

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of Axis Bank Limited will be held at **9.30 A.M. on Wednesday, 26th July 2017** at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the audited financial statements of the Bank for the financial year ended 31st March 2017 and the Reports of the Directors and the Auditors thereon; and
 - b. the audited consolidated financial statements for the financial year ended 31st March 2017 and the Report of the Auditors thereon.
2. To declare dividend on equity shares of the Bank for the financial year ended 31st March 2017.
3. To appoint a director in place of Smt. Usha Sangwan (DIN 02609263), who retires by rotation and being eligible, has offered herself for re-appointment.
4. To appoint a director in place of Shri B. Babu Rao (DIN 00425793), who retires by rotation and being eligible, has offered himself for re-appointment.
5. To ratify the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, (Registration No. 301003E/E300005) as the Statutory Auditors of the Bank and to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, the applicable provision of the Banking Regulation Act, 1949 (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force), and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from time to time, the Bank hereby ratifies the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, having Registration Number 301003E/E300005, 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 next Annual General Meeting, subject to the approval of the Reserve Bank of India and on such terms and conditions, including remuneration, as approved by the Audit Committee of the Board of Directors of the Bank.”

SPECIAL BUSINESS:

6. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013, read with the relevant rules made thereunder, the relevant provisions of Section 35B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force), and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from time to time, approval of the Members be and is hereby accorded to the revision in the remuneration payable to Dr. Sanjiv Misra (DIN 03075797) as the Non-Executive (Part-Time) Chairman of the Bank, for a period of one year with effect from 18th July 2017, detailed as under, subject to the approval of the Reserve Bank of India:”

Particulars	: Amount
Remuneration	: ₹ 33,00,000 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 functions as a Chairman.
Sitting Fees	: As payable to other Non-Executive Directors.

“RESOLVED FURTHER THAT the Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with the power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution.”

7. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013, read with the relevant rules made thereunder, the relevant provisions of Section 35B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from time to time, approval of the Members of the Bank, be and is hereby accorded to the revision in the remuneration by way of salary, allowances and perquisites payable to Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank, for a period of one year with effect from 1st June 2017, detailed as under, subject to the approval of the Reserve Bank of India.”

Particulars	Amount
Salary	: ₹ 2,94,53,000 p.a.
Leave Fare Concession	: ₹ 14,76,000 p.a.
Perquisites	
House Rent Allowance	: ₹ 98,24,000 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 the 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 the 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 up to a limit of ₹ 3,75,000 p.a.
Furnishing Allowance	: At actuals up to a limit of ₹ 30,00,000 over a period of three years.
Car	: As per the Bank's Policy.
Leave	: As per the Bank's Rule.
Stock Options	: Stock Options as may be granted by the Nomination and Remuneration Committee, from time to time, subject to the approval of the Reserve Bank of India.
Variable Pay	: As approved by the Nomination and Remuneration Committee/Board, subject to the approval of the Reserve Bank of India.
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 Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with the power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution.”

8. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013, read with the relevant rules made thereunder, the relevant provisions of Section 35B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from time to time, approval of the Members of the Bank, be and is hereby accorded to the revision in the remuneration by way of salary, allowances and perquisites payable to Shri V. Srinivasan (DIN 00033882) as the Deputy Managing Director of the Bank, for a period of one year with effect from 1st June 2017, detailed as under, subject to the approval of the Reserve Bank of India.”

Particulars	Amount
Salary	: ₹ 2,08,62,000 p.a.
Leave Fare Concession	: ₹ 6,05,000 p.a.
Perquisites	
House Rent Allowance	: ₹ 52,14,000 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 the 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 the 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 & Periodicals	: As per requirement.
Entertainment	: Expenditure on official entertainment would be on the Bank’s account.
Utility Bills	: To be reimbursed at actuals up to a limit of ₹ 1,32,000 p.a.
Furnishing Allowance	: At actuals up to a limit of ₹ 15,00,000 over a period of three years.
Car	: As per the Bank’s Policy.
Leave	: As per the Bank’s Rule.
Stock Options	: Stock Options as may be granted by the Nomination and Remuneration Committee, from time to time, subject to the approval of the Reserve Bank of India.
Variable Pay	: As approved by the Nomination and Remuneration Committee/Board, subject to the approval of the Reserve Bank of India.
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 Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with the power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution.”

9. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013, read with the relevant rules made thereunder, the relevant provisions of Section 35B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from time to time, approval of the Members of the Bank, be and is hereby accorded to the revision in the remuneration by way of salary, allowances and perquisites payable to Shri Rajiv Anand (DIN 02541753) as the Executive Director (Retail Banking) of the Bank, for a period of one year with effect from 1st June 2017, detailed as under, subject to the approval of the Reserve Bank of India.”

Particulars	: Amount
Salary	: ₹ 1,53,78,368 p.a.
Leave Fare Concession	: ₹ 5,50,000 p.a.
Perquisites	
House Rent Allowance	: ₹ 50,74,861 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 the 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 the 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 up to a limit of ₹ 1,32,000 p.a.
Furnishing Allowance	: At actual up to a limit of ₹ 15,00,000 over a period of three years.
Car	: As per the Bank’s Policy.
Leave	: As per the Bank’s Rule.
Stock Options	: Stock Options as may be granted by the Nomination and Remuneration Committee, from time to time, subject to the approval of the Reserve Bank of India.
Variable Pay	: As approved by the Nomination and Remuneration Committee/ Board, subject to the approval of the Reserve Bank of India.
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 Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with the power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, to give effect to this resolution.”

10. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013, read with the relevant rules made thereunder, the relevant provisions of Section 35B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from time to time, approval of the Members of the Bank, be and is hereby accorded to the revision in the remuneration by way of salary, allowances and perquisites payable to Shri Rajesh Dahiya (DIN 07508488) as the Executive Director (Corporate Centre) of the Bank, for a period of one year with effect from 1st June 2017, detailed as under, subject to the approval of the Reserve Bank of India.”

Particulars	Amount
Salary	: ₹ 1,36,64,082 p.a.
Leave Fare Concession	: ₹ 5,50,000 p.a.
Perquisites	
House Rent Allowance	: ₹ 45,09,147 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 the 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 the 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 up to a limit of ₹ 1,32,000 p.a.
Furnishing Allowance	: At actual up to a limit of ₹ 15,00,000 over a period of three years.
Car	: As per the Bank’s Policy.
Leave	: As per the Bank’s Rule.
Stock Options	: Stock Options as may be granted by the Nomination and Remuneration Committee, from time to time, subject to the approval of the Reserve Bank of India.
Variable Pay	: As approved by the Nomination and Remuneration Committee/ Board, subject to the approval of the Reserve Bank of India.
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 Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with the power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, to give effect to this resolution.”

11. To consider, and if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force), and the rules, guidelines and circulars issued by the Reserve Bank of India (‘RBI’) and/or the Securities and Exchange Board of India, in this regard, from time to time, the relevant provisions of the Memorandum of Association and the 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 of funds denominated in Indian rupees or any other permitted foreign currency by issue of debt securities including but not limited to long term bonds, green 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 and / or for making offers and /or invitations thereof and /or issue(s)/ issuances thereof, on a private placement basis, for a period of one year from the date hereof, in one or more tranches and /or series and / or under one or more shelf disclosure documents and/or one or more letters of offer and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board of Directors of the Bank (‘the Board’), as per the structure and within the limits permitted by the RBI, upto an amount of ₹ 35,000 crore (Rupees Thirty Five Thousand Crore only) in domestic and/or overseas market, 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 and on such terms and conditions as may be approved by the Board, from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, modify, finalize the terms and conditions of the said debt instruments and execute all such agreements, documents, instruments and writings as deemed necessary, including the private placement offer letter, information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required in connection with the offering(s), issuance(s) and/ or allotment(s) of the said debt instruments on a private placement basis, with the power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Committee of the Board of Director(s), and/or Managing Director, and/or Deputy Managing Director, and /or any other Officer(s) of the Bank, to give effect to this resolution.”

By Order of the Board

Girish V. Koliyote
Company Secretary
ACS 14285

Place: New Delhi
Date: 15th May 2017

Axis Bank Limited [CIN: L65110GJ1993PLC020769]

Registered Office:

‘Trishul’, 3rd Floor, Opp. Samartheshwar Temple,
Law Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat.
Website: www.axisbank.com
Phone No. : +91-79-6630 6161
Fax No. : +91-79-2640 9321
Email: shareholders@axisbank.com

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE BANK. THE INSTRUMENTS APPOINTING PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE BANK NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Registered Office of the Bank a certified copy of the latest Board Resolution authorizing their representative to attend and vote at the Meeting on their behalf.
3. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
4. A person appointed as Proxy shall act on behalf of not more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Bank carrying voting rights. However, a Member holding more than 10% of the total share capital of the Bank carrying voting rights may appoint a single person as a Proxy and such Person shall not act as a Proxy for any other Person or Member.
5. Proxy in prescribed Form No. MGT-11 is enclosed herewith.
6. The Attendance at the Meeting will be regulated through the Attendance Slip and will be verified with the records maintained with the Bank. Members who hold shares in dematerialised form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the Attendance Slip to facilitate their identification at the Meeting.
7. The relevant statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item Nos. 6 to 11 of this Notice is annexed herewith.
8. Route Map for the venue of the Meeting is attached herewith, for your ready reference.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Bank will remain closed from Saturday, 8th July 2017 to Wednesday, 26th July 2017 (both days inclusive), for the purpose of payment of dividend.
10. In accordance with the provisions of Section 123 of the Companies Act, 2013, the dividend for the financial year ended 31st March 2017 as recommended by the Board of Directors of the Bank, if approved by the Members at the Meeting, would be paid to those Members whose names appear in the Register of Members of the Bank/ the Statements of Beneficial Ownership maintained by the Depositories, as at the close of business hours on Friday, 7th July 2017. Remittance of the said dividend through DCS/ECS and dispatch of the dividend warrants will commence from Thursday, 27th July 2017 and is expected to be completed by Tuesday, 8th August 2017.
11. Members holding shares in physical form are requested to immediately notify any change in their address, if any, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Hyderabad (Karvy) at their address mentioned below or to the Registered Office of the Bank, quoting your Folio number(s), on or before Thursday, 6th July 2017.

In order to avoid fraudulent encashment of dividend warrants, the details of your Bank Account will be printed on the dividend warrants. We, therefore, request you to provide to Karvy, the Bank Mandate (viz. details of name of the Bank, branch and place with PIN code No., where the account is maintained and the Bank Account No) or changes therein, under the signature of the Sole/First shareholder quoting your Folio(s) number, on or before Thursday, 6th July 2017.

The Bank is offering the facility of ECS/NECS in centers wherever available. The NACH Mandate Form is available on the website of the Bank and is also attached herewith. This facility will enable the Members to receive direct credit of their dividend.

12. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their Bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) on or before Thursday, 6th July 2017. Any changes effected by the DP will be automatically reflected in the record maintained by the Depositories.

13. Members may avail of the Nomination facility available under Section 72 of the Companies Act, 2013. The relevant Nomination Form can be downloaded from the website of the Bank or Members may write to the Bank at its Registered Office, for the same.
14. Members seeking any information with regard to the financial statements of the Bank are requested to write to the Bank at its Registered Office at an early date to enable the Management to clarify the same at the Meeting.
15. SEBI has made it mandatory for every participant in the capital market to furnish details of their Income Tax Permanent Account Number (PAN). Accordingly, all Shareholders holding shares in physical form are requested to submit to Karvy, a photocopy of the PAN card duly attested, along with the Share Transfer Deed.
16. In compliance with the relevant provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Bank will be sent by e-mail to those Members who have registered their email address with their DP (in case of electronic shareholding) or with Karvy (in case of physical shareholding).

We, therefore request the Members to register their email ID with their DP (in case of electronic shareholding) or with Karvy (in case of physical shareholding) mentioning your demat account / Folio no(s).

However, in case you wish to receive the above documents in physical form, you may write to Karvy at the address mentioned below or send an email to axisgogreen@karvy.com, mentioning your demat account details / Folio no(s) to enable Karvy to record your decision and arrange to send the said documents to your registered address, free of cost.

17. Shareholders may write to the Company Secretary at the Registered Office or to Karvy regarding transfer of shares held in physical form or for conveying their grievances, if any, at below mentioned addresses:

Axis Bank Limited

[CIN: L65110GJ1993PLC020769]

Registered Office:

'Trishul', 3rd Floor,

Opp. Samartheshwar Temple,

Law Garden, Ellisbridge,

Ahmedabad – 380006, Gujarat.

Website: www.axisbank.com

Phone No. : +91-79-6630 6161

Fax No. : +91-79-2640 9321

Email: shareholders@axisbank.com

Karvy Computershare Private Limited

Unit: Axis Bank Limited

Karvy Selenium Tower B,

Plot 31-32, Gachibowli,

Financial District, Nanakramguda,

Hyderabad – 500 032.

Phone No. : 1800-345-4001 / +91-40-6716 2222

Fax No. : +91-40-2300 1153

Email: einward.ris@karvy.com

Contact Persons:

Shri M. R. V. Subrahmanyam, General Manager (RIS)

Smt. Varalakshmi, Assistant General Manager (RIS)

Shri G. Vasanth Rao Chowdhari, Manager (RIS)

18. Remote E-Voting:

- I. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Bank is pleased to provide remote e-voting facility through Karvy, to enable its Members to cast their votes electronically on all the items as set out in this Notice.
- II. Further, in terms of Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the Listing Regulations, those Members who do not have access to remote e-voting facility, may exercise their vote, by using the enclosed Ballot Form. Any Member desiring to exercise his vote by way of Ballot Form can do so by recording his assent or dissent thereof and sending it to the Scrutinizer appointed for the said purpose in the enclosed self-addressed pre-paid postage Business Reply Envelope. Postage charges in this regard will be borne and paid by the Bank. Please note that the said pre-paid postage Business Reply Envelope should reach the Scrutinizer on or before the close of business hours on Friday, 21st July 2017.
- III. The Bank has appointed Shri Nimai G. Shah (Membership No. 100932) Partner, Chandabhoy & Jassoobhoy, Chartered Accountants or failing him Shri Gautam N. Shah (Membership No. 012679) Partner, Chandabhoy & Jassoobhoy, Chartered Accountants as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. Remote e-voting is optional.
- IV. The voting rights of the shareholders shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Bank as on the cut-off date viz. Wednesday, 19th July 2017, subject to the provisions of Section 12 of the Banking Regulation Act, 1949 and RBI Circular No. 97/16.13.100/2015-16 dated 12th May 2016.
- V. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- VI. The instructions for remote e-voting, are as under:

• **In case of Members receiving Notice by e-mail:**

- (i) Enter the login credentials (i.e. User ID & Password) mentioned in the e-mail, your Folio / DP ID & Client ID will be your USER ID. Please note that the password is an initial password.
- (ii) Use the following URL for remote e-voting:
From Karvy website: <http://evoting.karvy.com>
- (iii) Shareholders of the Bank holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- (iv) Enter the login credentials. Your Folio No/DP ID Client ID will be your user ID.
- (v) After entering the details appropriately, click on LOGIN.
- (vi) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile number, email ID etc., on first 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.
- (vii) You need to login again with the new credentials.
- (viii) On successful login, the system will prompt you to select the EVENT i.e. Axis Bank Limited.
- (ix) On the voting page, enter the number of shares as on the said cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially any number in AGAINST but the total number in FOR/ AGAINST taken together should not exceed your total shareholding, as on the said cut-off date. You may also choose the option ABSTAIN.
- (x) Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.

- (xi) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.
- (xii) Once the vote on the Resolution is cast by the Shareholder, he shall not be allowed to change it subsequently.
- (xiii) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cnjabd@vsnl.net with a copy marked to evoting@karvy.com.
- (xiv) The remote e-voting period shall commence on Saturday, 22nd July 2017 (9:00 A.M.) and will end on Tuesday, 25th July 2017 (5:00 P.M.). During this period Shareholders' of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 19th July 2017, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a Resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. Further, the Shareholders who have cast their vote electronically may also attend the Meeting, however they shall not be able to vote again at the Meeting.
- (xv) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting User Manual for Shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Private Limited at Tel No. 1800 345 4001 (toll free).

• **In case of Members receiving Notice by Post/Courier:**

- (i) Initial password is provided, as below, in the attendance slip of the Meeting.

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow the steps stated at serial Nos. VI (ii) to VI (xv) above, to cast your vote by electronic means.

- VII. Voting will also be conducted after conclusion of the Meeting by way of Poll, to enable any Shareholder who has not cast their vote through remote e-voting or Ballot Form, in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
 - VIII. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and by way of Ballot Form in the presence of at least two witnesses not in employment of the Bank and submit not later than 48 hours of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor and against, if any, to any one of the Directors duly authorized by the Board, who shall countersign the same.
 - IX. The Results declared along with the Scrutinizer's Report will be communicated to Stock Exchange immediately after the Results are declared by any one of the Directors duly authorized by the Board in this regard, not later than Friday, 28th July 2017 and will be uploaded on the Bank's website i.e. www.axisbank.com and Karvy's website i.e. www.karvycomputershare.com. The Results will also be displayed at the Registered and Corporate offices of the Bank.
19. All documents referred to in this Notice and the Statements setting out material facts in respect of the items of the Notice and other Statutory Registers are open for inspection by the Members at the Registered Office of the Bank from 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays, Public Holidays and National Holidays, from the date hereof upto the date of this Meeting.

By Order of the Board

Girish V. Koliyote
Company Secretary
ACS 14285

Place: New Delhi
Date: 15th May 2017

ANNEXURE TO NOTICE - STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

The following statement contains all material facts relating to the Special Businesses as set out in this Notice.

Item No.6

Dr. Sanjiv Misra was appointed as an Independent Director of the Bank, with effect from 12th May 2016 and thereafter as the Non-Executive (Part-Time) Chairman of the Bank for a period of three years, with effect from 18th July 2016, in terms of the approval granted by the Reserve Bank of India and the Shareholders of the Bank.

Dr. Sanjiv Misra has contributed immensely during the deliberations at the meetings of the Board and the Committee where he is a Member. He has introduced significant measures to enhance standards of governance at the Bank. He brings to the Board his rich experience and insights. The Bank has benefitted immensely from his leadership and guidance.

In view of this, the Nomination and Remuneration Committee of the Board, at its meeting held on 26th April 2017, reviewed the remuneration of Dr. Sanjiv Misra as the Chairman of the Bank, in comparison with the remuneration of the Chairman of the other peer group banks and recommended a revision in his remuneration, for the approval of the Board.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Bank at its meeting held on 26th April 2017, approved the revision in the remuneration payable to Dr. Sanjiv Misra as the Chairman of the Bank for a period of 1 year, with effect from 18th July 2017, subject to the approval of the Shareholders of the Bank and the Reserve Bank of India.

The brief profile of Dr. Sanjiv Misra, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, New Delhi, has been provided after this Notice. The details of his remuneration have been mentioned in resolution No.6 of this Notice.

Dr. Sanjiv Misra does not hold any equity shares of the Bank. Dr. Misra is not related to any other Director or Key Managerial Personnel of the Bank.

The Board recommends the passing of the resolution as set out in Item No. 6 of this Notice.

Except for Dr. Sanjiv Misra and his relatives, none of the other Directors and Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in Item No. 6 of this Notice.

Item No.7

During the year ended 31st March 2017, under the leadership of Smt. Shikha Sharma, the Bank has achieved all-round progress in terms of business growth, profitability, branch expansion, ATM network expansion and improved brand equity. In a competitive and dynamically changing industry it is critical for the Bank to draw on her expertise, knowledge and experience and her exceptional track record and being recognized as amongst the most valuable CEOs in the country.

In view of above, the Nomination and Remuneration Committee, at its meeting held on 15th May 2017, reviewed the remuneration being paid to Smt. Shikha Sharma as the Managing Director & CEO of the Bank, in comparison with the remuneration of CEOs of other peer group Banks and recommended a revision in her remuneration, for the approval of the Board.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Bank at its meeting held on 15th May 2017 approved the revision in the remuneration by way of salary, allowances and perquisites payable to Smt. Shikha Sharma as the Managing Director & CEO of the Bank for a period of 1 year, with effect from 1st June 2017, subject to the approval of the Shareholders of the Bank and the Reserve Bank of India.

The brief profile of Smt. Shikha Sharma, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, New Delhi, has been provided after this Notice. The details of her remuneration have been mentioned in resolution No. 7 of this Notice.

Smt. Shikha Sharma held 575,000 equity shares of ₹ 2/- each of the Bank as on 31st March 2017, allotted to her under ESOS of the Bank. Smt. Shikha Sharma is not related to any other Director or Key Managerial Personnel of the Bank.

The Board recommends the passing of the resolution as set out in Item No. 7 of this Notice.

Except for Smt. Shikha Sharma and her relatives, none of the other Directors and the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in Item No. 7 of this Notice.

Item No. 8

During the year ended 31st March 2017, under the leadership of Shri V. Srinivasan, the Bank has shown growth in operating revenue and operating profits. There has also been a growth in the Large Corporate and Treasury businesses and Shri V. Srinivasan has demonstrated his ability to take up higher responsibilities. Shri V. Srinivasan is presently heading the Corporate Banking Portfolio of the Bank which comprises of Corporate Credit, Treasury & Markets, Small and Medium Enterprise, Business Economic Research, Wholesale Banking Operations, Information Technology & Chief Information Officer, Axis Trustee, Transaction Banking & International Retail Department, Financial Institution Group, Corporate Client Coverage Group, Strategic Client Coverage Group, Strategic Initiative Group, Structured Finance Group & Stressed Assets, Government Coverage Group, New Economy Group, International Banking, Investor Relations, Finance & Accounts, Strategy & New Initiatives.

In light of the above, the Nomination and Remuneration Committee at its meeting held on 15th May 2017, reviewed the remuneration being paid to Shri V. Srinivasan as the Deputy Managing Director of the Bank in comparison with the remuneration of Executive Directors of peer group banks and recommended a revision in his remuneration, for the approval of the Board.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Bank at its meeting held on 15th May 2017, approved the revision in the remuneration by way of salary, allowance and perquisites payable to Shri V. Srinivasan as the Deputy Managing Director of the Bank for a period of 1 year, with effect from 1st June 2017, subject to the approval of the Shareholders of the Bank and the Reserve Bank of India.

The brief profile of Shri V. Srinivasan, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, New Delhi, has been provided after this Notice. The details of his remuneration have been mentioned in resolution No.8 of this Notice.

Shri V. Srinivasan held 1,080,000 equity shares of ₹ 2/- each of the Bank as on 31st March 2017, allotted to him under ESOS of the Bank. Shri V. Srinivasan is not related to any other Director or Key Managerial Personnel of the Bank.

The Board recommends the passing of the resolution as set out in Item No. 8 of this Notice.

Except for Shri V. Srinivasan and his relatives, none of the other Directors and Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in Item No. 8 of this Notice.

Item No. 9

During the year ended 31st March 2017, under the leadership of Shri Rajiv Anand, there has been a rapid growth in the Retail businesses of the Bank. Shri Rajiv Anand is presently heading the Retail Banking Portfolio of the Bank, which comprises of Retail Lending, Cards, Branch Banking, Digital Banking Group, Retail Liabilities & IPG, Retail Operations, Affluent Segment, Marketing & Service Quality and Strategic Business Planning and Analysis.

In view of the above, the Nomination and Remuneration Committee at its meeting held on 15th May 2017, reviewed the remuneration being paid to Shri Rajiv Anand as the Executive Director (Retail Banking) of the Bank in comparison with the remuneration of Executive Directors of peer group banks and recommended a revision in his remuneration, for the approval of the Board.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Bank at its meeting held on 15th May 2017, approved the revision in the remuneration by way of salary, allowance and perquisites payable to Shri Rajiv Anand as the Executive Director (Retail Banking) of the Bank for a period of 1 year, with effect from 1st June 2017, subject to the approval of the Shareholders of the Bank and the Reserve Bank of India.

The brief profile of Shri Rajiv Anand, in terms of the Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, New Delhi, has been provided after this Notice. The details of his remuneration have been mentioned in resolution No. 9 of this Notice.

Shri Rajiv Anand held 380,500 equity shares of ₹ 2/- each of the Bank as on 31st March 2017, allotted to him under ESOS of the Bank. Shri Rajiv Anand is not related to any other Director or Key Managerial Personnel of the Bank.

The Board recommends passing of the resolution as set out in Item No. 9 of this Notice.

Except for Shri Rajiv Anand and his relatives, none of the other Directors and the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in Item No. 9 of this Notice.

Item No. 10

During the year ended 31st March 2017, Shri Rajesh Dahiya, effectively managed the broader role as Head - Corporate Centre and the set of diverse Portfolios which included Internal Audit, Human Resources, Compliance, Company Secretary, Corporate Communications, Administration & Security, Corporate Real Estate Services, Chief Business Relations Officer (CBRO), Corporate Social Responsibility, Ethics & Sustainability and Law. In addition, he also oversees the functioning of the Axis Bank Foundation.

In view of the above, the Nomination and Remuneration Committee at its meeting held on 15th May 2017, reviewed the remuneration being paid to Shri Rajesh Dahiya as the Executive Director (Corporate Centre) of the Bank in comparison with the remuneration of Executive Directors of peer group banks and recommended a revision in his remuneration, for the approval of the Board.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Bank at its meeting held on 15th May 2017, approved the revision in the remuneration by way of salary, allowance and perquisites payable to Shri Rajesh Dahiya as the Executive Director (Corporate Centre) of the Bank for a period of 1 year, with effect from 1st June 2017, subject to the approval of the Shareholders of the Bank and the Reserve Bank of India.

The brief profile of Shri Rajesh Dahiya, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, New Delhi, has been provided after this Notice. The details of his remuneration have been mentioned in resolution No.10 of this Notice.

Shri Rajesh Dahiya held 30,000 equity shares of ₹ 2/- each of the Bank, as on 31st March 2017, allotted to him under ESOS of the Bank. Shri Rajesh Dahiya is not related to any other Director or Key Managerial Personnel of the Bank.

The Board recommends passing of the resolution as set out in Item No. 10 of this Notice.

Except for Shri Rajesh Dahiya and his relatives, none of the other Directors and Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in Item No. 10 of this Notice.

Item No. 11

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can issue securities including non-convertible debentures (NCDs) on a private placement basis subject to the condition that the proposed offer of debt securities or invitation to subscribe to debt securities has been previously approved by the Shareholders of the company, by means of a special resolution, for each of the offers or invitations. In case of an offer or invitation for NCDs, it shall be sufficient if the company passes a special resolution only once in a year for all offer(s) or invitation(s) for issue of such NCDs on a private placement basis, during the period of one year from the date of passing of the special resolution.

Keeping in view the Bank's projections in domestic and overseas operations, the Bank may need to raise additional funds in one or more tranches in Indian as well as overseas market in the form of capital to maintain the desired capital to risk weighted assets ratio (CRAR) by issue of debt securities denominated in Indian rupees or any other permitted foreign currency (including but not limited to long term bonds, green bonds, non-convertible debentures, perpetual debt instruments and Tier II Capital Bonds or such other debt securities as may be permitted under RBI guidelines from time to time), on a private placement basis and/or for making offers and/or invitations thereof and /or issue(s)/ issuances thereof, on a private placement basis, during the period of one year from the date of passing of the special resolution.

Considering the above, the Board of Directors of the Bank at its meeting held on 26th April 2017 has proposed to obtain the consent of the Shareholders of the Bank for borrowing/raising funds in Indian currency/ foreign currency by issue of debt securities in domestic and/ or overseas market, in one or more tranches as per the structure and within the limits permitted by the Reserve Bank of India and other regulatory authorities to eligible investors of an amount not exceeding ₹ 35,000 crore, on a private placement basis during a period of one year from the date of passing of the special resolution. The said debt securities would be issued by the Bank 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.

The Board recommends passing of the special resolution as set out in Item No.11 of this Notice.



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None of the Directors and Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the special resolution as set out in Item No. 11 of this Notice.

By Order of the Board

Place: New Delhi
Date: 15th May 2017

Girish V. Koliyote
Company Secretary
ACS 14285

Axis Bank Limited [CIN: L65110GJ1993PLC020769]
Registered Office:
'Trishul', 3rd Floor, Opp. Samartheshwar Temple,
Law Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat.
Website: www.axisbank.com
Phone No. : +91-79-6630 6161
Fax No. : +91-79-2640 9321
Email: shareholders@axisbank.com

BRIEF PROFILE OF DIRECTORS BEING APPOINTED / RE-APPOINTED / WHOSE REMUNERATION IS BEING REVISED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE LISTING REGULATIONS AND THE SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA, NEW DELHI.

Smt. Usha Sangwan

Smt. Usha Sangwan, 58 years, is a Non-Executive Director of the Bank since 17th October 2013. Smt. Usha Sangwan, is the first ever woman Managing Director of Life Insurance Corporation of India. She is Post Graduate in Economics and Post Graduate Diploma holder in Human Resource Management and Licentiate from the Insurance Institute of India. She joined LIC as Direct Recruit Officer in 1981.

She has worked in all core areas of life insurance including Marketing, Personnel, Operations, Housing Finance, Group Business, Direct Marketing, International Operations, Corporate Communications, Investment-Risk Management and Research, Investment - Monitoring & Accounts, Customer Relationship, New Business and Reinsurance, Corporate Planning, Estate, Office Services, Health Insurance and HRD. Presently, she is looking after Marketing, Investment Operations, Actuarial, Finance & Accounts and Information Technology for the Corporation among other assignments. Her expertise lies in analytics, strategy, execution, people skill, use of technology particularly in marketing and servicing and setting up of systems.

She has featured in Forbes List of 50 most powerful Business Women in Asia in 2015. She has been awarded the “Women Leadership Award” in BFSI sector by Institute of Public Enterprise and “Brand Slam Leadership Award” by CMO Asia. She has also been awarded “Women Leadership Role Model” by Top Rankers Management Consultants and “Corporate Leadership Award for 2014” by Colour TV. She was also felicitated by Free Press Journal and Doordarshan for Women in Leadership Role.

Smt. Usha Sangwan attended 4 Board Meetings of the Bank during the year. Smt. Usha Sangwan does not hold any equity shares of the Bank. She is not related to any other Director or Key Managerial Personnel of the Bank.

The details of directorship held by Smt. Usha Sangwan in other companies, as on 31st March 2017, are as follows:

Sr. No.	Names of the Companies	Nature of interest
1	Life Insurance Corporation of India	Managing Director
2	LIC Housing Finance Limited	Director
3	LIC Card Services Limited	Director
4	General Insurance Corporation of India	Director
5	LIC (International) BSC © Bahrain	Director
6	Life Insurance Corporation (Singapore) Pte Ltd.	Chairman
7	Kenindia Assurance Co. Ltd.	Alternate Director
8	BSE Limited	Director
9	Ambuja Cement Limited	Director

The details of Membership held by Smt. Usha Sangwan, in Board Committees of other companies, as on 31st March 2017, are as follows:

Sr. No.	Names of the Companies	Name of the Committee	Nature of interest
1	General Insurance Corporation of India	Audit Committee	Member
2	Life Insurance Corporation of India	Audit Committee	Member
		Shareholders Committee	Member

Shri B. Babu Rao

Shri B. Babu Rao, 58 years, is a Non-Executive Director of the Bank since 19th January 2016. Shri B. Babu Rao holds Bachelor degree in Engineering and has completed his Post Graduate Diploma in Business Management from the Indian Institute of Management, Ahmedabad.

Shri B. Babu Rao has more than 28 years of experience in the area of Finance, Capital Markets and Fund Management with UTI Mutual Fund.

He is currently managing the activities of the Administrator of the Specified Undertaking of Unit Trust of India (SUUTI) as its CEO on deputation from UTI Asset Management Company Ltd. During his career in UTI, he has handled various assignments and extensively worked in the areas of Project Finance, Investment Management, Offshore Funds, Venture Capital and Private Equity Funds, resolution of stressed assets and investor relations.

Prior to joining UTI in the year 1989, he worked with Larsen & Toubro Ltd. for six years.

He is a Member of the Stakeholders Relationship Committee, the Special Committee for Monitoring of Large Value Frauds and the Customer Service Committee of Directors of the Bank. Shri B. Babu Rao attended 6 Board Meetings of the Bank during the year. Shri B. Babu Rao does not hold any equity shares of the Bank. He is not related to any other Director or Key Managerial Personnel of the Bank.

The details of directorship held by Shri. B. Babu Rao in other companies, as on 31st March 2017, are as follows:

Sr. No.	Names of the Companies	Nature of interest
1	Stock Holding Corporation of India Ltd. (SHCIL)	Director
2	UTI Infrastructure Technology & Services Ltd. (UTIITSL)	Director
3	Axis Securities Limited	Director
4	National Financial Holdings Company Limited	Director
5	Ceybank Asset Management Ltd., Colombo, Sri Lanka	Director

The details of Membership held by Shri B. Babu Rao in Board Committees of other companies, as on 31st March 2017, are as follows:

Sr. No.	Names of the Companies	Name of the Committee	Nature of interest
1	Stock Holding Corporation Of India Limited	Audit Committee	Member

Dr. Sanjiv Misra

Dr. Sanjiv Misra, 69 years, was appointed as an Independent Director of the Bank on 12th May 2016 and thereafter as the Non-Executive (Part Time) Chairman of the Bank, with effect from 18th July 2016. Dr. Sanjiv Misra graduated in Economics from St. Stephen's College, Delhi. He has a Master's degree in Economics from the Delhi School of Economics, a Master's degree in Public Administration from the Harvard Kennedy School, USA and a Ph. D from the Jawaharlal Nehru University, New Delhi. At Harvard University, he was designated Lucius N. Littauer Fellow of 1987 in recognition of exceptional academic strengths and leadership qualities.

Dr. Misra was a member of the Indian Administrative Service for over 35 years during which period he held a wide range of key positions in the federal and state governments including as the Managing Director of the Gujarat Industrial Development Corporation and stints at senior levels in the Government of India in the Cabinet Office, the Ministry of Petroleum and the Ministry of Finance. He was a Secretary in the Ministry of Finance till his superannuation in 2008. Subsequently, he served as a Member of the 13th Finance Commission, a constitutional position with the rank of a Minister of State.

Dr. Misra has been a member of the Advisory Council of the Asian Development Bank Institute, Tokyo. He was also a member of the Committee on Fiscal Consolidation (Kelkar Committee) set up by the Finance Minister in August 2012 to chart out a road map for fiscal consolidation for the Indian economy. He is currently a member of the Board of Governors of the Indian Council on Research in International Economic Relations (ICRIER), an internationally reputed think tank. Dr. Misra has several publications on policy issues to his credit.

Dr. Misra is a Member of the Risk Management Committee of Directors of the Bank. Dr. Misra attended 7 Board Meetings of the Bank during the year.

The details of directorship held by Dr. Sanjiv Misra in other companies, as on 31st March 2017, are as follows:

Sr. No.	Names of the Companies	Nature of interest
1	Akzo Nobel India Limited	Director
2	Hindustan Unilever Limited	Director

The details of Membership held by Dr. Sanjiv Misra in Board Committees of other companies, as on 31st March 2017, are as follows:

Sr. No.	Names of the Companies	Name of the Committee	Nature of interest
1	Akzo Nobel India Limited	Audit Committee	Chairman
2	Hindustan Unilever Limited	Audit Committee	Member

Smt. Shikha Sharma

Smt. Shikha Sharma, 58 years, is the Managing Director & CEO of Axis Bank, India's third largest private sector bank. Smt. Sharma Joined the Bank in 2009 as the Managing Director. As a leader adept at managing change, she has focused on transforming the Bank with strengths across a wide range of Corporate and Retail Banking products.

She has focused on strengthening its retail lending franchise, enlarged its investment banking & advisory capabilities and developed a comprehensive portfolio of products in the payments space.

Smt. Sharma has done her B.A.(Hons.) in Economics and completed her Post Graduate Diploma in Business Management from the Indian Institute of Management, Ahmedabad. She has Post Graduate Diploma in Software Technology from the National Centre for Software Technology, Mumbai.

Smt. Sharma has more than three decades of experience in the financial sector having begun her career with ICICI Bank Ltd. in 1980. In her 29-year tenure with the ICICI group, Smt. Sharma was instrumental in setting up ICICI Securities—a joint venture between ICICI Bank Ltd. and JP Morgan, besides setting up various group businesses for ICICI, including investment banking and retail finance. In her last assignment at ICICI, as Managing Director & CEO of ICICI Prudential Life Insurance Company Ltd., she built and contributed remarkably to make it the No. 1 private sector Life Insurance Company in India.

Smt. Sharma chairs the Confederation of Indian Industry (CII) National Committee on Banking since 2015. She was a member of Reserve Bank of India (RBI) Technical Advisory Committee. Smt. Sharma was also a part of RBI's panel on Financial Inclusion, the Committee on Comprehensive Financial Services for Small Businesses and Low-Income Household. She has been the Co-Chairperson of Federation of Indian Chambers of Commerce and Industry (FICCI) Banking & Financial Institutions Committee 2013-15 and she is a member of Visa's Senior Client Council, APCEMEA (Asia –Pacific, Central Europe, Middle East & Africa).

As an acknowledgement of her efforts, Harvard Business School has published a case study on Managing Change at Axis Bank in 2013.

Smt. Sharma's achievements in the financial sector have received wide recognition. She is a recipient of many business awards notably; 'Banker of the Year' for 2014-15 by Business Standard, AIMA - JRD Tata Corporate Leadership Award for the Year 2014, India's Most Valuable CEOs by Businessworld-2013, India's Best Women CEO by Business Today- 2013 and many more.

The Bank was conferred the certificate of recognition for excellence in Corporate Governance by the Institute of Company Secretaries of India (ICSI), for the year 2015. The Bank was ranked as the 'Most Trusted Private Sector Bank' second year in a row - 'Most Trusted Brand Survey', conducted by Brand Equity, Economic Times in 2015. Axis Bank was ranked No. 1 company to work for in the BFSI sector - 'The Best Companies to Work for' survey by Business Today in 2013. Axis Bank Foundation, the Corporate Social Responsibility (CSR) arm of the Bank was conferred upon as the 'Outstanding Corporate Foundation' at Forbes India, Philanthropy Awards, 2014.

Under Smt. Sharma's leadership, the Bank has received many awards notably, 'Bank of the Year in India' for the year 2016 by the Banker Magazine, Financial Times. Axis Bank has been recognized as the 'Socially Aware Corporate of the Year' by Business Standard's Corporate Social Responsibility Awards 2016. The Bank emerged as the 'Best Digital Bank' in the Business Today- KPMG survey 2016.

As on 31st March 2017, Smt. Sharma is the Chairperson of the Committee of Whole-time Directors and the Review Committee of the Board. She is also a member of the Special Committee of the Board of Directors for Monitoring of Large Value Frauds, Committee of Directors, Risk Management Committee, Acquisitions, Divestments & Mergers Committee and IT Strategy Committee of Directors of the Bank. Smt. Shikha Sharma attended 7 Board Meetings of the Bank during the year.

The details of directorship held by Smt. Shikha Sharma in other companies, as on 31st March 2017 are as follows:

Sr. No.	Names of the Companies	Nature of interest
1	Axis Asset Management Company Limited	Chairperson
2	Axis Capital Ltd.	Chairperson

Smt. Shikha Sharma is not a Member of any Board Committee in the said companies.

Shri V. Srinivasan

Shri V. Srinivasan, 52 years, joined the Bank in September, 2009 as the Executive Director (Corporate Banking). Shri V. Srinivasan was elevated as the Deputy Managing Director of the Bank, w.e.f. 21st December 2015. Shri V. Srinivasan qualified as an engineer from the College of Engineering, Anna University, Chennai and completed his Post Graduate Diploma in Business Management, from the Indian Institute of Management, Calcutta in 1990.

Shri V. Srinivasan has more than two decades of experience in the financial services industry and has worked in the areas of Corporate Banking, Investment Banking, Treasury and Foreign Exchange Management. He began his career in the financial service industry with ICICI Ltd., in its Merchant Banking Division in 1990. He was part of the start-up team of ICICI Securities and Finance Company Ltd. (I-Sec), the joint venture between ICICI Limited and J P Morgan and headed its Fixed Income business.

He has served on various RBI Committees such as the Technical Advisory Committee, Committee of Repos and Committee for STRIPS. He has also held the positions of Chairman, Fixed Income Money Market and Derivatives Association of India (FIMMDA) and Chairman, Primary Dealers Association of India (PDAI). Currently, he is a Member of CII National Committee on Banking.

Shri V. Srinivasan is a member of the Committee of Directors, Committee of Whole Time Directors, IT Strategy Committee and Review Committee of the Board of Directors of the Bank. Shri V. Srinivasan attended 7 Board Meetings of the Bank during the year.

The details of directorship held by Shri. V. Srinivasan in other companies, as on 31st March 2017, are as follows:

Sr. No.	Names of the Companies	Nature of interest
1	Axis Trustee Services Limited	Director
2	Axis Finance Limited	Director
3	Axis Capital Limited	Director
4	Axis Private Equity Limited	Director
5	Axis Bank UK Limited	Director
6	Axis Securities Europe Limited	Director
7	A.TREDS Limited	Chairman

Shri. V. Srinivasan is not a Member of any Board Committee in the said companies.

Shri Rajiv Anand

Shri Rajiv Anand, 51 years, joined the Bank in May 2013 from its asset management arm, Axis Asset Management Co. Ltd., where he was the Managing Director & CEO. He was appointed as the President (Retail Banking) and was thereafter elevated as the Group Executive (Retail Banking) in 2014. He was appointed as a Director of the Bank on 12th May 2016 and thereafter as the Executive Director (Retail Banking) of the Bank, w.e.f. 4th August 2016. Shri Rajiv Anand is a Commerce graduate and a Chartered Accountant by qualification.

Over a career spanning more than 25 years, Shri Rajiv Anand has focused on various facets of the financial services industry having held key management positions at leading global financial institutions. He is widely recognized for his strengths in capital markets and successfully building new businesses to scale. He has led an award winning investment management team at the erstwhile Standard Chartered AMC. He was Business Standard Debt Fund Manager of the year in 2004.

As on 31st March 2017, Shri Rajiv Anand is a Member of the Customer Services Committee, Corporate Social Responsibility Committee, IT Strategy Committee and the Committee of Whole Time Directors of the Bank. Shri Rajiv Anand attended 6 Board Meetings of the Bank during the year.

The details of directorship held by Shri. Rajiv Anand in other companies, as on 31st March 2017, are as follows:

Sr. No.	Names of the Companies	Nature of interest
1	National Payments Corporation of India	Director
2	Axis Securities Limited	Chairman

Shri Rajiv Anand is not a Member of any Board Committee in the said companies.

Shri Rajesh Dahiya

With over 25 years of experience, Shri Rajesh Dahiya, 49 years, was appointed as a Director of the Bank on 12th May 2016 and thereafter as the Executive Director (Corporate Centre) of the Bank, w.e.f. 4th August 2016. He is a qualified engineer with a Masters in Management from Punjab University.

Before joining the Bank in June 2010, he was associated with Tata Group for 20 years where he handled various responsibilities across functions such as Human Resources, Manufacturing, Exports, Distribution and Institutional Sales.

In his current role, he supervises all functions under Corporate Centre viz. Internal Audit, Human Resources, Compliance, Company Secretary, Corporate Communications, Administration & Security, Corporate Real Estate Services, Chief Business Relations Officer (CBRO), Corporate Social Responsibility, Ethics & Sustainability and Law. In addition, Shri Dahiya also oversees the functioning of the Axis Bank Foundation.

As on 31st March 2017, Shri Rajesh Dahiya is a Member of the Stakeholders Relationship Committee, Special Committee for Monitoring of Large Value Frauds, Corporate Social Responsibility Committee and Committee of Whole Time Directors of the Bank. Shri Rajesh Dahiya attended 6 Board Meetings of the Bank during the year.

The details of other directorship of Shri Rajesh Dahiya in other companies, as on 31st March 2017, are as follows:

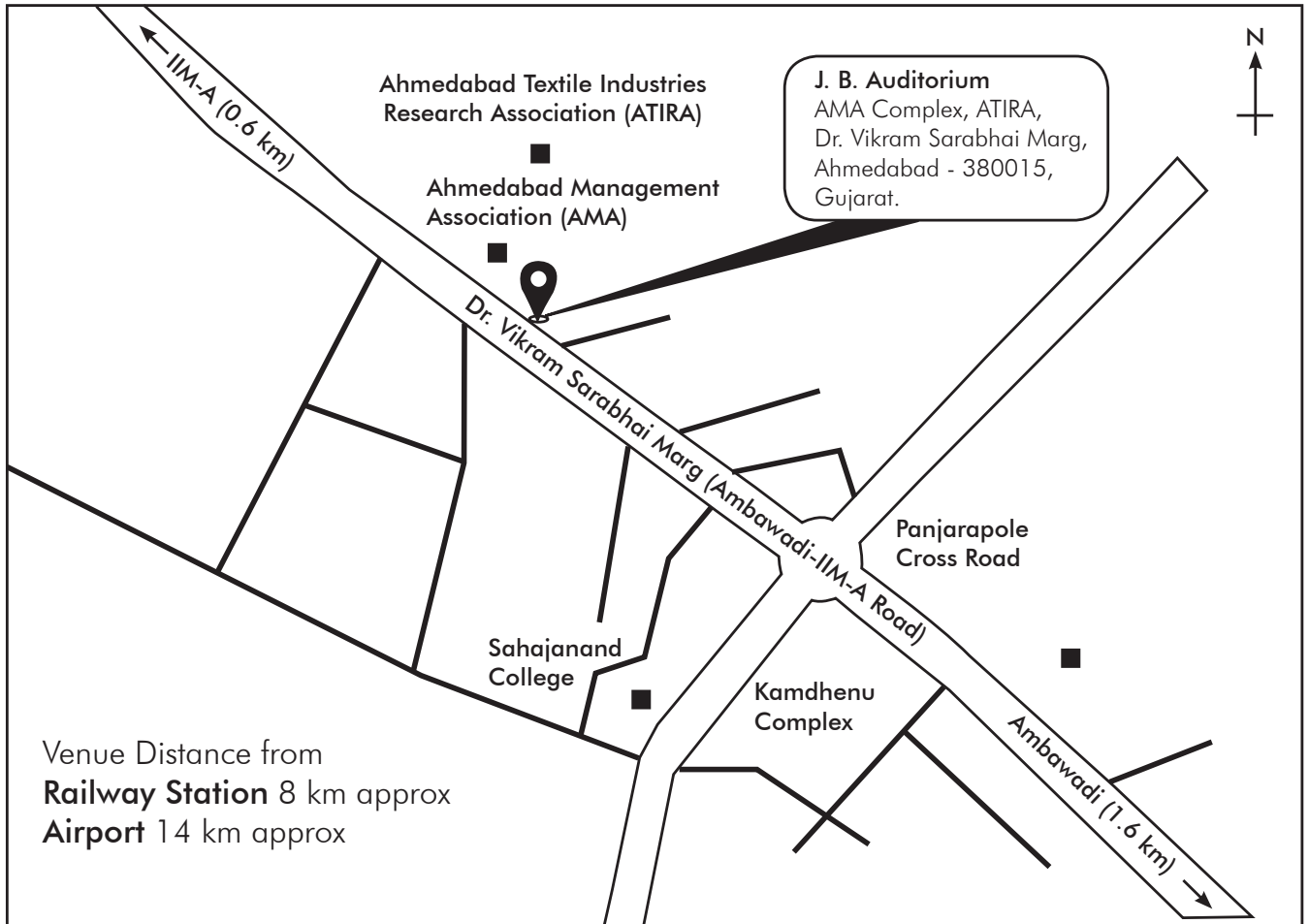
Sr. No.	Names of the Companies	Nature of interest
1	Axis Private Equity Limited	Director

Shri Rajesh Dahiya is not a Member of any Board Committee in the said company.

ROUTE MAP TO THE VENUE OF THE AGM

Venue : J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat.

Landmark : Near Indian Institute of Management, Ahmedabad.





**Form No. MGT-11
Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014, as amended]

CIN	L65110GJ1993PLC020769
Name of the Company	Axis Bank Limited
Registered Office	'Trishul', 3 rd Floor, Opp. Samartheshwar Temple, Law Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat. Phone No.: +91-79-66306161; Fax No.: +91-79-26409321 Email Address: shareholders@axisbank.com; Website Address: www.axisbank.com
Name of the Shareholder (s):	
Registered Address:	
E-mail Address:	
Folio No./ Client ID:	DP ID :

I/We, being the holder (s) of equity shares of the above named company, hereby appoint

1. Name:	
Address:	
E-mail Address:	or failing him
Signature:	
2. Name:	
Address:	
E-mail Address:	or failing him
Signature:	
3. Name:	
Address:	
E-mail Address:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Wednesday, 26th July 2017 at 9.30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380 015, Gujarat and at any adjournment(s) thereof, in respect of the resolution(s) as indicated below:

Sr. No.	Particulars of the Resolutions	Sr. No.	Particulars of the Resolutions
1.	To receive, consider and adopt : (a) the audited financial statements of the Bank for the financial year ended 31 st March 2017 and the Reports of the Directors and the Auditors thereon; and (b) the audited consolidated financial statements for the financial year ended 31 st March 2017 and the Report of the Auditors thereon.	2.	Declaration of dividend on the Equity Shares of the Bank.
3.	Appointment of a Director in place of Smt. Usha Sangwan (DIN 02609263), who retires by rotation and being eligible, has offered herself for re-appointment.	4.	Appointment of a Director in place of Shri B. Babu Rao (DIN 00425793), who retires by rotation and being eligible, has offered himself for re-appointment.
5.	Ratification of the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, (Registration No. 301003E/E300005) 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 next Annual General Meeting, subject to the approval of the Reserve Bank of India.	6.	Revision in the remuneration payable to Dr. Sanjiv Misra (DIN 03075797), as the Non-Executive (Part-Time) Chairman of the Bank, w.e.f. 18 th July 2017.
7.	Revision in the remuneration payable to Smt. Shikha Sharma (DIN 00043265), as the Managing Director & CEO of the Bank, w.e.f. 1 st June 2017.	8.	Revision in the remuneration payable to Shri V. Srinivasan (DIN 00033882), as the Deputy Managing Director of the Bank, w.e.f. 1 st June 2017.

Sr. No.	Particulars of Resolutions	Sr. No.	Particulars of Resolutions
9.	Revision in the remuneration payable to Shri Rajiv Anand (DIN 02541753), as the Executive Director (Retail Banking) of the Bank, w.e.f. 1 st June 2017.	10.	Revision in the remuneration payable to Shri Rajesh Dahiya (DIN 07508488), as the Executive Director (Corporate Centre) of the Bank, w.e.f. 1 st June 2017.
11.	Borrowing / Raising funds in Indian Currency / Foreign Currency by issue of Debt Securities including but not limited to long term bonds, green 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 ₹ 35,000 crore.		

Signed this day of 2017.

Signature of Shareholder: _____



Signature of Proxy holder: _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of this Annual General Meeting.



Form No. MGT-12

Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules 2014, as amended]

Name of the Company	: Axis Bank Limited
CIN	: L65110GJ1993PLC020769
Registered Office	: 'Trishul', 3 rd Floor, Opp. Samartheshwar Temple, Law Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat
Phone	: +91 79-6630 6161
Fax	: +91 79-2640 9321
Email Address	: shareholders@axisbank.com
Website Address	: www.axisbank.com

Sr. No.	Particulars	Details
1	Name(s) of the First Named Shareholder (in block letters):	
2	Postal Address:	
3	Registered Folio No./DP ID No./ Client ID No.* (*Applicable to Shareholder(s) holding share(s) in dematerialized form):	
4	Class of Share:	

I hereby exercise my vote in respect of the ordinary/special resolution(s) enumerated below, by recording my assent or dissent to the said resolution(s) in the following manner:

Item No.	Particulars of the Resolutions	No. of Share(s) held by me	I assent to the Resolution	I dissent to the Resolution
1.	Ordinary Resolution: To receive, consider and adopt :			
	(a) the audited financial statements of the Bank for the financial year ended 31 st March 2017 and the Reports of the Directors and the Auditors thereon; and			
	(b) the audited consolidated financial statements for the financial year ended 31 st March 2017 and the Report of the Auditors thereon.			
2.	Ordinary Resolution: Declaration of dividend on the Equity Shares of the Bank.			
3.	Ordinary Resolution: Appointment of a Director in place of Smt. Usha Sangwan (DIN 02609263), who retires by rotation and being eligible, has offered herself for re-appointment			
4.	Ordinary Resolution: Appointment of a Director in place of Shri B. Babu Rao (DIN 00425793), who retires by rotation and being eligible, has offered himself for re-appointment.			
5.	Ordinary Resolution: Ratification of the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, (Registration No. 301003E/ E300005) 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 next Annual General Meeting, subject to the approval of the Reserve Bank of India.			
6.	Ordinary Resolution: Revision in the remuneration payable to Dr. Sanjiv Misra (DIN 03075797), as the Non-Executive (Part-Time) Chairman of the Bank, w.e.f. 18 th July 2017.			

7	Ordinary Resolution: Revision in the remuneration payable to Smt. Shikha Sharma (DIN 00043265), as the Managing Director & CEO of the Bank , w.e.f. 1 st June 2017.			
8.	Ordinary Resolution: Revision in the remuneration payable to Shri V. Srinivasan (DIN 00033882), as the Deputy Managing Director of the Bank, w.e.f. 1 st June 2017.			
9.	Ordinary Resolution: Revision in the remuneration payable to Shri Rajiv Anand (DIN 02541753), as the Executive Director (Retail Banking) of the Bank, w.e.f. 1 st June 2017.			
10.	Ordinary Resolution: Revision in the remuneration payable to Shri Rajesh Dahiya (DIN 07508488), as the Executive Director (Corporate Centre) of the Bank, w.e.f. 1 st June 2017.			
11.	Special Resolution: Borrowing / Raising funds in Indian Currency / Foreign Currency by issue of Debt Securities including but not limited to long term bonds, green 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 ₹ 35,000 crore.			

Place :

Date :

Signature of the Shareholder

Instructions

1. A Shareholder desiring to exercise his vote by Ballot Form may complete this Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope so as to reach him on or before Friday, 21st July 2017. Postage will be borne and paid by the Bank. However, envelopes containing Ballot Form, if sent by courier or by registered post at the expense of the Shareholder will also be accepted.
2. The self-addressed business reply envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Bank.
3. This Ballot Form should be completed and signed by the Shareholder as per the specimen signature registered with the Registrar & Share Transfer Agent, or the Depository Participant. In case of joint holding, this Ballot Form should be completed and signed by the first named Shareholder and in his absence, by the next named joint Shareholder.
4. There will be only one Ballot Form for every Folio / Client ID irrespective of number of joint holders.
5. The votes should be casted either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Ballot Form bearing tick marks in both the columns for the same shares will render the Ballot Form invalid.
6. Unsigned, incorrectly signed or incomplete Ballot Forms will be rejected.
7. Duly completed Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Friday, 21st July 2017. Ballot Forms received after this date and time will be treated as if the reply from the Shareholder has not been received.
8. Voting rights shall be reckoned on the number of shares registered in the name of the Shareholder as on Wednesday, 19th July 2017, in terms of the Companies (Management and Administration) Rules, 2014, as amended.
9. Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney / resolution of Board of Directors of the Corporate Shareholder being represented. If the same is / are already registered with the Registrar & Share Transfer Agent, please quote the registration no. beneath the signature.
10. Shareholders are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
11. E -Voting: The Bank is pleased to offer the e-voting facility. The process to be followed is explained in the Notice dated 15th May 2017 convening the 23rd Annual General Meeting of the Shareholders of the Bank to be held on Wednesday, 26th July 2017 at Ahmedabad.
12. The Scrutinizer's decision on the validity of a ballot shall be final and binding on the Bank and all the Shareholders.
13. The consolidated results of remote e-voting, through Ballot Form and by way of Poll conducted at the said Annual General Meeting will be uploaded on the Bank's website www.axisbank.com for the information of the Shareholders and communicated to the Stock Exchanges where the Bank's shares are listed, in accordance with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



NACH MANDATE FORM
(Only For Shares Held In Physical Mode)

To
Karvy Computershare Private Limited
Unit: Axis Bank Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032.

I hereby consent to have the amount of dividend declared on the equity shares of Axis Bank Limited credited through the National Automated Clearing House (Credit Clearing) - (NACH). The particulars are:

1. Folio No. _____
2. Name of 1st Registered holder _____
3. Bank Details _____
 - Name of Bank _____
 - Full address of the Branch _____
 - Account Number _____
 - IFSC Code _____ MICR _____
 - Account Type : (Please tick the relevant box for Savings Bank Account or Current Account or Cash Credit Account)

10 - Savings	11 - Current	12 - Cash Credit
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(Please attach a photocopy of a cheque for verifying the accuracy of the code number):

4. Email ID of 1st Registered holder _____
5. PAN of 1st Registered holder _____
6. Mob. No. _____ / Landline No. with STD code: _____

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I will not hold the Bank responsible for the same.

Signature : _____

(Signature of the 1st Registered holder as per
the specimen signature with the Bank)

Date : _____

(Note: In case the dividend paid through electronic mode is rejected by the corresponding bank, for any reason whatsoever, the Bank will issue a dividend warrant.)

NOTES

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