



AXIS BANK LIMITED

Registered Office: "TRISHUL" 3rd Floor, Opp. Samaratheshwar Temple,
Law Garden, Ellisbridge, Ahmedabad - 380 006.
CIN : L65110GJ1993PLC020769
Phone : 079-26409322, Fax : 079-26409321
Email address: shareholders@axisbank.com, Website: www.axisbank.com

NOTICE OF POSTAL BALLOT

To
The Members,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot:

Item no. 1:- Issue of Long Term Bonds/Non-convertible debentures on a private placement basis

To consider and if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 42 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable provisions, if any, and the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), including Reserve Bank of India, the approval of the Members of the Bank be and is accorded for borrowing/raising funds in Indian currency by issue of long term bonds/Non-convertible debentures in domestic market, on a private placement basis, in one or more tranches, as per the structure and within the limits permitted by RBI, of an amount not exceeding ₹ 6,000 crores."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, things, matters, as may be necessary and expedient for giving effect to the above resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more officers of the Bank."

Registered Office: 'Trishul', 3rd Floor,
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Law Garden, Ellisbridge,
Ahmedabad - 380 006
Date: 21st August, 2014

By order of the Board

Sanjeev Kapoor
Company Secretary

NOTES:

- The relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item No. 1, is annexed hereto.
- The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on 22nd August, 2014. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Bank's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by permitted mode.
- The Bank has appointed Shri Atul Mehta, Partner, Mehta & Mehta, Company Secretaries or failing him, Smt. Dipti Mehta, Partner, Mehta & Mehta, Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
- Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Bank. However, Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 p.m. on 9th October, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- The result of postal ballot shall be declared on 10th October, 2014 and communicated to the Stock Exchanges and would also be displayed on the Bank's website at www.axisbank.com.
- The Bank is pleased to provide E-voting facility through Karvy Computershare Private Limited, for all the Members of the Bank to enable them to cast their votes electronically.

Procedure & instructions for E-voting:

- Open your web browser during the voting period and navigate to <https://evoting.karvy.com> or click on the link provided in the email, in case member receives an email from Karvy.
- Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio / DP ID and Client ID will be your User-ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User-ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form:- Even no. (as given in Postal Ballot form) followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form / sent via email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- After entering these details appropriately, click on "LOGIN".

- d) Members holding Shares in Demat/Physical form and using e-voting facility of Karvy Computershare Private Limited, for the first time, will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$, @, #, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email ID, etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, system will prompt to select the 'Event'.
- g) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- h) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- i) Corporate / Institutional Members (Corporate / FIs/ FIIs/ Trust / Mutual Funds / Banks, etc.) are required to send scan (PDF Format) of the relevant Board Resolution to the Scrutinizer through e-mail to evoting@mehta-mehta.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _ EVEN No."
- j) In case of Members' receiving Postal Ballot Form by Post :
 (i) User ID and Password is provided at the bottom of the Postal Ballot Form.
 (ii) Please follow all steps from Sl. No. (a) to (i) above, to cast vote.
- k) The e-voting period commences on Wednesday, 10th September, 2014 (9.00 A.M.) and ends on Thursday, 9th October, 2014 (6:00 P.M.). During this period members of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- l) In case you have forgot your password, click on the "Forgot Password" link on the Home Page of the website <https://evoting.karvy.com>. You can retrieve your password through the following three options:
 (i) **Easy SMS:** If you have your mobile number registered against your Folio / DP ID Client ID, send SMS: MYEPWD followed by your Folio / DP ID Client ID without any gap to 9212993399. Please make sure that your mobile is free from SMS NOT ALLOWED facility.
 (ii) **E-Voting Website:** If your e-mail is registered against your Folio / DP ID Client ID, enter your Folio / DP ID Client ID and PAN to receive password.
 (iii) **Customer Care:** Call the Customer Care 1-800-3454001 for related services such as to reset password, unlock the account, register new e-mail, mobile, etc.
- m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited, at Tel No. 1800 345 4001 (toll free).
- n) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Bank, as on the cut-off date of 22nd August, 2014.

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item no. 1

Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitation for such debentures during the year.

The Members of the Bank at their 20th Annual General Meeting held on 27th June, 2014 had approved borrowing/raising funds by issue of debt instruments forming part of Tier I / Tier II capital and by way of issuance under the MTN programme of the Bank.

Reserve Bank of India has issued guidelines on 15th July, 2014 on 'Issue of Long Term Bonds by Banks – Financing of Infrastructure and Affordable Housing' to ensure availability of funding to such sectors. These guidelines enable Banks to raise long term funds from the market.

Accordingly, the Board of Directors at its meeting held on 21st August, 2014 has proposed to obtain the consent of the Members of the Bank for borrowing/raising funds in Indian currency by issue of long term bonds/Non-convertible debentures in domestic market, in one or more tranches of an amount not exceeding ₹ 6,000 crores. The pricing of the long term bonds/non-convertible debentures would be in accordance with the applicable statutory guidelines, for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions. These bonds would be raised at fixed rate or at floating rate.

The Directors of the Bank recommend approval of the resolution.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item No. 1 of the Notice.

Registered Office: 'Trishul', 3rd Floor,
 Opp. Samarsheshwar Temple,
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 Date: 21st August, 2014

By order of the Board


 Sanjeev Kapoor
 Company Secretary



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Email address: shareholders@axisbank.com, Website: www.axisbank.com

POSTAL BALLOT FORM

(1) Folio No./DP & Client ID No.

(2) No. of Shares

(3) Name(s) and Registered Address of shareholders including joint-holders, if any (in block letters)

(4) I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the notice dated 21st August, 2014 of the Bank by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below

Sr. No.	Description	No. of shares held	I/We assent (agree) to the resolution (FOR)	I/We dissent (disagree) to the resolution (AGAINST)
	Special Resolution for Issue of Long Terms Bonds Non-convertible debentures on a private placement basis.			

Place: _____
Date: _____/_____/20____

Signature of the Shareholder _____

E-Voting Event Number (EVEN) _____ User ID _____ Password _____

Particulars for E-Voting

E-Voting Event Number (EVEN)	User ID	Password

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INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the scrutinizer in the enclosed self-addressed postage prepaid business reply envelope. Postage will be borne and paid by the Bank. However, envelopes containing postal ballots, if sent by courier or by registered post/speed post at the expenses of the registered shareholder will also be accepted.
2. The self-addressed postage prepaid business reply envelope provided along with the physical copy of the postal ballot documents, bears the address of the scrutinizer appointed by the Bank.
3. This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Bank or furnished by NSDL/CDSL to the Bank, in respect of shares held in the physical form or demat form respectively) by the first named shareholder and in his absence, by the next named joint shareholder.
4. Unsigned/Incomplete Postal Ballot Forms will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 P.M. on 9th October, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
6. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Bank, as on the cut-off date of 22nd August, 2014.
7. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors authorising the person to represent in terms of provisions of the Companies Act, 2013.
8. A member may request for a duplicate postal ballot form, if so required. The postal ballot can be downloaded from the link – [www.axisbank.com/shareholder's corner](http://www.axisbank.com/shareholder's%20corner).
9. The exercise of vote through postal ballot is not permitted through a proxy.
10. The Scrutinizer's decision on the validity of the postal ballot form would be final.
11. Members are requested not to send any other paper/documents along with the postal ballot form in the enclosed postage prepaid business reply envelope. If sent, the same paper/document would not be acted upon.