



AXIS/CO/CS/855/2018-19

18th January 2019

Shri Kautuk Upadhyay
Chief Manager,
Listing & Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, "G" Block
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051

Shri Khushro Bulsara
The Deputy General Manager –
Listing Department
BSE Limited
1st Floor, New Trading Ring, Rotunda Building
P. J. Towers, Dalal Street
Fort, Mumbai – 400 001

NSE Symbol: AXISBANK

BSE Scrip Code : 532215

Dear Sir(s),

SUB: RESULT OF POSTAL BALLOT.

REF: Regulation 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015(LISTING REGULATION).

Pursuant to the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we submit herewith the details of the approval granted by the Members of the Bank, in respect of the Ordinary/Special resolutions as set out in the Postal Ballot Notice dated 8th December 2018.

Please note that the results have been consolidated in respect of voting conducted through e-voting and Postal Ballot Form. We are pleased to inform you that all the Resolutions (Ordinary/Special) set forth in the Postal Ballot Notice dated 8th December 2018 has been passed by the Members of the Bank with requisite majority. The Resolutions is deemed as passed on the last date of voting i.e. Thursday, 17th January 2019.

In this connection, we enclose herewith a copy of Scrutinizers report dated 18th January 2019 issued by Shri Raghavendar Rao D., Practising Company Secretary (Membership No. ACS 35788/C.P. No. 13407), Scrutinizer for the said e-voting process.

You are requested to take note of the above and arrange to bring it to the notice of all concerned.

Kindly acknowledge receipt.

Thanking you.

Yours Sincerely,

For Axis Bank Limited,

Rajesh Dahiya
Executive Director (Corporate Centre)

Encl.: As above.



Ahalada Rao. V & Associates Company Secretaries

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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,
The Chairman
Axis Bank Limited
CIN: L65110GJ1993PLC020769
'Trishul', 3rd Floor,
Opp. Samartheshwar Temple,
Law Garden, Ellisbridge,
Ahmedabad – 380 006

Sub: Scrutinizer's Report

Ref: Voting Results of Postal Ballot - Axis Bank Limited.

Dear Sir,

I, **D. Raghavendar Rao**, Practicing Company Secretary (Membership No ACS 35788/C.P. No. 13407), partner of Ahalada Rao. V & Associates, Company Secretaries, Hyderabad, appointed as Scrutinizer by the Bank for the purpose of conducting Postal Ballot process as per the provisions of the Companies Act, 2013 and Rule 22 (5) of the Companies (Management and Administration) Rules, 2014 on the Ordinary/Special Resolutions as mentioned in the Postal Ballot Notice dated 8th December 2018, submit our report as under:

1. The dispatch of the Postal Ballot Notice dated 8th December 2018 was completed on 18th December 2018.
2. The e-voting period has commenced from 09.00 a.m. on Wednesday, 19th December 2018 and continued up to 05.00 p.m. on Thursday, 17th January 2019.
3. The last date for receipt of Postal Ballot Forms was 05.00 p.m. on Thursday, 17th January 2019.
4. The Members holding the shares as on the "cut off" date, Friday 30th November 2018 were entitled to vote on the proposed Ordinary/Special Resolutions.



5. The Bank has engaged the services of Karvy Fintech Private Limited (Karvy) (formerly known as Karvy Computershare Private Limited) for the purpose of providing e-voting facility to all its Members.
6. The details of votes casted by Members of the Bank by way of Postal Ballot Forms and through e-voting platform are as under-

Resolution No. of Postal Ballot Notice	Postal Ballot Forms	Members who casted through E-voting
01	103	1376
02 to 08	103	1377

7. With the support of Karvy Fintech Private Limited, Registrar and Share Transfer Agent (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. At the end of the voting period at 05.00 p.m. on Thursday, 17th January 2019, we collected all the Postal Ballot Forms received.
9. At 05.05 p.m. on 17th January 2019, we have unblocked and downloaded the e-voting report from e-voting portal (<https://evoting.karvy.com>) by using the Scrutinizer's login ID and Password.
10. The votes, if any, 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 Forms were treated as invalid.
11. As a scrutinizer, the Report of the Postal Ballot was duly compiled and accordingly the consolidated result of Postal Ballot and e-Voting is as under-

Resolution No.1 - Ordinary Resolution:

Appointment of Shri Girish Paranjpe (DIN 02172725) as an Independent Director of the Bank, for a period of 4 years w.e.f. 2nd November 2018.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1402	2042608051	99.7301%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	5527696	0.2699%



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
55	31179351

(3 Shareholders have voted in favour and against).

Resolution No. 2 - Ordinary Resolution:

Appointment of Shri Amitabh Chaudhry (DIN: 00531120) as a Director of the Bank.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1420	2071478727	99.6815%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
27	6619550	0.3185%

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
35	1216852

(2 Shareholders have voted in favour and against).

Resolution No. 3 – Ordinary Resolution:

Appointment of Shri Amitabh Chaudhry (DIN: 00531120) as the Managing Director & CEO of the Bank, for a period of 3 years, w.e.f. 1st January 2019 on the terms and conditions relating to the said appointment, including remuneration, as approved by the RBI.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1398	2042611333	99.7303%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	5524454	0.2697%



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
55	31179346

(2 Shareholders have voted in favour and against).

Resolution No. 4 – Special Resolution:

Reappointment of Prof. Samir K. Barua (DIN: 00211077) as an Independent Director of the Bank, with effect from 1st April 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
1347	2026396814	98.9391%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
82	21727922	1.0609%

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
56	31190391

(5 Shareholders have voted in favour and against).

Resolution No. 5 – Special Resolution:

Reappointment of Shri Som Mittal (DIN: 00074842) as an Independent Director of the Bank, with effect from 1st April 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
1380	2039526299	99.5802%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	8598417	0.4198%



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
56	31190411

(3 Shareholders have voted in favour and against).

Resolution No. 6 – Special Resolution:

Reappointment of Shri Rohit Bhagat (DIN: 02968574) as an Independent Director of the Bank, with effect from 1st April 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
1378	2039525868	99.5802%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	8598716	0.4198%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
58	31190543

(3 Shareholders have voted in favour and against).

Resolution No. 7 – Special Resolution:

Issuance of employee stock options, convertible into Equity Shares of Rs. 2/- each of the Bank, fully paid, to the eligible Employees/Whole-Time Directors of the Bank.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1298	1954400316	94.2765%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
152	118651135	5.7235%



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
36	6263675

(6 Shareholders have voted in favour and against).

Resolution No. 8 – Special Resolution:

Issuance of employee stock options, convertible into Equity Shares of Rs. 2/- each of the Bank, fully paid, to the eligible Employees/Whole-Time Directors of the Subsidiary Companies of the Bank.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1292	1954384455	94.2763%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
161	118654587	5.7237%

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
34	6276084

(7 Shareholders have voted in favour and against).

12. We, report that all the Resolutions (Ordinary/Special) set forth in the Postal Ballot Notice dated 8th December 2018 has been passed by the Members of the Bank with requisite majority. The Resolutions are deemed as passed on the last date of voting i.e. Thursday, 17th January 2019.
13. We, further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with.



14. The Postal Ballot Forms and all other papers relating to Postal Ballot including voting by electronic means, shall be under our safe custody till the chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Bank.

**For Ahalada Rao. V and Associates
Company Secretaries**

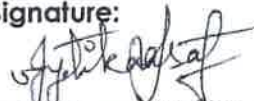


**Place: Hyderabad
Date: 18th January, 2019**


**CS. D. Raghavendar Rao
Partner
M.No: ACS 35788; CP.No: 13407**

We the undersigned witness that e-voting were unblocked in our presence at 05.05 p.m. on 17th January, 2019.

Signature:


(Name: Ms. Jyotika Aasat)

Signature:


(Name: Mr. U. Sai Krishna)