

**Notes:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 read with the relevant Rules made thereunder ("Act"), the Secretarial Standard on General Meetings (SS-2) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in respect of item nos. 3 to 15 of this notice, is annexed herewith.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 20/2020 dated 5 May, 2020 and 2/2022 dated 5 May, 2022 and the Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022 (collectively referred to as the "Circulars"), has permitted companies to hold annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue, till 31 December, 2022. Accordingly, 28<sup>th</sup> Annual General Meeting ("AGM") of the members of Axis Bank Limited ("Bank") will be convened through VC. The registered office of the Bank shall be deemed to be the venue for the AGM.
3. The Bank has availed the services of National Securities Depository Limited ("NSDL") for providing VC facility.
4. The VC facility for members to join the meeting, shall be opened 30 minutes before the scheduled time of the AGM. Members can attend the AGM through VC by following the instructions mentioned in this notice.
5. As per the directions of SEBI and MCA, the option of appointing of proxies by members shall not be available as the AGM will be held through VC. Accordingly, the proxy form and attendance slip including route map are not annexed to this notice.
6. Institutional/corporate members intending to participate and vote during the AGM, are requested to send a certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf, to the scrutinizers by sending an e-mail to [ahaladarao.associates@gmail.com](mailto:ahaladarao.associates@gmail.com) with a copy marked to [shareholders@axisbank.com](mailto:shareholders@axisbank.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) quoting their DP ID & client ID or folio number. Alternatively, same can also be uploaded by clicking on "Upload board resolution / authority letter" displayed under "e-voting" tab in their respective login.
7. Members attending the AGM through VC shall be counted for the purpose of quorum under Section 103 of the Act.
8. The statutory registers maintained under the Act and all other documents referred to in the notice will be available for inspection in electronic mode. Members seeking to inspect such documents are requested to write to the Bank by sending an e-mail to [shareholders@axisbank.com](mailto:shareholders@axisbank.com).
9. In accordance with the Circulars, notice of 28<sup>th</sup> AGM along with the annual report for the financial year 2021-22 is being sent only through electronic mode to the members who have registered their e-mail addresses with the Bank / their respective depository participant ("DP"). Accordingly, no physical copy of the notice of 28<sup>th</sup> AGM and the annual report for the financial year 2021-22 is being sent to members who have not registered their e-mail addresses with the Bank / DP. The members will be entitled to a physical copy of the annual report for the financial year 2021-22, free of cost, upon sending a request to the Bank or its registrar and transfer agent ("RTA") viz. KFin Technologies Limited ("KFIN"). Members may note that the notice of 28<sup>th</sup> AGM and the annual report are also available on the Bank's website at [www.axisbank.com](http://www.axisbank.com), and on the website of Stock Exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
10. We urge members to support our commitment to environmental protection by choosing to receive the Bank's communication through e-mail. Members holding shares in demat mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DP, and members holding shares in physical mode are requested to update their e-mail addresses with KFIN at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members may follow the process detailed below for registration of e-mail ID, update of bank account details etc.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to KFIN by e-mail to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032.	
	Form to register / change / update PAN, bank details, signature, mobile number, e-mail ID and address	Form ISR-1
	Form for confirmation of signature of securities holder by the Banker	Form ISR-2
	Form for nomination pursuant to Section 72 of the Act	Form SH-13
	Form for declaration to opt-out of nomination	Form ISR-3
	Form for cancellation or variation of nomination	Form SH-14
	The forms for updating the above details are available at: <a href="https://www.axisbank.com/shareholders-corner/financial-results-and-other-information/public-notices/investor-faqs">https://www.axisbank.com/shareholders-corner/financial-results-and-other-information/public-notices/investor-faqs</a>	
Demat	Please contact your DP to register/update your e-mail address, bank account details, address etc. in your demat account, as per the process advised by your DP.	

11. SEBI vide its circular dated 25 January, 2022, has mandated listed companies to issue securities only in demat form while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of certificates / folios and transmission and transposition. Accordingly, the members are required to make a request for such services by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Bank's website at <https://www.axisbank.com/shareholders-corner/financial-results-and-other-information/public-notice/investor-faqs>.
12. SEBI vide its circular dated 24 January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialise the shares held by them in physical form.
13. Members, desiring any information relating to the financials of the Bank, are requested to write at [shareholders@axisbank.com](mailto:shareholders@axisbank.com) at an early date.
14. A certificate from the secretarial auditors of the Bank certifying that the Employees Stock Option Scheme of the Bank is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolutions passed by the members will be available for inspection by the members in electronic mode during the AGM. Members who wish to inspect the certificate are requested to write to the Bank by sending e-mail to [shareholders@axisbank.com](mailto:shareholders@axisbank.com).
15. **Dividend related information**
- The Board of Directors at its meeting held on 28 April, 2022 has recommended a dividend of ₹ 1/- per equity share of face value of ₹ 2/- each for the financial year 2021-22, subject to approval of members at the ensuing AGM. The record date to determine eligibility of members for payment of dividend is Friday, 8 July, 2022. Dividend will be paid on or after five days from the conclusion of the 28<sup>th</sup> AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts will be sent to their registered addresses.
- In terms of the provisions of the Income-tax Act, 1961, ("IT Act") and Finance Act, 2020 as amended thereof, the Bank is required to deduct tax at source from dividend paid to members, at the rates prescribed under the Finance Act, 2020 and the amendments thereof. The tax rates would vary depending on the residential status of the member and the exemptions as enumerated in the IT Act subject to fulfilling the documentary requirements. Accordingly, members are requested to submit pre - requisite forms to the Bank / KFIN by e-mail to [shareholders@axisbank.com](mailto:shareholders@axisbank.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Friday, 8 July, 2022. For further details please refer to FAQs (shareholder's handbook) available at <https://www.axisbank.com/shareholders-corner/financial-results-and-other-information/public-notice/investor-faqs>.
16. **Instructions for members for remote e-voting and participation at the AGM through VC**
- (i) Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the Circulars, the Bank is pleased to provide facility of remote e-voting and e-voting during the AGM to the members to cast votes electronically on all resolutions set forth in this notice. The Bank has engaged services of NSDL for the same.
- (ii) The Bank has appointed CS KVS Subramanyam, Practising Company Secretary (membership no. FCS 5400 and certificate of practice no. 4815) or failing him CS Soumya Dafthardar, Practising Company Secretary (membership no. FCS 11754 and certificate of practice no. 13199) as the scrutinizer to scrutinize remote e-voting and e-voting during the AGM in a fair and transparent manner.
- (iii) The remote e-voting facility shall be available during the following period:  
Commencement of remote e-voting: **Monday, 25 July, 2022 (9:00 A.M.)**  
End of remote e-voting: **Thursday, 28 July, 2022 (5:00 P.M.)**  
The remote e-voting module shall be disabled by NSDL thereafter.
- (iv) Members holding shares either in physical or dematerialized form, as on cut-off date i.e. **Friday, 22 July, 2022**, may cast their votes electronically. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Bank as on the said cut-off date, subject to the relevant provisions of Section 12 of the Banking Regulation Act, 1949 and RBI Circular No. 97/16.13.100/2015-16 dated 12 May, 2016.
- (v) Any person holding shares in physical form and non-individual members, who becomes a member of the Bank after dispatch of this notice or who has not registered their e-mail addresses with the Bank / DP and holds shares as on the cut-off date, may obtain the user ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (vi) Individual members holding shares in demat mode, who becomes a member of the Bank after dispatch of this notice and holds shares as on the cut-off date, may follow steps mentioned below for casting their vote through e-voting or participating in the AGM.

- (vii) A person who is not a member as on the cut-off date should treat this notice solely for information purposes.
- (viii) In case of joint holders, the member whose name appears higher in the order of names as per the register of members of the Bank will be entitled to vote at the AGM, provided the votes are not already cast through remote e-voting.
- (ix) The process to vote electronically on NSDL e-voting system is mentioned below:

**I. Process for remote e-voting**

Individual members holding shares in electronic form			Members holding shares in physical form or members other than individual								
	NSDL	CDSL	NSDL	CDSL	Physical						
Members already registered for NSDL IDEAS facility	Member not registered for NSDL IDEAS facility	Members who have opted for Easi / Easiest facility	Member not registered for Easi / Easiest facility	Member can also login using login credentials of their demat account through their DP registered with NSDL/CDSL for e-voting facility	Visit e-voting website of NSDL at <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> either on a personal computer or on a mobile.						
Please visit the e-services website of NSDL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile	To register please visit e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Click on option <b>"Register Online for IDEAS"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>	Please click on <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>"login to Myeasi"</b>	Please register at the option available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>	After login, you will be able to see e-voting option. Click on e-voting option.	Click on <b>"Shareholder/Member"</b> login.						
Click on the <b>"Beneficial Owner"</b> icon under "Login" which is available under "IDEAS" section on the homepage of e-services.	Alternatively, the members may visit the e-voting website of NSDL at <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a personal computer or on a mobile.	Kindly enter your user ID and Password.	Alternatively, the Member can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.	After successful authentication, you will be redirected to NSDL / CDSL Depository site, wherein you can see <b>e-voting feature</b> .	Kindly enter your user ID and password/OTP/ verification code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to cast your vote electronically.						
Kindly enter your User ID and Password.	Click on <b>"shareholder/member"</b> login.	After successful login of Easi/ Easiest, you will be also able to see the <b>"e-voting menu"</b> .	An OTP will be sent on the registered Mobile number and e-mail id for user authentication.		Manner of holding shares i.e. Demat mode (NSDL or CDSL) or Physical mode and the user ID is:						
After successful authentication, you will be able to see <b>e-voting services</b> .	Kindly enter your user ID (i.e. your 16 digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen and click on Login.				<table border="1"> <thead> <tr> <th>NSDL</th> <th>CDSL</th> <th>Physical</th> </tr> </thead> <tbody> <tr> <td>8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).</td> <td>16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).</td> <td>EVEN + Folio Number registered with the Bank.</td> </tr> </tbody> </table>	NSDL	CDSL	Physical	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).	16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).	EVEN + Folio Number registered with the Bank.
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	After successful authentication, you will be redirected to NSDL depository site wherein you can see <b>e-voting service</b> .										
		Click on the links of <b>e-voting service provider i.e. NSDL</b> .			After successful login as mentioned above, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General meeting is in active status.						
<b>Click on "Axis Bank Limited" or e-voting service provider i.e. "NSDL" and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</b>					Select "EVEN" of Axis Bank Limited.						

After successful login as mentioned above, cast your vote by selecting appropriate option i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. Once you cast vote and upon confirmation, the message "vote cast successfully" will be displayed. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password. In case of any queries, please refer to the "Help/FAQs" section available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free nos.: 1800 1020 990 and 1800 224 430 or send a request to Anubhav Saxena, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## **II. Process for e-voting during the AGM**

- Necessary arrangements have been made for those members who do not cast their vote through remote e-voting, for voting during the AGM by electronic means.
- The procedure for e-voting on the day of the AGM is same as mentioned above.
- Members who have cast their vote electronically may participate at the AGM but shall not be entitled to vote again.

### **Process for those members whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting**

- (i) In case shares are held in physical mode, please provide folio number, name of member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and aadhar card by e-mail to to Bank's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- (ii) In case shares are held in demat mode, please provide DP ID & client ID (16 digit DP ID + client ID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card and aadhar card to to Bank's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). If you are an individual members holding securities in demat mode, you are requested to refer to the login method explained above.

## **(x) Participation at the AGM through VC**

- (a) Members can attend the AGM through VC by following the login process for e-voting as mentioned above.
- (b) After successful login, members can see link of "VC / OAVM" placed under "Join Meeting" menu against Axis Bank Limited.
- (c) Members are requested to click on VC / OAVM link placed under "Join Meeting" menu. The link for VC / OAVM will be available in shareholder / member login where the EVEN of 'Axis Bank Limited' will be displayed.
- (d) You would be able to participate in the AGM and your attendance would be counted for the purpose of quorum.
- (e) Please note that the members connecting from mobile devices or tablets or laptop via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of technical glitches. Members are encouraged to join the meeting through laptop for better experience. Further members are requested to use Internet with a good speed to avoid any disturbance during the meeting.
- (f) The link for joining the AGM through VC will be activated 30 minutes before the scheduled start-time of the AGM and will remain open throughout the AGM.
- (g) Members facing any problem in attending the AGM through VC / OAVM can contact Anubhav Saxena, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on Toll Free Nos.: 1800 1020 990 and 1800 224 430.
- (h) Password details for members holding shares in physical form or members other than individuals are given below:

If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your ‘initial password’?

- (1) If your e-mail ID is registered in your demat account or with the Bank, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (2) In case you have not registered your e-mail address with the Bank / DP, you may obtain the user ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

If you are unable to retrieve or have not received the ‘initial password’ or have forgotten your password:

- (1) Click on “Forgot User Details / Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (2) Click on “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (3) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
  - (4) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- (i) Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual members holding securities in demat mode with CDSL	Contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

17. **Speaker Registration:**

The facility of speaker’s registration will be available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the period from **Monday, 25 July, 2022 (9:00 A.M.) to Tuesday, 26 July, 2022 (5:00 P.M.)**. Please follow the procedure as mentioned above for login and thereafter click on the link “Speaker Registration’ available against the EVEN of Axis Bank Limited. Only those members who are registered as speakers, will be allowed to express their views or ask questions during the AGM. The Bank reserves the right to restrict the number of questions and number of speakers, as appropriate to ensure smooth conduct of the AGM. Members intending to speak at the AGM would require microphone and speakers – built-in or USB plug-in or wireless bluetooth.