

AXIS/CO/CS/1124/2014-15

10th March, 2015

The Assistant Vice President (Listing & Compliance)
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, "G" Block
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051

The General Manager (Listing)
The BSE Limited
1st Floor, New Trading Ring, Rotunda Building
P. J. Towers, Dalal Street
Fort, Mumbai – 400 001

Dear Sir,

SUB: RESULT OF POSTAL BALLOT DISCLOSURE UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Attn: Shri Avinash Kharkar

Attn: Shri Gopalakrishnan lyer

Pursuant to the provisions of Section 110 read with Companies (Management and Administration) Rules, 2014, the approval of the members of the Bank was sought by way of Postal Ballot for the following Ordinary / Special Resolutions:

Resolution No.	Resolution	Ordinary / Special
1	Appointment of Shri V R Kaundinya as an Independent Director	Ordinary Resolution
2	Appointment of Shri Prasad R Menon as an Independent Director	Ordinary Resolution
3	Appointment of Prof Samir K Barua as an Independent Director	Ordinary Resolution
4	Appointment of Shri Som Mittal as an Independent Director	Ordinary Resolution
5	Appointment of Smt IreenaVittal as an Independent Director	Ordinary Resolution
6	Appointment of Shri Rohit Bhagat as an Independent Director	Ordinary Resolution
7	Issue of Long Term Bonds/Non-convertible debentures on a private placement basis	Special Resolution

We are pleased to submit the details of voting results of the Postal Ballot pursuant to the requirements of Clause 35A of the Listing Agreement. Kindly note that the Resolution nos. 1 to 7 were passed with requisite majority by the members.

You are requested to take the above on record.

Yours faithfully,

SanjeevKapoor Company Secretary Encl: as above



Date of Postal Ballot result declaration: 10:03.2015

Total no. of shareholders on record date: 2,57,906 as on 16.01.2015

No. of shareholders present in the meeting either in person or through proxy: NA Promoters & promoter group: NA

Public: NA

No. of shareholders attended the meeting through video conferencing: NA Promoters & promoter group: NA Public: NA

Detail of the Agenda:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	of votes $\%$ of votes polled on votes in favour $\%$ of votes in favour $\%$ of votes against on votes polled on votes polled on votes polled $\%$ (3)=[(2)/(1)]*100 (4) $\%$ (5) $\%$ (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 1 - Appointment of Shri V. R. Kaundinya as Independent Director to hold office for a term upto 11th October, 2017	f Shri V. R. Kαυι	ndinya as Inde	spendent Director to hol	ld office for a terr	n upto 11th O	ctober, 2017	
Resolution required: (Ordinary)							
Promoters & promoter group	665734594	665734594 565296023	84.91	565296023	0	100.001	00'0
Public - Institutional holders	1497877792	994640704	66.40	987251122	7389582	99.26	0.74
Public - Others	200181806 6	60873803	30.41	991890	281943	99.54	97.0
Total*	2363794192 1620	1620810530	68.57	1613139005	7671525	99.53	0.47

As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

Resolution No. 2 - Appointment of Shri Prasad R. Menon as Independent Director to hold office for a term upto 22nd January, 2016 Resolution required: (Ordinary) Resolution required: (Ordinary) 84.91 565296023 0 Promoters & promoter group 665734594 565296023 0 0 Public - Institutional holders 30.13 66.5777792 7389582 Public - Others 30.11 20.503750 30.13	Director to hold office for a ter 84.91 565296023	m upto 22nd Janua	ary, 2016	
5 665734594 565296023 1497877792 994667374 200181804 40875948				
1497877792 994647374 200181804 40875948		0	100:00	00.0
200181804 40875948	66.41 987277792	7389582	99.26	0.74
200101000	30,41 60593750	281498	99.54	0.46
Total* 2363794192 1620838645 68.57	68.57 1613167565	7671080	99,53	0.47

As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on votes in No. of votes in against outstanding shares favour (3)= $[(4)/(1)]^{+100}$ No. of votes in No. of votes in favour against on votes polled on votes polled (7)= $[(4)/(2)]^{+100}$ (7)= $[(4)/(2)]^{+100}$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 3 - Appointment of Prof. Samir K. Baru	of Prof. Samir K.	Barua as Inde	sa as Independent Director to hold office for a term upto 31st March, 2019	d office for a tern	ı upto 31st Ma	rch, 2019	•
Resolution required: (Ordinary)							
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100.00	0.00
Public - Institutional holders	1497877792	994667374	19.99	98727792	7389582	99.26	0.74
Public - Others	200181806	81602809	30.41	60594747	276171	99.55	0.45
Total*	2363794192	2363794192 1620834315	15.89	1613168562	7665753	65.66	0.47

As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

Promoter/Public	No. of shares held (1)	No. of No. of votes ares held polled (1) (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	No. of votes in No. of votes against favour against on votes polled on votes polled (4) (5) (5) (2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 4 - Appointment of Shri Som Miltal as Independent Director to hold office for a term upto 31st March, 2019 Resolution required: (Ordinary)	f Shri Som Mitto	ıl as Independ	ent Director to hold offi	ce for a term upt	o 31st March,	2019	
Promoters & promoter group	665734594	565296023	84.91	265296023	0	100.00	0.00
Public - Institutional holders	1497877792	1037952587	62'69	625647538	412305049	60:28	39.72
Public - Others	200181806	60874387	30.41	60598285	276102	99.55	0.45
Total*	2363794192 1	1664122997	70.40	1251541846	412581151	75.21	24.79
*As per the provisions of section 1.2(2) the Banking I	2(2) the Bankin	ig Regulation	Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for	hts are restricted	to 10% of the	paid up share capita	of the Bank for

those members who are holding more than 10% of the share capital of the Bank.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	of votes $\%$ of votes polled on No. of votes in No. of votes in favour $\%$ of votes against outstanding shares favour against on votes polled on votes polled on votes polled (7)=[(2)/(1)]*100 (7)=[(5)/(2)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 5 - Appointment of Smt. Ireena Vittal Resolution required: (Ordinary)	of Smt. Ireena V	ittal as Indepe	as Independent Director to hold office for a term upto 31st March, 2019	office for a term u	ipto 31st Marc	h, 2019	
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100:00	0.00
Public - Institutional holders	1497877792		66.40	982485527	12043689	62'86	1.21
Public - Others	200181806	60863457	30.40	60587745	212972	99.55	-
Total*	2363794192	2363794192 1620688696	68.56	1608369295	12319401	99.24	0.76

*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

Promoter/Public	No. of shares held (1)	No. of No. of votes ares held polled (1) (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of-votes in favour (4)	No. of votes against (5)	No. of votes in favour % of votes in favour % of votes against favour % of votes polled on votes polled on votes polled (7)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 6 - Appointment of Shri Rohit Bhagat as I	of Shri Rohit Bho	igat as indepe	independent Director to hold office for a ferm upto 31st March, 2019	office for a term u	pto 31st Marc	h. 2019	
Resolution required: (Ordinary)							
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100.00	000
Public - Institutional holders	1497877792	994640704	66.40		7389582	96 66	72.0
Public - Others	200181806	200181806 60875273	30.41		280973	99.54	A C
Total*	2363794192 162081	1620812000	68.57	161	7670555	99.53	0.47

*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

							Ä
7 (7) 785 196 17 (7) 17 (7) 17 (7)	% of votes against on votes polled (7)=[(5)/(2)]*100		00.0	0.23		0.16	
	% of votes in favour on votes polled (6)=[(4)/(2)]*100		100.00	77.66	99,54		
	No. of votes against (5)		0	2299000	277343	2576343	
	No. of votes in favour (4)	placement basis	565296023	992933417	60595954	1618825394	
	% of votes polled on No. of votes in No. of votes in favour against on votes polled (3)=[(2)/(1)]*100 (4) (5) (6)=[(4)/(2)]*100	debentures on a private	84.91	66.44	30.41	68.59	
	No. of votes polled (2)	-convertible	565296023	9952	- 1	1621401737	
	No. of No. of v shares held polle (1)	erm Bonds/Nor	665734594 56529	1497877792	200181806	2363794192 162140	
	Promoter/Public	Resolution No. 7 - Issue of Long Term Bonds/Non-convertible debentures on a private placement basis Resolution required: (Special)	Promoters & promoter group	Public - Institutional holders	Public - Others	Total*	

*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for hose members who are holding more than 10% of the share capital of the Bank.





COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008. TEL :: 022-6611 9696 D FAX : 022-6611 9644 D E-mail : dipti@mehta-mehta.nom

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Report of Scrutinizer

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To, Chairman Axis Bank Limited, 'Trishul', 3rd Floor, Opp. Samartheshwar Temple, Law Garden, Ellisbridge, Ahmedabad – 380 006

Postal Ballot - Axis Bank Limited ("the Bank")

Dear Sir,

- I, Anshul Kumar Jain, Partner, Mehta & Mehta, Company Secretaries appointed as Scrutinizer by the Bank for the purpose of the Postal Ballot carried out as per the provisions of section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 on the Resolutions as mentioned in the Notice of Postal Ballot dated 16th January, 2015, submit my report as under:
- 1. The dispatch of Notice of the Postal Ballot dated 16th January, 2015 was completed on 5th February, 2015.
- 2. The e-Voting period commenced on the Friday, 6th February, 2015 (9.00 A.M.) and ended on the Saturday, 7th March, 2015 (6:00 P.M.).
- 3. The last date for receipt of Postal Ballot Forms was 7th March, 2015 (6.00 P.M.).
- 4. The Members holding the shares as on the "cut off" date i.e. 16th January, 2015 were entitled to vote on the resolutions mentioned in the Notice of Postal Ballot dated 16th January, 2015.
- 5. As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

6. 1,487 Postal Ballot forms were received and 1,374 members casted their votes on the e-Voting platform.

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- 7. With the support of M/s Karvy Computershare Private Limited, the RTA of the Bank, the Postal Ballot forms were scrutinized and signatures of members who had cast their votes were verified with their specimen signatures registered with RTA/as provided by the depositories.
- 8. The votes cast by the members both in physical form and e-Voting have been identified and in terms of the Postal Ballot Notice, votes cast through physical postal ballot form were treated as invalid.
- 9. At the end of the voting period on 7th March, 2015 (6.00 P.M.), I collected all the postal ballots received. As a scrutinizer, the Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-Voting is as under:

Resolution No. 1 - Ordinary Resolution

Appointment of Shri V. R. Kaundinya as Independent Director to hold office for a term upto 11th October, 2017

(i) Voted **in favour** of the resolution:

the grant of the first of the control of the contro	and the state of t	
Number of	Number of votes	% of total number of
members voted	cast by them	valid votes cast
		[연기] 기본 조상원
2,661	1,61,31,39,005	99.53%

(ii) Voted **against** the resolution:

Number of	Number of votes	% of total number of
members voted	cast by them	valid votes cast
NO MENTAL SECTION		
68	76,71,525	0.47%

(iii) Invalid votes or members who did not vote for this resolution:

Total number of members	Total number of votes cast by the	∍m
whose votes were declared		
invalid or did not vote for this		
resolution		
136	6,33,16,091	



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ResolutionNo.2- Ordinary Resolution

Appointment of Shri Prasad R. Menon as Independent Director to hold office for a term upto 22nd January, 2016

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,652	1,61,31,67,565	99.53%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
71	76,71,080	0.47%

(iii) Invalid votes or members who did not vote for this resolution:

Total number of members	Total number of votes cast by them
whose votes were declared	
invalid or did not vote for this	
resolution	
144	6,32,87,227

Resolution No. 3 - Ordinary Resolution

Appointment of Prof. Samir K. Barua as Independent Director to hold office for a term upto 31st March, 2019

(i) Voted in favour of the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	2,650	1,61,31,68,562	99.53%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
66	76,65,753	0.47%

Axis Bank Limited, Postal Ballot, Report of Scruting

(iii) Invalid votes or members who did not vote for this resolution:

Total number of members	Total number of votes cast by them
whose votes were declared	
invalid or did not vote for this	
resolution	
147	6,32,90,940

Resolution No. 4 - Ordinary Resolution

Appointment of Shri Som Mittal as Independent Director to hold office for a term upto 31st March, 2019

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,316	1,25,15,41,846	75.21%

(ii) Voted **against** the resolution:

	Number of	Number of votes	% of total number of
	members voted	cast by them	valid votes cast
j	399	41,25,81,151	24.79%

(iii) Invalid votes or members who did not vote for this resolution:

Total number of members	Total number of votes cast by th	nem
whose votes were declared		11.5
invalid or did not vote for this		
resolution		
154	2,00,02,792	

Resolution No. 5 - Ordinary Resolution

Appointment of Smt. Ireena Vittal as Independent Director to hold office for a term upto 31st March, 2019

(i) Voted in favour of the resolution:

members voted cast by them valid votes cast 2,635 1,60,83,69,295 1,000 99,24%	1 2	Number of	Number of votes	% of total number of
2,635 1,60,83,69,295 WMAR // 99.24%		members voted	cast by them	valid votes cast
2,635 1,60,83,69,295 (MAR), 99.24%	1			The state of the s
		2,635	1,60,83,69,295	IMAR Ja 99.24%

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(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
81	1,23,19,401	0.76%

(iii) Invalid votes or members who did not vote for this resolution:

Total number of members	Total number of votes cast by them
whose votes were declared	
invalid or did not vote for this	
resolution	
150	6,34,36,498

Resolution No. 6 - Ordinary Resolution

Appointment of Shri Rohit Bhagat as Independent Director to hold office for a term upto 31st March, 2019

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,642	1,61,31,41,445	99.53%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
73	76,70,555	0.47%

(iii) Invalid votes or members who did not vote for this resolution:

Total number of members	Total number of votes cast by them
whose votes were declared	
invalid or did not vote for this	
resolution	
150	6,33,13,475

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Resolution No. 7 - Special Resolution

Issue of Long Term Bonds/Non-convertible debentures on a private placement basis.

(i) Voted in favour of the resolution:

	Number of	Number of votes	% of total number of
	members voted	cast by them	valid votes cast
1	2,640	1,61,88,25,394	99.84%

(iii) Voted **against** the resolution:

Number of	Number of votes	% of total number of	
members voted	cast by them	valid votes cast	
75	25,76,343	0.16%	

(iii) Invalid votes or members who did not vote for this resolution:

# 10 m		
Total number of members	Total number of votes cast by them	
whose votes were declared	물레이 그 그 그래요 한 사람들은 전기를 통해야	
invalid or did not vote for this		
resolution		
147	6,27,23,848	\neg

10. The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Bank.

Thanking you, Yours faithfully,

Anshul Kumar Jain FCS: 5547, CP: 13181

Partner, Mehta & Mehta,

Company Secretaries, Mumbai

10th March 2015 Hyderabad