



AXIS/CO/CS/265/2018-19

20th June 2018

Shri Avinash Kharkar
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

Shri Khushru Balsara
The Senior General Manager
(Listing)
The Bombay Stock Exchange Limited
1st Floor, New Trading Ring, Rotunda
Building
P. J. Towers, Dalal Street
Fort, Mumbai – 400 001

NSE Symbol : AXISBANK

BSE Scrip Code: 532215

Dear Sir(s),

SUB: PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF AXIS BANK LIMITED AND VOTING RESULTS.

REF: REGULATION 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 proceedings of the 24th 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 16th May 2018, 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 and ballot conducted at the said Annual General Meeting. We are pleased to inform you that all the said resolution(s) have 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 shall 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 20th June 2018 issued by Shri Nimai G. Shah, Chartered Accountant (Membership No. 100932) Partner, Chandabhoy & Jassoobhoy, who was 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.

Thanking you.

Yours Sincerely,
For Axis Bank Limited


V. Srinivasan
Deputy Managing Director



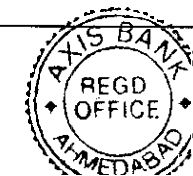
Encl.: As above.

General information about company	
Scrip code	532215
Name of the company	Axis Bank Limited
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	20-06-2018
Start time of the meeting	10:00AM
End time of the meeting	1:30 PM

Voting results	
Record date (Cut-off Date)	13-06-2018
Total number of shareholders on record date	339312
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	3
b) Public	78
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	12



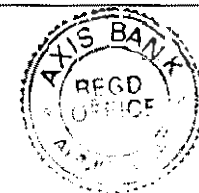
Resolution (1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt : (a) the audited financial statements of the Bank for the financial year ended 31st March 2018 and the Reports of the Directors and the Auditors thereon; and (b) the audited consolidated financial statements for the financial year ended 31st March, 2018 and the Report of the Auditors thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		664090162	627088462	94.4282	627088462	0	100
Public- Institutions	E-Voting	1600634604	1327198384	82.917	1327198384	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600634604	1327198384	82.917	1327198384	0	100
Public- Non Institutions	E-Voting	303180070	111710493	36.8463	111710360	133	99.9999	0.0001
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		303180070	111711711	36.8467	111711578	133	99.9999
Total		2567904836	2065998557	80.4546	2065998424	133	100	0
Whether resolution is Pass or Not.							Yes	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Director in place of Shri Rajiv Anand (DIN 02541753) who retires by rotation and being eligible, has offered himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		664090162	627088462	94.4282	627088462	0	100
Public- Institutions	E-Voting	1600634604	1332496133	83.248	1323069069	9427064	99.2925	0.7075
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600634604	1332496133	83.248	1323069069	9427064	99.2925
Public- Non Institutions	E-Voting	303180070	138483665	45.677	138482051	1614	99.9988	0.0012
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		303180070	138484883	45.6774	138483269	1614	99.9988
Total		2567904836	2098069478	81.7036	2088640800	9428678	99.5506	0.4494
Whether resolution is Pass or Not.							Yes	



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Director in place of Shri Rajesh Dahiya (DIN 07508488), who retires by rotation and being eligible, has offered himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		664090162	627088462	94.4282	627088462	0	100
Public-Institutions	E-Voting	1600634604	1332496133	83.248	1323069069	9427064	99.2925	0.7075
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600634604	1332496133	83.248	1323069069	9427064	99.2925
Public- Non Institutions	E-Voting	303180070	138483665	45.677	138482066	1599	99.9988	0.0012
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		303180070	138484883	45.6774	138483284	1599	99.9988
Total		2567904836	2098069478	81.7036	2088640815	9428663	99.5506	0.4494
Whether resolution is Pass or Not.							Yes	



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. Haribhokti & Co. LLP, Chartered Accountants, Registration Number 103523W/W100048) as the Statutory Auditors of the Bank and to hold office as such from the conclusion of 24th AGM until the conclusion of 28th AGM and payment of remuneration as may be decided by the Audit Committee of the Board.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against an votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		664090162	627088462	94.4282	627088462	0	100
Public- Institutions	E-Voting	1600634604	1332476633	83.2468	1318294722	14181911	98.9357	1.0643
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600634604	1332476633	83.2468	1318294722	14181911	98.9357
Public- Non Institutions	E-Voting	303180070	138483683	45.677	138483125	558	99.9996	0.0004
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		303180070	138484901	45.6774	138484343	558	99.9996
Total		2567904836	2098049996	81.7028	2083867527	14182469	99.324	0.676
Whether resolution is Pass or Not.							Yes	



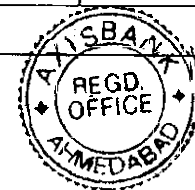
Resolution (5)								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Stephen Pagliuca as the Non – Executive (Nominee) Director of the Bank, for a period of 4 consecutive years, w.e.f. 19th December 2017.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		664090162	627088462	94.4282	627088462	0	100
Public- Institutions	E-Voting	1600634604	1315234636	82.1696	1290164750	25069886	98.0939	1.9061
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600634604	1315234636	82.1696	1290164750	25069886	98.0939
Public- Non Institutions	E-Voting	303180070	138481788	45.6764	138480798	990	99.9993	0.0007
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		303180070	138483006	45.6768	138482016	990	99.9993
Total		2567904836	2080806104	81.0313	2055735228	25070876	98.7951	1.2049
Whether resolution is Pass or Not.						Yes		



Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of remuneration to Dr. Sanjiv Misra (DIN 03075797) as the Non-Executive (Part-Time) Chairman of the Bank, for a period of one year, w.e.f. 18th July 2018.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		664090162	627088462	94.4282	627088462	0	100
Public-Institutions	E-Voting	1600634604	1297998314	81.0927	1297406086	592228	99.9544	0.0456
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600634604	1297998314	81.0927	1297406086	592228	99.9544
Public- Non Institutions	E-Voting	303180070	138470735	45.6728	138467265	3470	99.9975	0.0025
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		303180070	138471953	45.6732	138468483	3470	99.9975
Total		2567904836	2063558729	80.3596	2062963031	595698	99.9711	0.0289
Whether resolution is Pass or Not.							Yes	



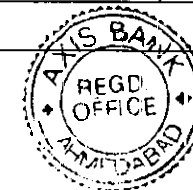
Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Smt. Shikha Sharma (DIN 00043265) as the MD & CEO of the Bank, from 1st June 2018 up to 31st December 2018 (both days inclusive) and the terms and conditions relating to the said re-appointment, including remuneration.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	664090162	627088462	94.4282	627088462	0	100	0
Public- Institutions	E-Voting	1600634604	1324277322	82.7345	1323920722	356600	99.9731	0.0269
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1600634604	1324277322	82.7345	1323920722	356600	99.9731	0.0269
Public- Non Institutions	E-Voting	303180070	138483593	45.677	138468591	15002	99.9892	0.0108
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	303180070	138484811	45.6774	138469809	15002	99.9892	0.0108
Total		2567904836	2089850595	81.3835	2089478993	371602	99.9822	0.0178
Whether resolution is Pass or Not,						Yes		



Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Revision in the remuneration payable to Shri V. Srinivasan (DIN 00033882) as the Deputy Managing Director of the Bank, w.e.f. 1st June 2018.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		627088462	94.4282	627088462	0	100	0
Public-Institutions	E-Voting	1600634604	1315234636	82.1696	1259819621	55415015	95.7867	4.2133
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1315234636	82.1696	1259819621	55415015	95.7867	4.2133
Public- Non Institutions	E-Voting	303180070	138472513	45.6734	138466149	6364	99.9954	0.0046
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		138473731	45.6738	138467367	6364	99.9954	0.0046
Total		2567904836	2080796829	81.0309	2025375450	55421379	97.3365	2.6635
Whether resolution is Pass or Not.							Yes	



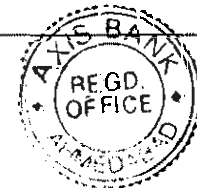
Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Revision in the remuneration payable to Shri Rajiv Anand (DIN 02541753) as the Executive Director (Retail Banking) of the Bank, for period of one year, w.e.f. 1st June 2018.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled, on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		664090162	627088462	94.4282	627088462	0	100
Public-Institutions	E-Voting	1600634604	1315234636	82.1696	1307304004	7930632	99.397	0.603
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600634604	1315234636	82.1696	1307304004	7930632	99.397
Public- Non Institutions	E-Voting	303180070	138483549	45.677	138477695	5854	99.9958	0.0042
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		303180070	138484767	45.6774	138478913	5854	99.9958
Total		2567904836	2080807865	81.0313	2072871379	7936486	99.6186	0.3814
Whether resolution is Pass or Not.						Yes		



Resolution (10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Revision in the remuneration payable to Shri Rajesh Dahiya (DIN 07508488) as the Executive Director (Corporate Centre) of the Bank, for period of one year, w.e.f. 1st June 2018.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes -in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	627088462	94.4282	627088462	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		664090162	627088462	94.4282	627088462	0	100
Public-Institutions	E-Voting	1600634604	1315234636	82.1696	1307304004	7930632	99.397	0.603
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600634604	1315234636	82.1696	1307304004	7930632	99.397
Public- Non Institutions	E-Voting	303180070	138483549	45.677	138477713	5836	99.9958	0.0042
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		303180070	138484767	45.6774	138478931	5836	99.9958
Total		2567904836	2080807865	81.0313	2072871397	7936468	99.6186	0.3814
Whether resolution is Pass or Not.							Yes	



Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in the borrowing limits of the Bank upto Rs. 200,000 crore, under Section 180 (1) (c) of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes -in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	625203781	94.1444	625203781	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		664090162	625203781	94.1444	625203781	0	100
Public-Institutions	E-Voting	1600634604	1332496133	83.248	1313588748	18907385	98.5811	1.4189
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600634604	1332496133	83.248	1313588748	18907385	98.5811
Public- Non Institutions	E-Voting	303180070	138483665	45.677	138483135	530	99.9996	0.0004
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		303180070	138484883	45.6774	138484353	530	99.9996
Total		2567904836	2096184797	81.6302	2077276882	18907915	99.098	0.902
Whether resolution is Pass or Not.						Yes		



Resolution (12)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Borrowing / Raising funds in Indian Currency / Foreign Currency by issue of Debt Securities including but not limited to long term bonds, green bonds, masala bonds, NCDs, perpetual debt instruments and Tier II capital bonds or such other debt securities as may be permitted under the RBI guidelines, from time to time, on a private placement basis, for an amount of upto Rs. 35,000 crore, during a period of 1 year, from the date of passing of this Resolution.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	664090162	625203781	94.1444	625203781	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	664090162	625203781	94.1444	625203781	0	100	0
Public-Institutions	E-Voting	1600634604	1332496133	83.248	1313588748	18907385	98.5811	1.4189
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1600634604	1332496133	83.248	1313588748	18907385	98.5811	1.4189
Public-Non Institutions	E-Voting	303180070	138483663	45.677	138483015	648	99.9995	0.0005
	Poll		1218	0.0004	1218	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	303180070	138484881	45.6774	138484233	648	99.9995	0.0005
Total		2567904836	2096184795	81.6302	2077276762	18908033	99.098	0.902
Whether resolution is Pass or Not.							Yes	



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 of the Board of Directors
Axis Bank Limited
'Trishul', 3rd Floor,
Opp. Samartheshwar Temple, Law Garden,
Ellisbridge, Ahmedabad – 380 006

Sub: Scrutinizer's Report

Ref: 24th 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, Chandabhoj & Jasoobhoj, Chartered Accountants, Ahmedabad appointed as Scrutinizer for the purpose of the voting by electronic means and poll 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, two polling boxes kept for polling were locked and sealed in my presence, with due identification marks placed by me.
2. The locked 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 Saturday, 16th June 2018 (9:00 a.m.) and ended on Tuesday, 19th June 2018 (5:00 p.m.).
5. The Shareholders holding the shares as on the "cut off" date i.e. Wednesday, 13th June, 2018 were entitled to vote on the proposed resolution(s) as set out in item nos. 1 to 12 of the Notice dated 16th May 2018 convening the said AGM.
6. The votes cast through remote e-voting were unblocked by me on 20th June, 2018 around 2.00 p.m. in the presence of two witnesses, Mr. Nishant Shah and Mr. Kamal Patel who are not in the employment of the Bank. They have signed below on the confirmation of the votes being unblocked in their presence.
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>).

Nimai G. Shah

8. The results of voting by electronic means and poll at the said AGM is as under:

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

- (a) the audited standalone financial statements of the Bank for the financial year ended 31st March 2018 and the Reports of the Directors and the Auditors thereon; and
- (b) the audited consolidated financial statements for the financial year ended 31st March, 2018 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
997	2065998424	100

(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
4	133	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Resolution No. 2 - Appointment of Director in place of Shri Rajiv Anand (DIN 02541753) 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
995	2088640800	99.5506

(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
28	9428678	0.4494

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Kan J. Shor

Resolution No. 3 - Appointment of Director in place of Shri Rajesh Dahiya (DIN 07508488), 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
996	2088640815	99.5506

(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
28	9428663	0.4494

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Resolution No. 4 - Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai, (Registration Number 103523W/W100048) as the Statutory Auditors of the Bank and to hold office as such from the conclusion of 24th Annual General Meeting until the conclusion of 28th Annual General Meeting and payment of remuneration as may be decided by the Audit Committee of the Board.

(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
976	2083867527	99.3240

(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	14182469	0.6760

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Resolution No. 5 - Appointment of Shri Stephen Pagliuca (DIN 07995547) as the Non - Executive (Nominee) Director of the Bank, for a period of 4 consecutive years, w.e.f. 19th December 2017.

(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
949	2055735228	98.7951

Handwritten signature

(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
57	25070876	1.2049

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Resolution No. 6 - Payment of remuneration to Dr. Sanjiv Misra (DIN 03075797) as the Non-Executive (Part-Time) Chairman of the Bank, for a period of one year, w.e.f. 18th July 2018.

(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
962	2062963031	99.9711

(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
35	595698	0.0289

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Resolution No. 7 - Re-appointment of Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank, from 1st June 2018 up to 31st December 2018 (both days inclusive) and the terms and conditions relating to the said re-appointment, including remuneration.

(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
987	2089478993	99.9822

(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
33	371602	0.0178

Neel Kumar

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Resolution No. 8 - Revision in the remuneration payable to Shri V. Srinivasan (DIN 00033882) as the Deputy Managing Director of the Bank, w.e.f. 1st June 2018.

(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
946	2025375450	97.3365

(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
61	55421379	2.6635

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Resolution No. 9 - Revision in the remuneration payable to Shri Rajiv Anand (DIN 02541753) as the Executive Director (Retail Banking) of the Bank, for period of one year, w.e.f. 1st June 2018.

(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
964	2072871379	99.6186

(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
45	7936486	0.3814

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

For & signed

Resolution No. 10 - Revision in the remuneration payable to Shri Rajesh Dahiya (DIN 07508488) as the Executive Director (Corporate Centre) of the Bank, for period of one year, w.e.f. 1st June 2018.

(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
965	2072871397	99.6186

(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	7936468	0.3814

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Resolution No. 11 - increase in the borrowing limits of the Bank upto Rs. 200,000 crore, under Section 180 (1) (c) of the Companies Act, 2013.

(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
971	2077276882	99.0980

(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
53	18907915	0.9020

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

Resolution No. 12 - Borrowing / Raising funds in Indian Currency / Foreign Currency by issue of Debt Securities including but not limited to long term bonds, green bonds, masala bonds, non-convertible debentures, perpetual debt instruments and Tier II capital bonds or such other debt securities as may be permitted under the RBI guidelines, from time to time, on a private placement basis, for an amount of upto Rs. 35,000 crore during a period of one year from the date of passing of this Resolution.

Rajesh Dahiya

(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
970	2077276762	99.0980

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

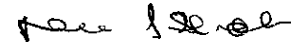
Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	18908033	0.9020

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	195

9. All relevant records of remote e-voting and poll 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
Membership No. 100932
Scrutinizer

Place: Ahmedabad
Dated: 20th June 2018

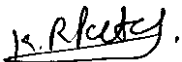
We the undersigned witness that Polling boxes were opened and the votes cast by way of remote e-voting were unblocked from the e-voting website of Karvy Computershare Pvt. Ltd. (<https://evoting.karvy.com>) in our presence at 2.00 P.M. on 20th June 2018 at the Registered Office of the Bank.



Signature:-

Name:- Nishant Shah

Address:-1, Khandharpa Street, Opp. Kansara Wadi, Limbdi 363421, Gujarat



Signature:-

Name:- Kamal Patel

Address: - 23, Khavdwala Society, Nr. Kanti Park Society, Ghatlodiya, Ahmedabad 380061

Place: Ahmedabad
Dated: 20th June 2018