



By Hand Delivery/Telefax/E-mail

AXIS/CO/CS/ 429/2015-16

27th August, 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

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),

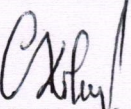
SUB: MINUTES OF THE 21ST ANNUAL GENERAL MEETING OF THE BANK HELD ON 24TH JULY, 2015 AT AHMEDABAD.

On the above subject, we enclose herewith the certified true copy of the Minutes of the 21st Annual General Meeting of the Bank held on 24th July, 2015 at Ahmedabad.

You are requested to acknowledge the receipt of the same and take the above on record.

Thanking You,

Yours faithfully,
For Axis Bank Limited


Girish V. Koliyote
Senior Vice President & Company Secretary

Encl: a/a

**MINUTES OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE
AXIS BANK LIMITED HELD ON FRIDAY, THE 24TH JULY 2015 AT 10.00 A.M. AT J. B.
AUDITORIUM, AHMEDABAD MANAGEMENT ASSOCIATION, AMA COMPLEX, ATIRA, DR.
VIKRAM SARABHAI MARG, AHMEDABAD, GUJARAT – 380 015.**

Present:

Dr. Sanjiv Misra	-	Chairman/Nominee Director
Smt. Shikha Sharma	-	Managing Director & CEO/Member
Shri K N Prithiviraj	-	Nominee Director
Shri V R Kaundinya	-	Independent Director
Shri Prasad R Menon	-	Independent Director
Prof Samir Barua	-	Independent Director
Shri Rohit Bhagat	-	Independent Director
Smt. Ireena Vittal	-	Independent Director
Shri S Vishvanathan	-	Independent Director
Shri V. Srinivasan	-	Executive Director & Head (CB)/Member
Shri Sanjeev Kumar Gupta	-	Executive Director (CC) & CFO/Member
Shri Girish V. Koliyote	-	Company Secretary/Proxyholder
Shri Jitendra Ranawat	-	Representative of Statutory Auditor
Shri Nimai Shah	-	Scrutinizer

Dr. Sanjiv Misra, Chairman welcomed the Members to the meeting and thanked them for attending the Twenty First Annual General Meeting of the Bank.

The Chairman informed the Members that it was 10.00 a.m., the requisite quorum as required under the Companies Act, 2013 was present and the meeting being validly convened and held, they could commence transacting the business at set out in the Notice dated 29th April 2015.

The Chairman informed the Members that 135 Members were present in person/ proxy/ as representative. The Chairman thereafter informed the Members that the Bank had received 41 valid proxies in respect of 11,70,82,749 equity shares of Rs. 2 each of the Bank representing 4.93% of the paid up share capital and 41 corporate representations in respect of 27,70,35,218 equity shares of Rs. 2 each of the Bank representing 11.66 % of the paid up share capital.

The Chairman stated that the Statutory Registers, Documents, Auditors Report and Secretarial Auditors Report as required to be made available for inspection under the relevant provisions of the Companies Act, 2013 and Rules made thereunder and the certificate issued by the Statutory Auditors M/s. S.R. Batliboi & Co, Chartered Accountants, Mumbai (Bearing Registration No. 301003E) pursuant to the relevant provisions of the SEBI (Employee Stock Option Scheme and Employee Stock

**Certified True Copy
For Axis Bank Ltd**
Girish Koliyote
**Girish Koliyote
Company Secretary**

Purchase Scheme) Guidelines, 1999 read with SEBI Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, were available for their inspection at the venue of the AGM during the course of the meeting.

The Chairman, thereafter, introduced all the Members of the Board of Directors of the Bank on the dais and stated that Shri Som Mittal and Smt. Usha Sangwan had sought leave of absence due to some urgent official engagements.

The Chairman thereafter, with the permission of the Members, took the Notice dated 29th April 2015 convening the Meeting as read. The Chairman further stated that since the Auditors' Report did not contain any qualifications, observations or comments on financial transactions or matters, which had any adverse effect on the functioning of the Bank, the requirement of reading the Auditors' Report in terms of Section 145 of the Companies Act, 2013, was being dispensed with.

The Members present consented to the same.

The Chairman, thereafter, delivered his speech inter alia covering the following issues; viz. global and domestic economic environment, overview of the Bank's performance covering net profit, assets, deposits, advances, asset quality, capital and dividend, Bank's distribution network, customer centricity and human resource, dividend, subsidiaries, Axis Bank Foundation and future outlook of the Bank.

The Chairman on conclusion of his speech conveyed his appreciation and gratitude, on behalf of the Board of Directors, to all the Bank's employees, business associates, depositors, customers and Members for their continued cooperation and valuable support.

The Chairman then briefly apprised the Members of the provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, relating to voting on the resolutions. The Chairman stated that the said Act along with Rules envisaged greater participation of Members in the decision making process at general meetings and towards this end the concept of exercising the right to vote through remote e-voting in respect of resolutions to be transacted at the General Meetings had been introduced in the said Act and Rules.

The Bank had, accordingly, provided remote e-voting facility to members, to enable them to vote on the items stated in the Notice convening this AGM. The Chairman stated that the remote e-voting facility was made available from Tuesday, 21st July 2015 at 9 A.M. and concluded on Thursday, 23rd July 2015 at 5 P.M. He further stated that the Bank had in terms of Clause 35B of the Listing Agreement also provided the facility of voting by way of Ballot Paper to those Members who did not have access to the said remote e-voting facility. The Members were informed that the last date of receipt of Ballot Paper from the members who voted by way of Ballot Paper was on close of business hours on Monday, 20th July 2015.

The Chairman, thereafter, informed the Members that in terms of Section 107 of the Companies Act 2013, as the Members could exercise their vote either through remote e-voting or Ballot paper, as aforesaid, voting by show of hands at the AGM had been dispensed with. However, in order to provide an opportunity to those Members who could not exercise their vote either through remote e-voting or through Ballot paper and who participate in the Annual General Meeting, necessary arrangements had been made to allow them to exercise their vote immediately after conclusion of the proceedings of the Annual General Meeting

and the said Members could exercise their vote through the casting of ballot paper in the ballot box kept for the said purpose.

The Chairman, thereafter, proposed the following ordinary resolution as set out in item no. 1 of the Notice dated 29th April 2015,

"To receive, consider and adopt

- (a) the audited financial statements of the Bank for the financial year ended 31st March 2015 and the Reports of the Board of Directors and the Auditors thereon; and
- (b) the audited consolidated financial statements of the Bank for the financial year ended 31st March 2015 and the Report of the Auditors thereon."

Thereafter, he invited the Members present to seek any clarification in respect of the matters set out in the Annual Report of the Bank for the financial year 2014-15, the Notice dated 29th April 2015 and the operations and financials of the Bank for the said period.

The Chairman also requested the Members to be brief and to restrict their questions to the Annual Report.

The following Members of the Bank viz. Shri Babubhai Vaghela, Shri Tejas Shah, Shri Ravindra Hingwala, Shri Bhupendra Gandhi, Shri J. C. Modi and Shri Atul Parekh, inter alia spoke on wide range of issues viz. posting the Company Secretary of the Bank at the Registered Office, dispatching the Annual Report of Subsidiary Companies of the Bank, enhancing network of branches at Ahmedabad, details of non-performing assets of the Bank and the methods employed to control the same, inadequacy of the dividend declared in light of huge reserves, non-issuance of bonus shares, floating rights issue for retail members, quantum and pricing of stock options granted to employees, increase in operating expenses, adherence to Secretarial Standards for general meetings, excellent growth displayed by the Bank in all parameters as compared to its peers, need to reward members with a bonus issue in the 25th year of operations of the Bank. Increase in the growth of deposits and the need to adopt holistic practices whilst empowering employees of the Bank.

During the course of the proceedings, Shri Babubhai Vaghela, shareholder of the Bank holding 1 (one) equity share of Rs. 2 (Rupees two) of the Bank, made certain defamatory statements against Prof Samir Barua, Independent Director of the Bank, which was strongly objected to by the Chairman who sternly directed Shri Babubhai Vaghela to refrain from making such defamatory remarks against any of the Directors of the Bank and to restrict himself only to the matters to be transacted at the AGM.

Thereafter, the Chairman requested Smt. Shikha Sharma, Managing Director & CEO of the Bank to respond to the said queries raised by the said Members.

Smt. Shikha Sharma, Managing Director & CEO, thereafter, replied to the queries raised by the said Members in seriatim.

As regards the posting of the Company Secretary at the Registered Office, the Managing Director & CEO replied that the Company Secretary of the Bank was based at the Corporate Office at Mumbai to facilitate effective functioning, as all the Whole-Time Directors and Senior Executives of the Bank were based over there.

Smt. Sharma further stated that whilst the Annual Reports of the Subsidiary Companies were uploaded on the website of the Bank, arrangements would be made to dispatch the same to the members on request. Smt. Sharma also stated that the Annual Report of the Bank had been dispatched to the concerned members and also uploaded on the website of the Bank, in accordance with the relevant provisions of the Companies Act, 2013 and Rules made thereunder.

As regards the network of branches in Ahmedabad, Smt. Sharma stated that the branch network was adequate taking into account the demographic profile of Ahmedabad. On the issue relating to low dividend payout ratio, Smt. Sharma clarified that the dividend declared by the Bank was proportionate to the profits earned and as per the profit retention policy of the Bank, which was competitive in comparison with Peer Banks and keeping in the mind the need to retain capital for future growth of the Bank. As regards the suggestion to grant Stock Options to all employees of the Bank, Smt. Sharma stated that the same may be considered at an appropriate time. On the new Secretarial Standards for General Meetings, Smt. Sharma informed the Members that the said Standards had come into force in respect of meetings convened after 1st July 2015, as such they will be complied with from any General Meeting held after the said date.

As all the queries raised by the Members had been clarified, the Chairman requested any of the Members present to second the said ordinary resolution. Shri Lal Singh, a Member of the Bank seconded the said resolution.

The Chairman, thereafter, requested any of the Members present to propose and second the ordinary resolution as set out in item no. 2 of the Notice dated 29th April 2015,

"Declaration of dividend on Equity Shares of the Bank."

Shri J C Modi proposed the resolution which was seconded by Shri Lal Singh.

The Chairman then requested Members to kindly propose and second the ordinary resolution as set out in item no. 3 of the Notice dated 29th April 2015,

"Appointment of a Director in place of Smt Usha Sangwan (DIN 02609263), who retires by rotation and, being eligible, offers herself for re-appointment."

Shri Babubhai Vaghela proposed the resolution. Shri Atul Parikh seconded the resolution.

The Chairman then requested Members to kindly propose and second the ordinary resolution as set out in item no. 4 of the Notice dated 29th April 2015,

"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 and fix their remuneration."

Shri Ravindra Hingewala proposed the resolution. Shri Bhargav Bhat seconded the resolution.

The Chairman then requested Members to kindly propose and second the ordinary resolution as set out in item no. 5 of the Notice dated 29th April 2015,

"Appointment of Shri S Vishvanathan (DIN 02255828) as an Independent Director of the Bank."

Smt. Neepa Shah proposed the resolution. Smt. Munira Mistry seconded the resolution.

Since the Chairman was interested in the next resolution, he vacated his chair and requested Shri K. N. Prithviraj, Nominee of SUUTI, Non-Executive Director of the Bank to take the Chair. Thereafter, Shri K. N. Prithviraj took the Chair and requested any of the Members present to kindly propose and second the ordinary resolution as set out in item no.6 of the Notice dated 29th April 2015,

"Revision in the remuneration payable to Dr. Sanjiv Misra (DIN 03075797) Chairman of the Bank."

Shri Atul Parekh proposed the resolution. Shri J. C. Modi seconded the resolution.

Thereafter, Shri K. N. Prithviraj relinquished the Chair in favor of Chairman, who presided over the remainder of the meeting as the Chairman.

The Chairman thereafter requested any of the Members present to kindly propose and second the ordinary resolution as set out in item no. 7 of the Notice dated 29th April 2015,

"Re-appointment of Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank for a period of 3 years, with effect from 1st June 2015."

Shri Lal Singh proposed the resolution. Shri Bhargav Bhat seconded the resolution.

Thereafter, the Chairman requested any of the Members present to kindly propose and second the ordinary resolution as set out in item no. 8 of the Notice dated 29th April 2015.

"Revision in the remuneration payable to Shri V. Srinivasan (DIN 00033882) Whole-Time Director designated as 'Executive Director & Head (Corporate Banking)' of the Bank, with effect from 1st June 2015."

Shri Bhargav Bhat proposed the resolution. Shri Jenil Thakkar seconded the resolution.

Thereafter, the Chairman requested any of the Members present to kindly propose and second the ordinary resolution as set out in item no. 9 of the Notice dated 29th April 2015.

"Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as a Director of the Bank."

Smt. Vidisha Bhatt proposed the resolution. Smt. Munira Mistry seconded the resolution.

Thereafter, the Chairman requested any of the Members present to kindly propose and second the ordinary resolution as set out in item no. 10 of the Notice dated 29th April 2015.

"Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank for a period of 3 years, with effect from 4th September, 2014."

Smt. Mili Singhal proposed the resolution. Smt. Neepa Shah seconded the resolution.

Thereafter, the Chairman requested any of the Members present to kindly propose and second the ordinary resolution as set out in item no. 11 of the Notice dated 29th April 2015.

"Revision in the remuneration payable to Shri Sanjeev Kumar Gupta (DIN 00237353), as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank with effect from 1st June 2015."

Shri J. C. Modi proposed the resolution. Shri Jenil Thakkar seconded the resolution.

Thereafter, the Chairman requested any of the Members present to kindly propose and second the special resolution as set out in item no. 12 of the Notice dated 29th April 2015.

"Increase in Borrowing limits of the Bank upto Rs 150,000 crores under section 180 (1)(c) of the Companies Act, 2013."

Shri Vikas proposed the resolution. Shri Sunil Gupta seconded the resolution.

Thereafter, the Chairman requested any of the Members present to kindly propose and second the special resolution as set out in item no. 13 of the Notice dated 29th April 2015.

"Borrowing/raising funds in Indian Currency/Foreign Currency by issue of debt Instruments including but not limited to bonds and non-convertible debentures for an amount up to Rs 35,000 crores in domestic and/or overseas markets."

Shri Rajesh proposed the resolution. Shri J C Modi seconded the resolution.

Thereafter, the Chairman requested any of the Members present to kindly propose and second the special resolution as set out in item no. 14 of the Notice dated 29th April 2015.

"Acquiring and holding equity shares of the Bank, by the Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Non-resident Indians (NRIs), Foreign Direct Investment covering ADRs / GDRs and indirect foreign investment in any combination thereof, upto 74% of the paid-up equity share capital of the Bank."

Shri Atul Parekh proposed the resolution. Shri Lal Singh seconded the resolution.

Since all the resolutions as set out in the Notice dated 29th April 2015 had been transacted at the meeting, the Chairman stated that those Members who were present at the meeting and who could not exercise their vote through the remote e-voting facility or through Ballot Paper may cast their vote through Ballot Paper, and to approach officers of Karvy Computer Share Private Limited/ officers of the Bank for any guidance on the same.

He further stated that in case Members had already cast their vote through remote e-voting or Ballot Paper they could not participate in the voting at this meeting and requested the members who had not voted earlier to deposit the Ballot Paper in the

sealed ballot box which was kept near the speaker dais to exercise their vote expeditiously.

He informed the members that Shri Nimai G. Shah, Chartered Accountant, Partner Chandabhoy & Jassoobhoy, Chartered Accountants, had been appointed as Scrutinizers for the remote e-voting, Physical Ballot and Ballot at the meeting, who would verify the votes cast through remote e-voting, physical ballot and ballot at this Meeting. The results of remote e-voting, physical ballot and ballot at the Meeting would be consolidated and would be declared within two days of the conclusion of this Meeting.

The Chairman, thereafter, thanked all the Members for their cooperation and support and declared the business of the meeting as concluded.

The meeting ended at 11.45 a.m., with a vote of thanks to the Chair.

Thereafter, the Members deposited the Ballot Papers in the Sealed ballot boxes. After ensuring that all the members and proxies had deposited the ballots, the ballot boxes were sealed. The Scrutinizer then took custody of the ballot boxes.

The Scrutinizer, thereafter, counted the results of the remote e-voting, physical ballot and ballot at the Meeting and prepared a consolidated report of all three modes of voting for submitting the same to the Chairman of the meeting.

On the basis of the Scrutinizer's Report addressed to the Chairman of the Board of Directors, comprising of remote e-voting, physical ballot and ballot at the Meeting, the Company Secretary, as authorised by the Chairman announced the results of voting on 24th July 2015.

All the resolutions proposed at the Annual General Meeting were duly passed with requisite majority. The resolutions and summary of results were as follows :-

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

- (a) the audited financial statements of the Bank for the financial year ended 31st March, 2015 and the Reports of the Directors and the Auditors thereon; and
- (b) the audited consolidated financial statements for the financial year ended 31st March, 2015 and the Report of the Auditors thereon.

"RESOLVED THAT the audited financial statements of the Bank for the financial year ended 31st March 2015 and the Reports of the Directors and the Auditors thereon, along with the audited consolidated financial statements for the financial year ended 31st March 2015 and the Report of the Auditors thereon as laid before the members at this meeting be and are hereby adopted."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,64,42,89,677	1,64,40,22,788	2,66,889	99.98	0.02

The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking

Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 2: Ordinary Resolution – Declaration of Dividend on the Equity Shares of the Bank.

"RESOLVED THAT a dividend @ Rs.4.60 per share, i.e. 230% on the equity shares of the Bank for the year ended 31st March 2015, as recommended by the Board of Directors at its meeting held on 29th April 2015 be and is hereby approved and declared."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,64,67,67,563	1,64,66,88,471	79,092	99.99	0.01

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 3: Ordinary Resolution - Appointment of a Director in place of Smt. Usha Sangwan (DIN 02609263), who retires by rotation and, being eligible, offers herself for re-appointment.

"RESOLVED THAT Smt. Usha Sangwan, who pursuant to the provisions of the Companies Act, 2013 retires by rotation at the Twenty First Annual General Meeting of the Bank, and being eligible has offered herself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Bank."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,64,67,67,055	1,63,50,58,076	1,17,08,979	99.29	0.71

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 4: Ordinary Resolution - Appointment of S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, as Statutory Auditors.

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(3) of the Companies (Audit and Auditors) Rules, 2014, (including any amendment, modification, variation or re-enactment thereof), the Bank hereby ratifies the appointment of S. R. Batliboi & Co LLP, Chartered Accountants, Mumbai, having Registration Number 301003E issued by the Institute of Chartered Accountants of India, as the Statutory Auditors of the Bank and to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 22nd Annual General Meeting, subject to the approval of the Reserve Bank of India, and on such remuneration as may be determined by the Audit Committee of the Board of Directors of the Bank."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,63,58,44,895	1,58,45,65,480	5,12,79,415	96.87	3.13

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 5: Ordinary Resolution: - Appointment of Shri S. Vishvanathan (DIN 02255828) as an Independent Director of the Bank.

"RESOLVED THAT Shri S. Vishvanathan (DIN 02255828), who was appointed as an Additional Director of the Bank, with effect from 11th February 2015 and who holds office as such upto the date of this Annual General Meeting and in respect of whom a notice under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment of Directors) Rules, 2014 has been received from a Member signifying his intention to propose Shri S. Vishvanathan as a candidate for the office of Director of the Bank, be and is hereby appointed as an Independent Director of the Bank, who shall not be liable to retire by rotation and to hold office as such for a period of five years from the said date viz. upto 10th February, 2020."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,63,91,69,781	1,63,15,74,530	75,95,251	99.54	0.46

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 6: Ordinary Resolution - Revision in the remuneration payable to Dr. Sanjiv Misra (DIN 03075797) Chairman of the Bank.

"RESOLVED THAT pursuant to the approval obtained from the Reserve Bank of India, the remuneration payable to Dr. Sanjiv Misra (DIN 03075797) Chairman of the Bank, be revised as under, with effect from 8th March 2015:

Particulars	Amount
Remuneration	Rs 27.5 lacs p.a.
Company Car	Free use of Bank's car for official and private purposes
Touring	Travelling and official expenses to be borne by the Bank for Board
Sitting fees	As payable to other Non-executive Directors

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,63,91,05,918	1,63,90,23,890	82,028	99.99	0.01

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 7: Ordinary Resolution - Re-appointment of Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank for a period of 3 years, with effect from 1st June 2015.

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013, the Rules made thereunder, (including any amendment, modification, variation or re-enactment thereof) and subject to the relevant provisions of the Banking Regulation Act, 1949 and the Articles of Association of the Bank, approval of the Members of the Bank, be and is hereby accorded for re-appointment of Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank, for a further period of 3 years, with effect from 1st June 2015."

"RESOLVED FURTHER THAT subject to the approval by the Reserve Bank of India, Smt. Shikha Sharma be paid remuneration by way of salary, allowances and perquisites as Managing Director & CEO of the Bank, with effect from 1st June 2015, on the following terms and conditions:

Particulars	Amount
Term	From the date of appointment i.e. 1 st June 2015 as Managing Director & CEO of the Bank till 31 st May 2018.
Salary	Rs 2,56,32,213 p.a.
Leave Fare Concession	Rs 13,86,000 p.a.
Perquisites	
Utility Bills	To be reimbursed at actuals upto a limit of Rs 3,75,000 p.a.
Furnishing Allowance	At actuals upto a limit of Rs 20 lacs once in a period of 3 years.
Provident Fund	12% of basic pay with equal contribution by the Bank or as may be decided upon by the Board/Trustees from time to time.
Gratuity	One month's salary for each completed year of service or part thereof (On pro-rata basis).
Superannuation	10% of basic pay p.a.
Travelling Allowances	As per Bank's Policy.
Medical benefits	(i) Group mediclaim facility as available to other employees of the Bank. (ii) Reimbursement of full medical expenses for self and family.
Club fees	Membership of two clubs (excluding life membership fees). All official expenses in connection with such membership incurred would be reimbursed by the Bank.

House Rent Allowance	Rs 85,56,000 p.a. (in lieu of Bank's owned /leased accommodation).
Residence	Leased Accommodation to be provided by the Bank.
Conveyance & Telephone	As per Bank's Policy.
Personal Insurance	Shall be covered under the Group Savings Linked Insurance Scheme (GSLI) and the Personal Accident
Newspapers & Periodical	As per requirement.
Leave	As per the Bank's rules.
Entertainment	Expenditure on official entertainment would be on the Bank's account.
Employees Stock Options (ESOP)	Stock Options as may be decided by the Nomination and Remuneration Committee/Board from time to time, subject to approval of Reserve Bank of India (RBI).
Variable Pay	As approved by the Nomination and Remuneration Committee/Board subject to approval of RBI.
Loans	Loan facilities to be provided as per the Bank's Policy, at the rate of interest applicable to other employees.
Other terms	As per the Bank's staff rules and as may be agreed by the Board, from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to execute any agreements, documents, instruments and writings etc. and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,63,94,25,271	1,62,94,32,701	99,92,570	99.39	0.61

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 8: Ordinary Resolution - Revision in the remuneration payable to Shri V Srinivasan (DIN 00033882) Whole-Time Director designated as 'Executive Director & Head (Corporate Banking)' of the Bank, with effect from 1st June 2015.

"RESOLVED THAT subject to approval of the Reserve Bank of India, approval of the Members of the Bank, be and is hereby accorded for revising the remuneration by way of salary, allowances and perquisites payable to Shri V. Srinivasan (DIN 00033882), Whole-Time Director designated as 'Executive Director & Head (Corporate Banking)' of the Bank, with effect from 1st June 2015, on the following terms and conditions:

Particulars	Amount
Salary	Rs 1,76,04,840 p.a.
Leave Fare Concession	Rs 5,50,000 p.a.
Perquisites	
House Rent Allowance	Rs 44,00,000 p.a. (in lieu of Bank's owned/leased accommodation).

Residence	Leased accommodation to be provided by the Bank.
Provident Fund	12% of basic pay with equal contribution by the Bank or as may be decided upon by the Board/Trustees from time to time.
Gratuity	One month's salary for each completed year of service or part thereof (On pro-rata basis).
Superannuation	10% of basic pay p.a.
Travelling Allowances	As per Bank's Policy.
Medical benefits	Group mediclaim facility as available to other employees of the Bank.
Club fees	Membership of two clubs (excluding life membership fees). All official expenses in connection with such membership incurred would be reimbursed by the Bank.
Conveyance & Telephone	As per Bank's Policy.
Personal Insurance	Shall be covered under the Group Savings Linked Insurance Scheme (GSLI) and the Personal Accident Policy as per the Bank's rules.
Newspapers & Periodical	As per requirement.
Entertainment	Expenditure on official entertainment would be on the Bank's account.
Utility Bills	To be reimbursed at actuals upto a limit of Rs 1,32,000 p.a.
Furnishing Allowance	At actuals upto a limit of Rs 12 lacs during his tenure as Whole-Time Director.
Leave	As per the Bank's rules.
Employees Stock Options (ESOP)	Stock Options as may be decided by the Nomination and Remuneration Committee/Board from time to time, subject to approval of Reserve Bank of India (RBI).
Variable Pay	As approved by the Nomination and Remuneration Committee/Board subject to approval of RBI.
Loans	Loan facilities to be provided as per the Bank's policy, at the rate of interest applicable to other employees.
Other terms	As per the Bank's staff rules and as may be agreed by the Board, from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to execute any agreements, documents, instruments and writings etc. and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,63,91,03,858	1,63,57,68,388	33,35,470	99.80	0.20

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 9 Ordinary Resolution - Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as a Director of the Bank.

"RESOLVED THAT Shri Sanjeev Kumar Gupta (DIN 00237353), who was appointed as an Additional Director of the Bank and has taken charge as such with effect from 4th September 2014 pursuant to receipt of requisite approval from the Reserve Bank of India and who holds office as an Additional Director of the Bank upto the date of this Annual General Meeting and in respect of whom a notice under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment of Directors) Rules, 2014 has been received from a Member signifying his intention to propose Shri Sanjeev Kumar Gupta as a candidate for the office of Director of the Bank, be and is hereby appointed as a Director of the Bank, liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Bank."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,64,67,63,405	1,63,50,52,998	1,17,10,407	99.29	0.71

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 10: Ordinary Resolution - Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank for a period of 3 years, with effect from 4th September, 2014.

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013, the Rules made thereunder, (including any amendment, modification, variation or re-enactment thereof) and pursuant to the approval granted by the Reserve Bank of India (RBI) under the relevant provisions of the Banking Regulation Act, 1949 and the Articles of Association of the Bank, approval of the Members of the Bank be and is hereby accorded for appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank for a period of 3 years, with effect from 4th September 2014".

“RESOLVED FURTHER THAT Shri Sanjeev Kumar Gupta be paid remuneration by way of salary, allowances and perquisites as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank on the following terms and conditions, with effect from 4th September 2014”.

Particulars	Amount
Salary	Rs 90,00,000 p.a.
Leave Fare Concession	Rs 5,50,000 p.a.
Perquisites	
House Rent Allowance	Rs 34,00,000 p.a. (in lieu of company leased accommodation).
Free furnished house	Leased accommodation to be provided by the Bank.
Free use of Bank's car for official purpose.	Free use of Bank's car with driver.
Provident Fund	12% of basic pay with equal contribution by the Bank or as may be decided upon by the Board/Trustees from time to time.
Gratuity	One month's salary for each completed year of service or part thereof (On pro- rata basis)
Superannuation	10% of basic pay p.a.
Travelling & Halting	As per Bank's Policy.
Medical benefits	(i) Group mediclaim facility as available to other employees of the Bank. (ii) Reimbursement of full medical expenses for self and family.
Club fees	Membership of two clubs (excluding life membership fees). All official expenses in connection with such membership incurred would be reimbursed by the Bank.
Telephone	Telephone Facilities.
Personal Insurance	Shall be covered under the Group Savings Linked Insurance Scheme (GSLI) and the Personal Accident Policy as per the Bank's rules.
Newspapers & Periodicals	As per requirement.
Entertainment	Expenditure on official entertainment would be on the Bank's account.
Utility Bills	To be reimbursed at actuals upto a limit of Rs 1,32,000
Furnishing Allowances	At actuals upto a limit of Rs 10 lacs during his tenure as Whole-Time Director.
Leave	As per the Bank's rules.
Employees Stock Options (ESOP)	Stock Options as may be decided by the Nomination and Remuneration Committee/Board from time to time, subject to the approval of the Reserve Bank of India (RBI).
Variable Pay	As may be decided by the Nomination and Remuneration Committee/Board subject to approval of RBI.

Loans	Loan facilities to be provided as per the existing limits, at the rate of interest applicable to other employees of the Bank subject to approval of RBI.
Other terms	As per the Bank's staff rules and as may be agreed by the Board, from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to execute any agreements, documents, instruments and writings etc. and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,64,64,67,675	1,63,26,07,842	1,38,59,833	99.16	0.84

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 11: Ordinary Resolution - Revision in the remuneration payable to Shri Sanjeev Kumar Gupta (DIN 00237353), as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank with effect from 1st June 2015.

"RESOLVED THAT subject to approval of the Reserve Bank of India, approval of the Members of the Bank be and is hereby accorded for revising the remuneration by way of salary, allowances and perquisites payable to Shri Sanjeev Kumar Gupta (DIN 00237353), as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank, with effect from 1st June 2015, on the following terms and conditions:

Particulars	Amount
Salary	Rs 1,12,05,069 p.a.
Leave Fare Concession	Rs 5,50,000 p.a.
Perquisites	
House Rent Allowance	Rs 44,00,000 p.a. (in lieu of accommodation provided by the Bank).
Residence	Leased accommodation to be provided by the Bank.
Provident Fund	12% of basic pay with equal contribution by the Bank or as may be decided upon by the Board/Trustees from time to time.
Gratuity	One month's salary for each completed year of service or part thereof (On pro- rata basis).
Superannuation	10% of basic pay p.a.
Travelling Allowances	As per Bank's Policy

Medical benefits	(i) Group mediclaim facility as available to other employees of the Bank. (ii) Reimbursement of full medical expenses for self and family.
Club fees	Membership of two clubs (excluding life membership fees). All official expenses in connection with such membership incurred would be reimbursed by the Bank.
Conveyance & Telephone	As per Bank's Policy.
Personal Insurance	Shall be covered under the Group Savings Linked Insurance Scheme (GSLI) and the Personal Accident Policy as per the Bank's rules.
Newspapers & Periodical	As per requirement.
Entertainment	Expenditure on official entertainment would be on the Bank's account.
Utility Bills	To be reimbursed at actuals upto a limit of Rs 1,32,000 p.a.
Furnishing Allowance	At actuals upto a limit of Rs 12 lacs during his tenure as Whole-Time Director.
Leave	As per the Bank's rules.
Employees Stock Options (ESOP)	Stock Options as may be decided by the Nomination and Remuneration Committee/Board from time to time, subject to the approval of Reserve Bank of India (RBI).
Variable Pay	As approved by the Nomination and Remuneration Committee/Board subject to approval of RBI.
Loans	Loan facilities to be provided as per the Bank's policy, at the rate of interest applicable to other employees.
Other terms	As per the Bank's staff rules and as may be agreed by the Board, from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to execute any agreements, documents, instruments and writings etc. and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,63,91,03,926	1,63,19,01,345	72,02,581	99.56	0.44

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 12: Special Resolution - Increase in Borrowing limits of the Bank upto Rs 150,000 crores under Section 180 (1)(c) of the Companies Act, 2013.

"RESOLVED THAT in supersession of the resolution passed by the Members of the Bank at the 20th Annual General Meeting held on 27th June 2014, consent of the

Members of the Bank under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, (including any amendment, modification, variation or re-enactment thereof) and the relevant provisions of the Articles of Association of the Bank, be and is hereby accorded to the borrowings by the Bank from time to time, of all money deemed by them to be requisite or proper for the purpose of carrying on the business of the Bank, so however, that apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or temporary loans, if any, obtained from the Bank's bankers, the total amount of such borrowings outstanding at any time shall not exceed Rs 1,50,000 crores (Rupees One Hundred and Fifty Thousand Crores) notwithstanding that the money to be borrowed together with the money already borrowed by the Bank will exceed the aggregate of its paid-up share capital and free reserves."

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to execute all such agreements, documents, instruments and writings, to settle, questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem appropriate and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee of the Board of Directors of the Bank or any one or more of the Directors of the Bank, for giving effect to this resolution."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,64,67,67,024	1,64,55,51,592	12,15,432	99.93	0.07

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 13: Special Resolution - Borrowing/raising funds in Indian Currency/Foreign Currency by issue of Debt Instruments including but not limited to Bonds and Non-convertible Debentures for an amount up to Rs 35,000 crores in domestic and/or overseas markets.

"RESOLVED THAT pursuant to provisions of Section 42 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Simplified Listing Agreement for Debt Securities, as amended from time to time and other applicable laws, if any, the provisions of the Memorandum and Articles of Association of the Bank and subject to receipt of such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded for borrowing/ raising funds in Indian currency/foreign currency by issue of debt instruments including but not limited to

bonds and non-convertible debentures upto Rs 35,000 crores (Rupees Thirty Five Thousand crores only) in domestic and/or overseas market, under one or more shelf disclosure document and/or under one or more letter of offers as may be issued by the Bank and in one or more tranches, on a private placement basis during a period of one year from the date of passing of this Resolution, within the overall borrowing limits of the Bank, on such terms and conditions as may be approved by the Board of Directors of the Bank, from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to execute all such agreements, documents, instruments and writings, to settle, questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem appropriate and to do all such acts, deeds, matters and things as may be required to give effect to this resolution. "

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee of Board of Directors of the Bank or any one or more of the Directors or Executives of the Bank, for giving effect to this resolution."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,64,67,67,455	1,64,55,51,806	12,15,649	99.93	0.07

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

Resolution No. 14: Special Resolution - Acquiring and holding equity shares of the Bank, by the Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Non-resident Indians (NRIs), Foreign Direct Investment covering ADRs / GDRs and indirect foreign investment in any combination thereof, upto 74% of the paid-up equity share capital of the Bank.

"RESOLVED THAT subject to the relevant laws, rules and regulations as applicable from time to time and subject to receipt of such consents, sanctions and permissions as may be required, approval of the Members of the Bank be and is hereby accorded for acquiring and holding equity shares of the Bank, by the Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)/Non-resident Indians (NRIs), Foreign Direct Investment covering ADRs/GDRs and indirect foreign investment in any combination thereof upto an aggregate limit of 74% of the paid up equity share capital of the Bank or individually upto such limit as may be permitted by applicable laws, rules and regulations and approved by the Board of Directors of the Bank, from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to execute all such agreements, documents, instruments and writings, to settle, questions, difficulties or doubts that may arise with regard to the said matter as

it may in its sole and absolute discretion deem appropriate and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee of Board of Directors of the Bank or any one or more of the Directors of the Bank, for giving effect to this resolution."

No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1,64,67,67,304	1,64,66,87,585	79,719	99.99	0.01

SUUTI and LIC are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

CHAIRMAN

It is the policy of the Board to maintain the highest standards of integrity and to ensure that all members of the Board are held to the same high standards of conduct.

RESOLVED FURTHER THAT the Board shall maintain the highest standards of integrity and to ensure that all members of the Board are held to the same high standards of conduct.

No. of votes in favor	No. of votes against	No. of votes abstained	No. of votes present
10	0	0	10

It is the policy of the Board to maintain the highest standards of integrity and to ensure that all members of the Board are held to the same high standards of conduct.

RESOLVED FURTHER THAT the Board shall maintain the highest standards of integrity and to ensure that all members of the Board are held to the same high standards of conduct.