AXIS BANK

Terms and Conditions of Equity Shares of Axis Bank

Sr. No	Particulars	Terms
1.	Voting shares	Equity shares of Axis Bank are voting shares
2.	Limit on voting rights	Limits on voting rights are applicable as per provisions of the Banking Regulation Act, 1949. Holders of GDRs will have no voting rights or other direct rights of a shareholder with respect to the equity shares underlying such GDRs. The Depositary will not vote unless required by the Board of Directors of the Bank (the "Board of Directors") to either vote as directed by the Board of Directors or give proxy or a power of attorney to the Board of Directors to vote in respect of the equity shares underlying the GDRs. A proxy may not vote the equity shares except on a poll. Registered holders of equity shares withdrawn from the depositary facility under the Deposit Agreement will be entitled to vote and exercise other direct shareholder rights in accordance with applicable Indian law.
3.	Position in subordination hierarchy	Represent the most subordinated claim in liquidation of the Bank. The paid up amount is neither secured/covered by a guarantee of the issuer or related entity nor subject to any other arrangement that legally or economically enhances the seniority of the claim
4.	Claim on residual assets	Entitled to a claim on the residual assets, which is proportional to its share of paid up capital; after all senior claims have been repaid in liquidation (i.e Has an unlimited and variable claim, not a fixed or capped claim).
5.	Perpetuity	Principal is perpetual and never repaid outside of liquidation (except discretionary repurchases/ buy backs or other means of effectively reducing capital in a discretionary manner that is allowable under relevant law as well as guidelines, if any, issued by RBI in the matter). The Bank does nothing to create an exception at issuance that the instrument will be bought back, redeemed or cancelled nor do the statutory or contractual terms provide any feature which might give rise to such an expectation.
6.	Distributions	Distributions are paid out of Distributable items (retained earnings included). The level of distributions is not in any way linked to the amount paid up at issuance and is not subject to a contractual cap (except to the extent that a

		bank is unable to pay distributions that exceed the level of distributable items). There are no circumstances under which the distributions are obligatory. Non – payment is therefore, not an event of default. Distributions are paid only after legal and contractual obligations have been met and payments on more senior capital instruments have been made. There are no preferential distributions, including in respect of other elements classified as the highest quality issued capital
7.	Loss Absorption	It is the paid up capital that takes the first and proportionately greatest share of any losses as they occur. Within the highest quality capital, each instrument absorbs losses on a going concern basis, proportionately and pari- passu with all the other common shares.
8.	Accounting classification	The paid up amount is classified as equity capital. It is classified as equity in the Banks Balance sheet.
9.	Directly issued and paid – up	Share are directly issued and paid up. The Bank cannot directly or indirectly fund the purchase of its own common shares. Banks should also not extend loans against their own shares.
10.	Approval for issuance	Paid up capital is only issued with the approval of the owners of the Bank, either given directly by the owners or, if permitted by applicable law, given by the Board of Directors or by other persons duly authorized by the owners.