



AXIS/CO/CS/369/2016-17

22<sup>nd</sup> July, 2016

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

Attn.: Shri Avinash Kharkar

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

Attn.: Shri Bhushan Mokashi

Dear Sir(s),

**SUB: PROCEEDINGS OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF AXIS BANK LIMITED AND VOTING RESULTS.**

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

Pursuant to the requirements of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the details of the proceeding of the 22<sup>nd</sup> Annual General Meeting held today at 10.00 A.M. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat, 380 015 and that of the voting results in respect of all the resolutions as set out in the Notice dated 12<sup>th</sup> May, 2016 for your information and noting please.

Please note that the said voting results have been consolidated in respect of voting conducted through remote e-voting, physical ballot and ballot at the said Annual General Meeting. We are pleased to inform you that all the said resolutions has been passed by the Shareholders with the requisite majority as mandated under the relevant provisions of the Companies Act 2013 and the relevant Rules made thereunder. This be treated as our disclosure under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

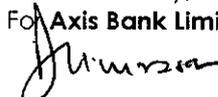
In this connection, we enclose herewith the Scrutinizers report dated 22<sup>nd</sup> July, 2016 issued by Shri Nimai G. Shah, Chartered Accountant (Membership No. 100932) Partner, Chandabhoy & Jassoobhoy, who were appointed as the Scrutinizer for the said e-voting process.

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**,

  
**V. Srinivasan**  
**Deputy Managing Director**

Encl.: As above.

Name of the Company: AOS BANK LIMITED

Date of the AGM: 22nd July, 2014

Total no. of shareholders as on record date (15.07.2014): 442458

No. of shareholders present at the said meeting either in person or through proxy:  
Promoters & promoter group: 2  
Public: 131

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

Resolution required: (Ordinary/Special)	Ordinary Resolution	To receive, consider and adopt:						
		(a) the audited consolidated financial statements of the Bank for the financial year ended 31st March 2014 and the reports of the Directors and the Auditors thereon; and						
		(b) the audited consolidated financial statements of the Bank for the financial year ended 31st March 2014 and the Report of the Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*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
Promoters & promoter group*	E-Voting	709,249,734	563,065,062	79.37	563,065,062	0	100.00	0.00
	Post	709,249,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,249,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	842,261,786	57.94	842,261,786	0	100.00	0.00
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,005	5.95	86,548,005	0	100.00	0.00
Public- Non institutions	E-Voting	222,564,137	17,332,264	7.79	17,332,264	176	100.00	0.00
	Post	222,564,137	3,295	0.00	3,295	0	100.00	0.00
	Postal Ballot	222,564,137	45,663,629	20.52	45,663,629	117,730	99.74	0.26
<b>Total</b>		<b>2,987,582,393</b>	<b>1,554,974,353</b>	<b>45.32</b>	<b>1,554,974,353</b>	<b>118,206</b>	<b>99.99</b>	<b>0.01</b>

\* The Insurance Corporation of India (IIC) is holding 34,88,40,223 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,88,40,223 votes (14.61%), only 23,87,58,239 (10%) votes are taken into consideration.

#The Administrator of the Specified Undertaking of the Unit Trust of India (SUI) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%), only 23,87,58,239 (10%) votes are taken into consideration.

Resolution required: (Ordinary/Special)	Ordinary Resolution	Declaration of dividend on Equity Shares of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*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
Promoters & promoter group*	E-Voting	709,249,734	563,065,062	79.37	563,065,062	0	100.00	0.00
	Post	709,249,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,249,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	844,264,609	57.98	844,264,609	0	100.00	0.00
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,005	5.95	86,548,005	0	100.00	0.00
Public- Non institutions	E-Voting	222,564,137	17,332,264	7.79	17,332,264	176	100.00	0.00
	Post	222,564,137	3,295	0.00	3,295	0	100.00	0.00
	Postal Ballot	222,564,137	45,663,629	20.52	45,663,629	117,730	99.74	0.26
<b>Total</b>		<b>2,987,582,393</b>	<b>1,554,974,353</b>	<b>45.32</b>	<b>1,554,974,353</b>	<b>118,206</b>	<b>99.99</b>	<b>0.01</b>

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Resolution required: (Ordinary/Special)	Ordinary Resolution	Appointment of a Director in place of Shri V. Srinivasan (DIN 00036882), who retires by rotation and being eligible, has offered himself for re-appointment.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*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
Promoters & promoter group*	E-Voting	709,249,734	563,065,062	79.37	563,065,062	0	100.00	0.00
	Post	709,249,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,249,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	842,977,063	57.98	842,977,063	1,084,602	99.87	0.13
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,005	5.95	86,548,005	0	100.00	0.00
Public- Non institutions	E-Voting	222,564,137	17,332,169	7.79	17,332,169	1,860	99.99	0.01
	Post	222,564,137	3,295	0.00	3,295	0	99.85	0.15
	Postal Ballot	222,564,137	45,663,629	20.52	45,663,629	117,603	99.74	0.26
<b>Total</b>		<b>2,987,582,393</b>	<b>1,554,974,353</b>	<b>45.32</b>	<b>1,554,974,353</b>	<b>1,204,472</b>	<b>99.99</b>	<b>0.01</b>

\* The Insurance Corporation of India (IIC) is holding 34,88,40,223 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,88,40,223 votes (14.61%), only 23,87,58,239 (10%) votes are taken into consideration.

#The Administrator of the Specified Undertaking of the Unit Trust of India (SUI) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%), only 23,87,58,239 (10%) votes are taken into consideration.

Resolution required: (Ordinary/Special)	Ordinary Resolution	Notification of the appointment of M/s. S. K. Bhatnagar & Co LLP, Chartered Accountants, Mumbai, (Membership No. 301003E) as the Statutory Auditors of the Bank to hold office as such from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, subject to the approval of the Reserve Bank of India.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*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
Promoters & promoter group*	E-Voting	709,269,734	563,085,062	79.39	563,085,062	0	100.00	0.00
	Pat	709,269,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,269,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	825,493,945	56.71	723,197,680	52,306,265	73.65	6.32
	Pat	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	60,548,025	4.16	60,548,025	0	100.00	0.00
Public- Non Institutions	E-Voting	222,544,137	17,332,209	7.79	17,332,209	0	99.99	0.01
	Pat	222,544,137	3,296	0.00	3,296	0	100.00	0.00
	Postal Ballot	222,544,137	45,664,174	20.52	45,664,174	117,230	99.74	0.26
<b>Total</b>		<b>2,387,582,323</b>	<b>1,538,216,813</b>	<b>64.48</b>	<b>1,486,711,971</b>	<b>52,506,231</b>	<b>78.67</b>	<b>3.41</b>

\* Life Insurance Corporation of India (LIC) is holding 34,86,40,225 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,86,40,225 votes (14.61%), only 23,87,58,229 (10%) votes are taken into consideration.

#The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%) only 23,87,58,229 (10%) votes are taken into consideration.

Resolution required: (Ordinary/Special)	Ordinary Resolution	Appointment of Shri Rakesh Malhotra (DIN 00117492) as an Independent Director of the Bank, for a period of five consecutive years w.e.f. 27th October 2015 upto 24th October 2020.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*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
Promoters & promoter group*	E-Voting	709,269,734	563,085,062	79.39	563,085,062	0	100.00	0.00
	Pat	709,269,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,269,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	824,452,331	56.63	823,267,229	1,185,102	99.87	0.13
	Pat	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	60,548,025	4.16	60,548,025	0	100.00	0.00
Public- Non Institutions	E-Voting	222,544,137	17,331,981	7.79	17,332,209	3,693	99.98	0.02
	Pat	222,544,137	3,296	0.00	3,296	0	100.00	0.00
	Postal Ballot	222,544,137	45,664,178	20.52	45,664,178	117,230	99.74	0.26
<b>Total</b>		<b>2,387,582,323</b>	<b>1,537,064,873</b>	<b>64.38</b>	<b>1,535,879,308</b>	<b>1,204,865</b>	<b>99.72</b>	<b>0.08</b>

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#The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%) only 23,87,58,229 (10%) votes are taken into consideration.

Resolution required: (Ordinary/Special)	Ordinary Resolution	Appointment of Smt. Rakshita Bhagwati (DIN 07267848) as an Independent Director of the Bank, for a period of five consecutive years w.e.f. 19th January 2015 upto 16th January 2021.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*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
Promoters & promoter group*	E-Voting	709,269,734	563,085,062	79.39	563,085,062	0	100.00	0.00
	Pat	709,269,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,269,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	824,509,177	56.63	824,509,177	0	100.00	0.00
	Pat	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	60,548,025	4.16	60,548,025	0	100.00	0.00
Public- Non Institutions	E-Voting	222,544,137	17,331,981	7.79	17,332,209	1,530	99.99	0.01
	Pat	222,544,137	3,296	0.00	3,241	55	98.33	1.67
	Postal Ballot	222,544,137	45,664,248	20.52	45,664,248	117,680	99.74	0.26
<b>Total</b>		<b>2,387,582,323</b>	<b>1,547,221,287</b>	<b>64.80</b>	<b>1,547,102,824</b>	<b>118,745</b>	<b>99.97</b>	<b>0.01</b>

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#The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%) only 23,87,58,229 (10%) votes are taken into consideration.

<b>Resolution required: (Ordinary/Special)</b>	<b>Ordinary Resolution</b>	<b>Appointment of Shri S. Satish Rao (DIN 00425798) as a Non-Executive Director of the bank.</b>						
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of Votes polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=(2)/(1)*100</b>	<b>No. of votes - in favour (4)</b>	<b>No. of votes - against (5)</b>	<b>% of votes in favour on votes polled (6)=(4)/(7)*100</b>	<b>% of votes against on votes polled (7)=(5)/(7)*100</b>
Promoters & promoter group*	E-Voting	709,269,734	563,085,082	79.39	563,085,082	0	100.00	0.00
	Post	709,269,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,269,734	0	0.00	0	0	0.00	0.00
Public - institutions	E-Voting	1,455,748,522	821,487,290	56.49	820,412,080	1,066,202	99.87	0.13
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,025	5.95	86,548,025	0	100.00	0.00
Public- Non institutions	E-Voting	222,584,137	17,331,114	7.79	17,328,085	3,029	99.83	0.02
	Post	222,584,137	0	0.00	0	0	0.00	0.00
	Postal Ballot	222,584,137	45,643,763	20.51	45,643,742	117,963	99.85	0.15
<b>Total</b>		<b>2,387,582,393</b>	<b>1,547,221,847</b>	<b>64.85</b>	<b>1,529,928,891</b>	<b>1,204,484</b>	<b>99.92</b>	<b>0.08</b>

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# The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (11.51%) in the bank. At present, as per the provisions of Section 12 (2) of the Banking Regulation Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%) only 23,87,58,239 (10%) votes are taken into consideration.

<b>Resolution required: (Ordinary/Special)</b>	<b>Ordinary Resolution</b>	<b>Revision in the remuneration payable to Shri. Shikha Sharma (DIN 0043216) as the Managing Director &amp; CEO of the Bank, w.e.f. 1st June 2014, subject to the approval of Reserve Bank of India.</b>						
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of Votes polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=(2)/(1)*100</b>	<b>No. of votes - in favour (4)</b>	<b>No. of votes - against (5)</b>	<b>% of votes in favour on votes polled (6)=(4)/(7)*100</b>	<b>% of votes against on votes polled (7)=(5)/(7)*100</b>
Promoters & promoter group*	E-Voting	709,269,734	563,085,082	79.39	563,085,082	0	100.00	0.00
	Post	709,269,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,269,734	0	0.00	0	0	0.00	0.00
Public - institutions	E-Voting	1,455,748,522	834,589,177	57.33	834,589,177	0	100.00	0.00
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,025	5.95	86,548,025	0	100.00	0.00
Public- Non institutions	E-Voting	222,584,137	17,331,114	7.79	17,328,085	3,029	99.83	0.02
	Post	222,584,137	0	0.00	0	0	0.00	0.00
	Postal Ballot	222,584,137	45,643,763	20.51	45,643,742	117,963	99.74	0.26
<b>Total</b>		<b>2,387,582,393</b>	<b>1,547,221,847</b>	<b>64.86</b>	<b>1,547,078,841</b>	<b>122,004</b>	<b>99.99</b>	<b>0.01</b>

\* Life Insurance Corporation of India (LIC) is holding 34,88,60,225 equity shares (14.61%) in the bank. At present, as per the provisions of Section 12 (2) of the Banking Regulation Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,88,60,225 votes (14.61%), only 23,87,58,239 (10%) votes are taken into consideration.

# The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (11.51%) in the bank. At present, as per the provisions of Section 12 (2) of the Banking Regulation Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%) only 23,87,58,239 (10%) votes are taken into consideration.

<b>Resolution required: (Ordinary/Special)</b>	<b>Ordinary Resolution</b>	<b>Re-appointment of Shri V. Krishna Rao (DIN 00038882) as the Whole Time Director designated as the 'Executive Director &amp; Head (Corporate Banking)' of the bank, from 18th October 2015 upto 20th December 2015 and thereafter as the Whole Time Director designated as the 'Deputy Managing Director' of the bank, for a period of three years w.e.f. 21st December 2015 upto 20th December 2018, in terms of the approval granted by the Reserve Bank of India.</b>						
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of Votes polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=(2)/(1)*100</b>	<b>No. of votes - in favour (4)</b>	<b>No. of votes - against (5)</b>	<b>% of votes in favour on votes polled (6)=(4)/(7)*100</b>	<b>% of votes against on votes polled (7)=(5)/(7)*100</b>
Promoters & promoter group*	E-Voting	709,269,734	563,085,082	79.39	563,085,082	0	100.00	0.00
	Post	709,269,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,269,734	0	0.00	0	0	0.00	0.00
Public - institutions	E-Voting	1,455,748,522	834,589,177	57.33	834,589,177	0	100.00	0.00
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,025	5.95	86,548,025	0	100.00	0.00
Public- Non institutions	E-Voting	222,584,137	17,330,091	7.78	17,330,042	1,249	99.99	0.01
	Post	222,584,137	0	0.00	0	0	0.00	0.00
	Postal Ballot	222,584,137	45,643,763	20.51	45,643,748	117,963	99.74	0.26
<b>Total</b>		<b>2,387,582,393</b>	<b>1,547,221,844</b>	<b>64.86</b>	<b>1,547,102,360</b>	<b>119,054</b>	<b>99.97</b>	<b>0.01</b>

\* Life Insurance Corporation of India (LIC) is holding 34,88,60,225 equity shares (14.61%) in the bank. At present, as per the provisions of Section 12 (2) of the Banking Regulation Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,88,60,225 votes (14.61%), only 23,87,58,239 (10%) votes are taken into consideration.

# The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (11.51%) in the bank. At present, as per the provisions of Section 12 (2) of the Banking Regulation Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%) only 23,87,58,239 (10%) votes are taken into consideration.

Resolution required: (Ordinary/Special)	Ordinary Resolution	Revision in the remuneration payable to Shri V. Srinivasan (DIN 00133682) as the Whole Time Director designated as the 'Deputy Managing Director' of the Bank, w.e.f. 1st June 2016, subject to the approval of the Reserve Bank of India.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*100	No. of votes - In favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (4)-[(4)/(5)]*100	% of votes against on votes polled (7)=(5)/(2)*100
Promoters & promoter group*	E-Voting	709,249,734	563,085,082	79.39	563,085,082	0	100.00	0.00
	Pol	709,249,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,249,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	834,589,177	57.33	834,589,177	0	100.00	0.00
	Pol	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,025	5.95	86,548,025	0	100.00	0.00
Public- Non Institutions	E-Voting	222,564,137	17,309,119	7.79	17,309,119	3,106	99.97	0.02
	Pol	222,564,137	3,791	0.00	3,791	0	99.81	0.15
	Postal Ballot	222,564,137	45,663,818	20.52	45,545,020	119,298	99.74	0.26
<b>Total</b>		<b>2,387,562,393</b>	<b>1,447,321,977</b>	<b>60.69</b>	<b>1,447,097,688</b>	<b>324,404</b>	<b>99.99</b>	<b>0.01</b>

\* Life Insurance Corporation of India (LIC) is holding 34,88,60,225 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,88,60,225 votes (14.61%), only 23,87,58,239 (10%) votes are taken into consideration.

# The Administrator of the Specified Undertaking of the Unit Trust of India (SUITI) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%), only 23,87,58,239 (10%) votes are taken into consideration.

Resolution required: (Ordinary/Special)	Ordinary Resolution	Appointment of Dr. Sanjay Misa (DIN 08075797) as an Independent Director of the Bank, for a period of five consecutive years w.e.f. 12th May 2016 upto 11th May 2021.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*100	No. of votes - In favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (4)-[(4)/(5)]*100	% of votes against on votes polled (7)=(5)/(2)*100
Promoters & promoter group*	E-Voting	709,249,734	563,085,082	79.39	563,085,082	0	100.00	0.00
	Pol	709,249,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,249,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	824,452,231	56.63	824,452,231	2,820,765	99.66	0.34
	Pol	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,025	5.95	86,548,025	0	100.00	0.00
Public- Non Institutions	E-Voting	222,564,137	17,309,119	7.79	17,309,119	3,106	99.98	0.02
	Pol	222,564,137	3,791	0.00	3,791	0	100.00	0.00
	Postal Ballot	222,564,137	45,663,818	20.52	45,545,020	119,298	99.74	0.26
<b>Total</b>		<b>2,387,562,393</b>	<b>1,447,321,977</b>	<b>60.69</b>	<b>1,446,145,101</b>	<b>3,946,063</b>	<b>99.99</b>	<b>0.01</b>

\* Life Insurance Corporation of India (LIC) is holding 34,88,60,225 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,88,60,225 votes (14.61%), only 23,87,58,239 (10%) votes are taken into consideration.

# The Administrator of the Specified Undertaking of the Unit Trust of India (SUITI) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%), only 23,87,58,239 (10%) votes are taken into consideration.

Resolution required: (Ordinary/Special)	Ordinary Resolution	Appointment of Dr. Sanjay Misa (DIN 08075797) as the Non Executive (Part-Time) Chairman of the Bank, for a period of five consecutive years w.e.f. 12th May 2016 upto 11th May 2021, subject to the approval of the Reserve Bank of India.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*100	No. of votes - In favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (4)-[(4)/(5)]*100	% of votes against on votes polled (7)=(5)/(2)*100
Promoters & promoter group*	E-Voting	709,249,734	563,085,082	79.39	563,085,082	0	100.00	0.00
	Pol	709,249,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,249,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	824,475,255	56.64	824,475,255	2,820,765	99.66	0.34
	Pol	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,025	5.95	86,548,025	0	100.00	0.00
Public- Non Institutions	E-Voting	222,564,137	17,331,891	7.79	17,329,133	2,828	99.98	0.02
	Pol	222,564,137	3,791	0.00	3,791	0	100.00	0.00
	Postal Ballot	222,564,137	45,663,818	20.52	45,545,430	118,388	99.74	0.26
<b>Total</b>		<b>2,387,562,393</b>	<b>1,447,107,427</b>	<b>60.66</b>	<b>1,446,986,149</b>	<b>3,749,153</b>	<b>99.99</b>	<b>0.01</b>

\* Life Insurance Corporation of India (LIC) is holding 34,88,60,225 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,88,60,225 votes (14.61%), only 23,87,58,239 (10%) votes are taken into consideration.

# The Administrator of the Specified Undertaking of the Unit Trust of India (SUITI) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%), only 23,87,58,239 (10%) votes are taken into consideration.

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Resolution required: (Ordinary/Special)	Ordinary Resolution	Appointment of Shri Rajy Anand (DIN 02541753) as a Director of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (4)+((4)/(5))*100	% of votes against on votes polled (7)=(5)/(4)*100
Promoters & promoter group*	E-Voting	709,269,734	563,085,087	79.39	563,085,087	0	100.00	0.00
	Post	709,269,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,269,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	844,061,485	57.98	843,977,083	1,084,602	99.87	0.13
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,348,002	5.93	86,348,002	0	100.00	0.00
Public- Non Institutions	E-Voting	222,564,137	17,302,009	7.78	17,331,111	898	99.99	0.01
	Post	222,564,137	3,246	0.00	3,246	0	100.00	0.00
	Postal Ballot	222,564,137	45,663,228	20.52	45,546,026	117,202	99.74	0.26
<b>Total</b>		<b>2,087,582,393</b>	<b>1,654,493,863</b>	<b>79.30</b>	<b>1,654,493,863</b>	<b>1,204,230</b>	<b>99.99</b>	<b>0.01</b>

\* Life Insurance Corporation of India (LIC) is holding 34,86,60,225 equity shares (1.67%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,86,60,225 votes (1.67%), only 23,87,58,229 (10%) votes are taken into consideration.

#The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (1.31%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (1.31%) only 23,87,58,229 (10%) votes are taken into consideration.

Resolution required: (Ordinary/Special)	Ordinary Resolution	Appointment of Shri Rajy Anand (DIN 02541753) as the Whole Time Director designated as the 'Executive Director (Retail Banking)' of the Bank, for a period of three years w.e.s.12th May 2018 upto 11th May 2019, subject to the approval of the Reserve Bank of India.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (4)+((4)/(5))*100	% of votes against on votes polled (7)=(5)/(4)*100
Promoters & promoter group*	E-Voting	709,269,734	563,085,087	79.39	563,085,087	0	100.00	0.00
	Post	709,269,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,269,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	834,589,177	57.33	834,589,177	0	100.00	0.00
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,348,002	5.93	86,348,002	0	100.00	0.00
Public- Non Institutions	E-Voting	222,564,137	17,302,009	7.78	17,331,126	907	99.99	0.01
	Post	222,564,137	3,246	0.00	3,241	55	98.33	1.67
	Postal Ballot	222,564,137	45,663,245	20.52	45,546,513	117,732	99.74	0.26
<b>Total</b>		<b>2,087,582,393</b>	<b>1,547,220,812</b>	<b>74.18</b>	<b>1,547,102,127</b>	<b>118,465</b>	<b>99.99</b>	<b>0.01</b>

\* Life Insurance Corporation of India (LIC) is holding 34,86,60,225 equity shares (1.67%) in the Bank. At present as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,86,60,225 votes (1.67%), only 23,87,58,229 (10%) votes are taken into consideration.

#The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (1.31%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (1.31%) only 23,87,58,229 (10%) votes are taken into consideration.

Resolution required: (Ordinary/Special)	Ordinary Resolution	Appointment of Shri Rajesh Dahiya (DIN 07506468) as a Director of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=(2)/(1)*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (4)+((4)/(5))*100	% of votes against on votes polled (7)=(5)/(4)*100
Promoters & promoter group*	E-Voting	709,269,734	563,085,087	79.39	563,085,087	0	100.00	0.00
	Post	709,269,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,269,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	844,061,485	57.98	843,977,083	1,084,602	99.87	0.13
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,348,002	5.93	86,348,002	0	100.00	0.00
Public- Non Institutions	E-Voting	222,564,137	17,302,009	7.78	17,309,624	2,179	99.99	0.01
	Post	222,564,137	3,246	0.00	3,291	55	99.89	0.11
	Postal Ballot	222,564,137	45,663,228	20.52	45,546,026	117,202	99.74	0.26
<b>Total</b>		<b>2,087,582,393</b>	<b>1,554,493,774</b>	<b>74.50</b>	<b>1,555,489,108</b>	<b>1,204,444</b>	<b>99.99</b>	<b>0.01</b>

\* Life Insurance Corporation of India (LIC) is holding 34,86,60,225 equity shares (1.67%) in the Bank. At present as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 34,86,60,225 votes (1.67%), only 23,87,58,229 (10%) votes are taken into consideration.

#The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (1.31%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 the voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (1.31%) only 23,87,58,229 (10%) votes are taken into consideration.

<b>Resolution required:</b> (Ordinary/Special)	Ordinary Resolution	Appointment of <b>Dr Rajesh Dahiya (DIN 07508488)</b> as the Whole Time Director designated as the 'Executive Director (Corporate Centre)' of the Bank, for a period of three years w.e.f. 12th May 2016 upto 11th May 2017, subject to the approval of the Reserve Bank of India.						
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of Votes polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=(2)/(1)*100</b>	<b>No. of votes - In favour (4)</b>	<b>No. of votes - against (5)</b>	<b>% of votes in favour on votes polled (6)=(4)/(3)*100</b>	<b>% of votes against on votes polled (7)=(5)/(3)*100</b>
Promoters & promoter group*	E-Voting	709,249,734	543,085,082	77.31	543,085,082	0	100.00	0.00
	Post	709,249,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,249,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	834,589,177	57.33	634,589,177	0	100.00	0.00
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,035	5.95	86,548,035	0	100.00	0.00
Public- Non Institutions	E-Voting	272,564,137	17,302,803	7.77	17,302,803	2,203	99.87	0.13
	Post	272,564,137	3,294	0.00	3,294	0	99.85	0.15
	Postal Ballot	272,564,137	45,663,253	20.52	45,545,473	118,280	99.74	0.26
<b>Total</b>		<b>2,387,582,393</b>	<b>1,547,331,214</b>	<b>64.80</b>	<b>1,547,100,828</b>	<b>120,483</b>	<b>99.79</b>	<b>0.21</b>

\* Life Insurance Corporation of India (LIC) is holding 94,88,60,225 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 94,88,60,225 votes (14.61%), only 23,87,58,229 (10%) votes are taken into consideration.

\*The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%) only 23,87,58,229 (10%) votes are taken into consideration.

<b>Resolution required:</b> (Ordinary/Special)	Ordinary Resolution	Payment of profit related commission to the Non-Executive Directors (excluding the Non-Executive (Part Time) Chairman) of the Bank, for a period of five years w.e.f. 1st April, 2015.						
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of Votes polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=(2)/(1)*100</b>	<b>No. of votes - In favour (4)</b>	<b>No. of votes - against (5)</b>	<b>% of votes in favour on votes polled (6)=(4)/(3)*100</b>	<b>% of votes against on votes polled (7)=(5)/(3)*100</b>
Promoters & promoter group*	E-Voting	709,249,734	543,085,082	77.31	543,085,082	0	100.00	0.00
	Post	709,249,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,249,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	808,426,156	55.55	798,176,442	10,427,494	98.71	1.29
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,035	5.95	86,548,035	0	100.00	0.00
Public- Non Institutions	E-Voting	272,564,137	17,302,809	7.77	17,302,473	6,544	99.64	0.36
	Post	272,564,137	3,294	0.00	3,294	0	99.85	0.15
	Postal Ballot	272,564,137	45,663,253	20.52	45,544,473	118,180	99.74	0.26
<b>Total</b>		<b>2,387,582,393</b>	<b>1,521,236,281</b>	<b>63.71</b>	<b>1,510,488,054</b>	<b>10,652,118</b>	<b>99.31</b>	<b>0.69</b>

\* Life Insurance Corporation of India (LIC) is holding 94,88,60,225 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 94,88,60,225 votes (14.61%), only 23,87,58,229 (10%) votes are taken into consideration.

\*The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%) only 23,87,58,229 (10%) votes are taken into consideration.

<b>Resolution required:</b> (Ordinary/Special)	Special Resolution	Borrowing/Raising funds in Indian Currency/Foreign Currency by issue of Debt Instruments including but not limited to Bonds, green bonds and Non-Convertible Debentures, for an amount of upto Rs. 25,000 crore.						
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of Votes polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=(2)/(1)*100</b>	<b>No. of votes - In favour (4)</b>	<b>No. of votes - against (5)</b>	<b>% of votes in favour on votes polled (6)=(4)/(3)*100</b>	<b>% of votes against on votes polled (7)=(5)/(3)*100</b>
Promoters & promoter group*	E-Voting	709,249,734	543,085,082	77.31	543,085,082	0	100.00	0.00
	Post	709,249,734	0	0.00	0	0	0.00	0.00
	Postal Ballot	709,249,734	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1,455,748,522	844,084,699	57.88	844,084,699	0	100.00	0.00
	Post	1,455,748,522	0	0.00	0	0	0.00	0.00
	Postal Ballot	1,455,748,522	86,548,035	5.95	86,548,035	0	100.00	0.00
Public- Non Institutions	E-Voting	272,564,137	17,302,816	7.77	17,302,431	1,935	99.87	0.13
	Post	272,564,137	3,294	0.00	3,294	0	100.00	0.00
	Postal Ballot	272,564,137	45,663,253	20.52	45,545,106	118,503	99.74	0.26
<b>Total</b>		<b>2,387,582,393</b>	<b>1,554,717,021</b>	<b>65.20</b>	<b>1,554,517,123</b>	<b>119,900</b>	<b>99.99</b>	<b>0.01</b>

\* Life Insurance Corporation of India (LIC) is holding 94,88,60,225 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 94,88,60,225 votes (14.61%), only 23,87,58,229 (10%) votes are taken into consideration.

\*The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%) only 23,87,58,229 (10%) votes are taken into consideration.

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to Sections 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

**Sub: Scrutinizer's Report**

**Ref : 22<sup>nd</sup> Annual General Meeting (AGM) of the Shareholders of Axis Bank Limited.**

Dear Sir,

I, Shri Nimai G. Shah, Chartered Accountant (Membership No. 100932) and Partner, Chandabhoy & Jassoobhoy, Chartered Accountants, Ahmedabad appointed as Scrutinizer for the purpose of the voting by electronic means, physical ballot and ballot at the said AGM carried out as per the provisions of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), proposed at the said AGM held today at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat - 380 015, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, four ballot/polling boxes kept for polling were locked and sealed in my presence with due identification marks placed by me.
2. The locked ballot/polling boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy Computershare Private Limited, Hyderabad, Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The remote e-voting period commenced on Tuesday, 19<sup>th</sup> July, 2016 (9.00 A.M.) and ended on Thursday, 21<sup>st</sup> July, 2016 (5.00 P.M.).
5. The Shareholders holding the shares as on the "cut off" date i.e. Friday, 15<sup>th</sup> July, 2016 were entitled to vote on the proposed resolutions as set out in (item nos 1 to 18) of the Notice dated 12<sup>th</sup> May 2016 convening the said AGM.
6. The votes casted through remote e-voting were unblocked by me on 22<sup>nd</sup> July, 2016 around 1.30 P.M. in the presence of two witnesses, Mr. Parin Patwari and Mr. Harsh Shah who are not in the employment of the Bank. They have signed below on the confirmation of the votes being unblocked in their presence.

*Nimai G. Shah*

7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Karvy Computershare Pvt. Ltd. (<https://evoting.karvy.com>)
8. The results of voting by electronic means, physical ballot and ballot at the said AGM is as under:

*None of them*

**Resolution No. 1 - To receive, consider and adopt:**

(a) the audited standalone financial statements of the Bank for the financial year ended 31<sup>st</sup> March 2016 and the Reports of the Directors and the Auditors thereon; and

(b) the audited consolidated financial statements for the financial year ended 31<sup>st</sup> March, 2016 and the Report of the Auditors thereon.

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1419	1554776244	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	118309	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	1635876

**Resolution No. 2 - Declaration of dividend on Equity Shares of the Bank.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1433	1556598798	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	117876	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	1603

*See also*

**Resolution No. 3 - Appointment of a Director in place of Shri V. Srinivasan (DIN 00033882), who retires by rotation and being eligible, has offered himself for re-appointment.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1415	1555489263	99.92%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	1204372	0.08%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	24642

**Resolution No. 4 - Ratification of the appointment of S R Batliboi & Co LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting subject to approval of the Reserve Bank of India.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1328	1485711291	96.59%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
98	52505521	3.41%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	18501465

*Handwritten signature*

**Resolution No. 5 - Appointment of Shri Rakesh Makhija (DIN 00117692) as an Independent Director of the Bank, for a period of five consecutive years w.e.f. 27<sup>th</sup> October 2015 up to 26<sup>th</sup> October 2020.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1392	1535878308	99.92%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1206585	0.08%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
30	19633384

**Resolution No. 6 - Appointment of Smt. Ketaki Bhagwati (DIN 07367868) as an Independent Director of the Bank, for a period of five consecutive years w.e.f. 19<sup>th</sup> January 2016 up to 18<sup>th</sup> January 2021.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1399	1547102824	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	118965	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	9496488

*Handwritten signature*

**Resolution No. 7 - Appointment of Shri B. Babu Rao (DIN 00425793) as a Non-Executive Director of the Bank.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1369	1532922891	99.92%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	1206456	0.08%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
57	22588930

**Resolution No. 8 - Revision in the remuneration payable to Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank w.e.f. 1<sup>st</sup> June 2016, subject to the approval of Reserve Bank of India.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1381	1547098861	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	123006	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	9496410

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**Resolution No. 9 - Re-appointment of Shri V. Srinivasan (DIN 00033882) as the Whole Time Director designated as the 'Executive Director & Head (Corporate Banking)' of the Bank, from 15<sup>th</sup> October 2015 upto 20<sup>th</sup> December 2015 and thereafter as the Whole Time Director designated as the 'Deputy Managing Director' of the Bank, for a period of three years w.e.f. 21<sup>st</sup> December 2015 upto 20<sup>th</sup> December 2018, in terms of the approval granted by the Reserve Bank of India.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1401	1547102350	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	119054	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	9496873

**Resolution No. 10 - Revision in the remuneration payable to Shri V. Srinivasan (DIN 00033882) as the Whole Time Director designated as the 'Deputy Managing Director' of the Bank, w.e.f. 1<sup>st</sup> June, 2016, subject to approval of the Reserve Bank of India.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1381	1547097588	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	124409	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
26	9496280

*See 1 page*

**Resolution No. 11 - Appointment of Dr. Sanjiv Misra (DIN 03075797) as an Independent Director of the Bank, for a period of five consecutive years w.e.f. 12<sup>th</sup> May 2016 upto 11<sup>th</sup> May 2021.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1371	1534143101	99.81%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
43	2941280	0.19%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
32	19633896

**Resolution No. 12 - Appointment of Dr. Sanjiv Misra (DIN 03075797) as the Non Executive (Part-Time) Chairman of the Bank, for a period of 5 consecutive years w.e.f. 12<sup>th</sup> May 2016 upto 11<sup>th</sup> May 2021, subject to approval of the Reserve Bank of India.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1373	1536986149	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
43	121288	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
30	19610840

*Sanjiv Misra*

**Resolution No. 13 - Appointment of Shri Rajiv Anand (DIN 02541753) as a Director of the Bank.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1423	1555490625	99.92%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	1203230	0.08%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	24422

**Resolution No. 14 - Appointment of Shri Rajiv Anand (DIN 02541753) as the Whole Time Director designated as 'Executive Director (Retail Banking)' of the Bank, for a period of three years w.e.f.12<sup>th</sup> May 2016 up to 11<sup>th</sup> May 2019, subject to approval of the Reserve Bank of India.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1401	1547102127	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	118685	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
30	9497465

*for & read*

**Resolution No. 15 - Appointment of Shri Rajesh Dahiya (DIN 07508488) as a Director of the Bank.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1416	1555489108	99.92%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	1204666	0.08%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	24503

**Resolution No. 16 - Appointment of Shri Rajesh Dahiya (DIN 07508488) as the Whole Time Director designated as 'Executive Director (Corporate Centre)' of the Bank, for a period of three years w.e.f.12<sup>th</sup> May 2016 upto 11<sup>th</sup> May 2019, subject to approval of the Reserve Bank of India.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1398	1547100828	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	120488	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
29	9496961

*Rajesh Dahiya*

**Resolution No. 17 - Payment of profit related commission to the Non-Executive Directors [excluding the Non-Executive Chairman] of the Bank, for a period of five years w.e.f. 1<sup>st</sup> April, 2015.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1364	1510685056	99.31%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	10553225	0.69%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
36	35479996

**Resolution No. 18 - Borrowing/Raising funds in Indian Currency/Foreign Currency by issue of Debt Instruments including but not limited to Bonds, green bonds and Non-Convertible Debentures, for an amount of upto Rs. 35,000 crore.**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1418	1556597121	99.99%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	119900	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	1256

**Notes :**

- (a) Life Insurance Corporation of India (LIC) is holding 34,88,60,225 equity shares (14.61%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank.

*Handwritten signature*

Accordingly, out of the total number of 34,88,60,225 votes (14.61%), only 23,87,58,239 (10%) votes are taken into consideration.

(b) The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) is holding 27,48,40,905 equity shares (11.51%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.51%), only 23,87,58,239 (10%) votes are taken into consideration.

9. All relevant records of remote e-voting, physical ballot and ballot at the AGM will remain in my safe custody until the Non-Executive Chairman of the Bank considers, approves and signs the Minutes of the said AGM and the same shall be handed over to the Company Secretary of the Bank for safe keeping.

Thanking you,  
Yours faithfully,



CA Nimai G. Shah  
M. No. 100932  
Scrutinizer

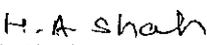
Place: Ahmedabad

Dated: 22<sup>nd</sup> July, 2016

We the undersigned witness that Polling box were opened and the votes casted by way of remote e-voting were unblocked from the e-voting website of Karvy Computershare Pvt. Ltd. (<https://evoting.karvy.com>) in our presence at 1.30 P.M. on 22<sup>nd</sup> July, 2016 at the Registered Office of the Bank.

Signature:-   
Name:- Parin Patwari

Address:-C-1, Panchratna Apartments, Mahalaxmi Char Rasta, Paldi, Ahmedabad 380 007

Signature:-   
Name:- Harsh Shah

Address:- 1, Navsarjan Society, Near Bhimjipura Cross Roads, Nawa Wadaj, Ahmedabad 380 013