



CIN: L65110GJ1993PLC020769

Registered Office: 'Trishul', 3rd Floor, Opp. Samartheshwar Temple,
Law Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat.

Phone: +91-79-6630 6161.

Email address: shareholders@axisbank.com, Website: www.axis.bank.in**NOTICE OF POSTAL BALLOT**

To,

The Members of Axis Bank Limited,

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, (including any statutory amendment(s), modification(s), variation(s) and / or re-enactment(s) thereto, for the time being in force, and as amended, from time to time) (“**MCA circulars**”), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), the resolutions appended below are proposed for approval of the members of Axis Bank Limited (the “**Bank**”), through postal ballot by way of voting through electronic means:

Special Business:

Item no. 1: Appointment of Neeraj Gambhir (DIN: 00257375) as a Director and Whole-time Director (designated as Executive Director) of the Bank and payment of remuneration.

To consider, and if thought fit, to pass the following resolution, as an **ordinary resolution**:

“**RESOLVED THAT** Neeraj Gambhir (DIN: 00257375) in respect of whom Axis Bank Limited (the “**Bank**”) has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Bank, effective from October 20, 2025, being the date of approval for his appointment by the Reserve Bank of India (the “**RBI**”), and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the rules notified thereunder (the “**Act**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”), Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949, read with the rules, guidelines and circulars issued by the RBI, from time to time and any other applicable laws (including any statutory amendments, modifications, variations and / or re-enactments thereto, for the time being in force), the provisions of the Articles of Association of the Bank, pursuant to the recommendation made by the Nomination and Remuneration Committee of the Bank (the “**Committee**”) and approval of the Board of Directors of the Bank (the “**Board**”) and approval of the RBI, consent of the members of the Bank be and is hereby accorded to the appointment of Neeraj Gambhir (DIN: 00257375) as the Whole-time Director designated as Executive Director of the Bank, on the following terms and conditions including remuneration for a period of 3 (three) years, effective from October 20, 2025:

Sr. No.	Particulars	Amount (₹ per annum)	Additional details, if applicable
1.	Salary	2,18,05,105	Basic Salary.
2.	Dearness allowance	NIL	-
3.	Retiral / superannuation benefits (i+ii+iii+iv)	66,14,215	-
	i. Provident fund	26,16,613	12% of basic pay with equal contribution by the Bank or as may be decided upon by the Board/Trustees from time to time.
	ii. Gratuity	18,17,092	One month's salary for each completed year of service or part thereof (On pro-rata basis).
	iii. Pension	NIL	-

Sr. No.	Particulars	Amount (₹ per annum)	Additional details, if applicable
	iv. Superannuation	21,80,510	10% of Basic Salary p.a.
4.	Leave fare concession / allowance	5,50,000	-
5.	Other fixed allowances - Utility allowance	1,32,000	-
Perquisites:			
1.	Free furnished house and its maintenance / house rent allowance	71,95,685	House Rent Allowance.
2.	Conveyance allowance / free use of Bank's car for (i+ii):	22,50,000	-
	i. Official purpose	22,50,000	Valued at annualized entitlement.
	ii. Private purpose	NIL	-
3.	Driver's salary	6,00,000	As per Bank's policy.
4.	Club memberships	12,98,000	Membership of two clubs (includes pro-rated life membership fee and annual fee). All official expenses incurred in connection with such membership would be reimbursed by the Bank.
5.	Reimbursement of medical expenses	NIL	Reimbursement of medical expenses for self and family up to limits prescribed under the Group Mediciam Policy.
6.	Any other perquisite (i+ii):	5,49,995	-
	i. Value of insurance premium	49,995	As per Bank's Policy.
	ii. Furnishing allowance	5,00,000	At actuals upto a limit of ₹ 15,00,000 once in a period of 3 years.
7.	Value of loan benefit	10,05,000	Actual value of benefit may change as per prevalent interest rates.
TOTAL		4,20,00,000	-
Other perquisites and benefits (at actuals):			
i.	Reimbursement of fuel expenses incurred for use of official car.		
ii.	Newspaper and periodicals as per requirement.		
iii.	Expenditure on official entertainment to be on Bank's account.		
iv.	Telephone facility as per Bank's policy.		
v.	Traveling and halting allowances as per Bank's policy.		
Leave	As per the Bank's policy.		
Stock options	Stock options as may be decided by the Nomination and Remuneration Committee, from time to time, subject to approval of the RBI.		
Variable pay	<p>The components of the variable pay have an upper ceiling of such percentage of the fixed pay as prescribed by the RBI compensation guidelines (as amended from time to time), as per the policies of the Bank and as may be approved by the Committee and the Board of the Bank and subject to the approval of the RBI or other relevant authority. It may be noted that in terms of the RBI compensation guidelines, currently the total variable pay shall be limited to a maximum of 300% of the fixed pay (for the reference performance period) and shall be inclusive of cash (capped at 100% of the fixed pay) as well as any share-linked instruments (grant value capped at 200% of the fixed pay i.e. 67% of the total variable pay). The reference performance period in a given year shall be from April 1 to March 31 every year.</p> <p>The remuneration policy of the Bank covers the terms of the malus/clawback provisions pertaining to the remuneration and the Committee is vested with the authority to invoke these malus/clawback provisions.</p> <p>The Bank follows the balanced scorecard approach towards his performance management, which ensures adequate focus on both financial and non-financial goals of the Bank. The non-financial goals, <i>inter alia</i>, cover areas of people, internal process and control, execution and customer satisfaction.</p>		
Other terms	As per the Bank's policy and as may be agreed by the Board, from time to time.		

RESOLVED FURTHER THAT the Committee and / or the Board be and are hereby authorised to revise the remuneration payable to Neeraj Gambhir, during his tenure, subject to the approval of the members and the RBI, as may be applicable.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any fiscal year, remuneration as approved by the Committee, the Board and the RBI shall be the minimum remuneration payable to Neeraj Gambhir.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment, including his designation and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) / officer(s) of the Bank, to give effect to this resolution.”

Item no. 2: Appointment of Malavika R. Harita (DIN: 09005600) as an Independent Director.

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

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (the “**Act**”), Regulations 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”), Section 10A(2A) and other applicable provisions, if any, of the Banking Regulation Act, 1949, read with the rules, guidelines, directions and circulars issued by the Reserve Bank of India (the “**RBI**”), from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) and / or re-enactment(s) thereto, for the time being in force), the provisions of the articles of association of Axis Bank Limited (the “**Bank**”), pursuant to the recommendation made by the Nomination and Remuneration Committee of the Bank (the “**Committee**”) and approval of the Board of Directors of the Bank (the “**Board**”), Malavika R. Harita (DIN: 09005600), who was appointed as an Additional Independent Director of the Bank, with effect from December 18, 2025 and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Bank, for a period of 4 (four) years, with effect from December 18, 2025 up to December 17, 2029 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) / officer(s) of the Bank, to give effect to this resolution.”

For Axis Bank Limited

Sandeep Poddar
Company Secretary
ACS13819

Place: Mumbai

Date: December 18, 2025

Axis Bank Limited

CIN: L65110GJ1993PLC020769

Registered Office:

‘Trishul’, 3rd Floor,

Opp. Samartheshwar Temple,

Law Garden, Ellisbridge,

Ahmedabad – 380 006, Gujarat.

Website: www.axis.bank.in

Tel No.: +91 79-6630 6161

Email ID: shareholders@axisbank.com

Notes:

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the “**Act**”), Secretarial Standard on General Meetings (“**SS-2**”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”), as applicable, setting out the material facts and reasons, in respect of items of this postal ballot notice, is annexed herewith.
2. The Ministry of Corporate Affairs (the “**MCA**”) vide MCA circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope is not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
3. In accordance with the relevant circulars, the members are requested to take note of the following:
 - I. Postal ballot notice and the e-voting instructions along with the user ID and password are being sent only by email to those members who have registered their email address with their depository participant(s) (“**DPs**”) or with KFin Technologies Limited, Registrar to an Issue and Share Transfer Agent of the Bank (“**KFintech**”) and whose names appear in the register of members / list of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”) as on Friday, December 12, 2025 (“**Cut-off Date**”).
 - II. Members holding shares of the Bank in electronic form can verify/update their email address and mobile number with their respective DPs. Members holding shares of the Bank in physical form can send an email request to einward.ris@kfintech.com with Form ISR-1 along with the supporting documents mentioned therein.
In case of any queries, in this regard, members are requested to write to einward.ris@kfintech.com or contact KFintech at toll free number: 1800 3094 001.
 - III. The postal ballot notice is available on the websites of the Bank (<https://www.axis.bank.in/shareholders-corner/shareholders-information/postal-ballot>), NSDL (www.evoting.nsdl.com), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
 - IV. The right to vote in this postal ballot cannot be exercised through proxy.
4. **Regarding receiving E-mail communication**

Members may send request to procure e-mail communication of this postal ballot notice from the Bank, by sending an email on shareholders@axisbank.com along with the documents mentioned below:

 - I. In case shares are held in physical mode, please provide Folio Number, name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card) and Aadhaar (self-attested scanned copy of Aadhaar Card).
 - II. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID and Client ID or 16-digit beneficiary ID), name of the Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card) and Aadhaar (self-attested scanned copy of Aadhaar Card).
 - III. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.
5. **Remote E-voting:**
 - I. In compliance with Regulation 44 of the SEBI Listing Regulations read with SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed entities (the “**SEBI circular**”), and Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Bank is pleased to provide facility of remote e-voting, to enable its members to cast their votes electronically in respect of the resolution as set out in this postal ballot notice.
 - II. E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - III. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider, which not only facilitates seamless authentication but also ease and convenience of participating in remote e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - IV. The Bank has engaged the services of NSDL as the agency to provide e-voting facility. The manner of voting, including voting remotely by (i) Individual members holding shares of the Bank in demat mode, (ii) Members other

than individuals holding shares of the Bank in demat mode, (iii) Members holding shares of the Bank in physical mode, is explained in the instructions given under point no. X herein below.

- V. The Bank has appointed CS KVS Subramanyam, Practising Company Secretary (Membership No. FCS 5400 and Certificate of Practice No. 4815) as the Scrutinizer to scrutinize remote e-voting process in a fair and transparent manner.
- VI. The voting rights of the members 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 i.e. Friday, December 12, 2025, subject to the relevant provisions of Section 12 of the Banking Regulation Act, 1949 and Reserve Bank of India (Commercial Banks – Acquisition and Holding of Shares or Voting Rights) Directions, 2025.
- VII. The remote e-voting facility shall be available during the following period:
Commencement of remote e-voting: Saturday, December 20, 2025 (9:00 A.M.)
End of remote e-voting: Sunday, January 18, 2026 (5:00 P.M.)
- VIII. During this period, only those persons whose names appears in the register of members or in the register of beneficial owners maintained by the depositories, as on the cut-off date i.e. Friday, December 12, 2025, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by NSDL after expiry of the said period.

A person who is not a member of the Bank as on the said cut-off date, will not be entitled to vote and should treat this postal ballot notice, for information purpose only.

- IX. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, December 12, 2025 (including those members who may not receive this postal ballot notice due to non-registration of their email address with KFinTech or the DPs, as aforesaid) may cast their votes electronically, in respect of the resolution as set out in this postal ballot notice through the remote e-voting.

X. Information and instructions for remote e-voting

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-voting system.





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and voting for individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account(s) maintained with depositories and DPs. Members are advised to update their mobile number and email address(es) in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of members	Login Method
Individual members holding securities in demat mode with NSDL.	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for the NSDL IDeAS facility</p> <ol style="list-style-type: none"> 1. Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the e-voting period or voting during the meeting.

Type of members	Login Method
	<p>If the user is not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1-5 above <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-Voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section. 3. A new screen will open. You will have to 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. 4. After successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="text-align: center;">   </div>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System MyEasi Tab and then user your existing My Easi User ID & Password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System MyEasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of members	Login Method
Individual members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once logged in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22-4886 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-voting other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	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*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Bank. For example, if folio number is 001*** and EVEN is 137914 then user ID is 137914001***

6. Password details for shareholders other than individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .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'.

7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) 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.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, 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.
2. Select "EVEN" of Axis Bank Limited for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring User ID and Password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company.

1. Shareholders may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting.
2. If shares are held in physical mode, please provide Folio Number, name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).

4. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and voting during the meeting for individual shareholders holding securities in demat mode.

General Guidelines for E-voting

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail mail@arcsllp.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 2. 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 to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : +91 22-4886 7000 or send a request to Abhijeet Gunjal, Assistant Manager at evoting@nsdl.com.
- XI. The scrutinizer shall, after conclusion of remote e-Voting submit his report to the Chairman of the Bank. The result of the postal ballot will be declared by the Chairman of the Board or any one of the Directors duly authorized by the Board, in this regard, within two working days of conclusion of remote e-Voting process i.e. on or before Tuesday, January 20, 2026 and will be submitted to the Stock Exchanges and will be uploaded on the website of the Bank at www.axis.bank.in. The said results will also be displayed at the Registered and Corporate Offices of the Bank.
- XII. All the documents referred to in this postal ballot notice and the explanatory statement setting out the material facts in respect of the resolution as set out in this postal ballot notice will be available for inspection and as such the Members are requested to send an email to shareholders@axisbank.com.
- XIII. Members may contact the Bank, KFinTech or NSDL for conveying grievances, if any, relating to the conduct of the postal ballot, at the following address:

Axis Bank Limited

CIN: L65110GJ1993PLC020769

Registered Office:

'Trishul', 3rd Floor,
Opp. Samartheshwar Temple,
Law Garden, Ellisbridge,
Ahmedabad – 380 006, Gujarat.

Website: www.axis.bank.in

Tel. No.: +91 79-6630 6161

Email ID: shareholders@axisbank.com

Contact Person: Amol Chitnavis,

Senior Vice President – I

Corporate Secretarial Department

KFin Technologies Private Limited

Unit: Axis Bank Limited.

Selenium Tower B, Plot Nos. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad, Telangana – 500032

Toll Free No.: 1800 3094 001

Tel. No.: +91 40-6716 2222

Email ID: einward.ris@kfintech.com

Contact Person:

Gopala Krishna K V S, AVP (RIS)

National Securities Depository Limited

T301, 3rd Floor, Naman Chambers,
G Block, Plot No- C-32, Bandra Kurla Complex,
Bandra East, Mumbai - 400051

Tel. No.: +91 22-4886 7000

Email ID: evoting@nsdl.com;

Contact Person:

Abhijeet Gunjal, Assistant Manager.

For Axis Bank Limited

Sandeep Poddar

Company Secretary

ACS 13819

Place: Mumbai

Date: December 18, 2025

Statement setting out the material facts concerning items of special business.

In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (“SS-2”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to items of this postal ballot notice:

Item no. 1:

The Nomination and Remuneration Committee (the “Committee”) of the Board of Directors (the “Board”) of Axis Bank Limited (the “Bank”), at its meeting held on July 18, 2025, recommended the appointment of Neeraj Gambhir, as an Additional Director and as the Whole-time Director designated as the “Executive Director” of the Bank (including his terms and conditions and remuneration), effective from (i) August 4, 2025; or (ii) the date of approval of his appointment by the Reserve Bank of India (the “RBI”), whichever is later. Further, the Board, at its meeting on July 18, 2025, considered and approved the Committee’s recommendations, subject to approval by the Bank’s members and the RBI. Subsequently, RBI approved his appointment with effect from October 20, 2025. The detailed terms and conditions relating to the said appointment, including remuneration payable to Neeraj Gambhir, are set out in the resolution under item no. 1 of this notice.

As per Section 161 of the Companies Act, 2013 (the “Act”), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), listed entity shall ensure that approval of members for appointment of a person on the Board or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Bank has received a notice from a member proposing the candidature of Neeraj Gambhir as a Director of the Bank under Section 160 of the Act.

Whilst considering the appointment of Neeraj Gambhir as a Director, the Committee and the Board reviewed and confirmed that:

- He is a fit and proper person to be appointed as a Director of the Bank, as per the fit and proper norms prescribed by the RBI;
- He is not disqualified from being appointed as a Director of the Bank, in terms of Section 164 of the Act and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions relating to his appointment as prescribed under the relevant provisions of the Act, the relevant rules made thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and the guidelines issued by the RBI, in this regard, from time to time;
- He is not debarred from holding the office of director by virtue of any order by SEBI or any other authority;
- He has the requisite qualifications skills, experience and expertise in functional areas viz., banking, finance, information technology, business management, trade finance, international banking, treasury management, fixed income & structured finance, payment & settlement, capital markets, human resource and risk management through qualification or diverse experience, which are beneficial to the Bank.

During his tenure, Neeraj Gambhir shall be liable to retire by rotation, in terms of Section 152(6) of the Act.

Profile of Neeraj Gambhir

Neeraj Gambhir, aged 53 years, has over 30 years of experience in India’s financial sector and has worked in leadership roles across large domestic and global banking and financial services organizations during his career. He was Group Executive – Treasury, Markets and Wholesale Banking Products at Axis Bank since May 2020.

Prior to this, he was a Managing Director with Nomura, India, heading their Fixed Income business. Before that, he was Managing Director with Lehman Brothers, India responsible for setting up their Credit Business in India. He was also Senior General Manager with ICICI Bank where he was responsible for Global Structured Finance and Advisory group and helped setting up its Proprietary Trading Group.

He has been actively involved in helping develop India’s financial markets and has been a part of several working groups and committees set up by the regulators and policy makers. He is currently a member of SEBI’s Advisory Committees on Mutual Funds and Corporate Bonds and Securitisation (“COBOSAC”).

He holds a Bachelor of Engineering degree in Computer Science and has done his Post Graduation in Business Management from the Indian Institute of Management, Lucknow, where he was awarded PGP Chairman's Medal.

The details of attendance of Neeraj Gambhir at the meetings of the Board and its Committees held post effective date of his appointment:

Particulars	Fiscal 2026
Board of Directors	2/3*
Committee of Directors	3/3
Committee of Whole-time Directors	2/2

*Leave of absence was granted to Neeraj Gambhir from attending the meeting due to prior commitment.

Neeraj Gambhir has also been appointed as a member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee with effect from December 18, 2025.

The details of directorship and committee membership / chairmanship held by Neeraj Gambhir in other companies as on December 18, 2025, are as under:

Sr. No.	Name of the Company	Designation	Name of the Committee	Position
1.	Axis Pension Fund Management Limited	Chairman and Non Executive Director	Investment Committee	Member
2.	Axis Asset Management Company Limited	Non Executive Director	Share Allotment Committee	Chairman
			Unit Holder Protection Committee	Member
3.	Ind Fx Code Participants Association	Nominee Director	-	-
4.	Fixed Income Money Market and Derivatives Association of India	Vice Chairman and Nominee Director	-	-

Neeraj Gambhir did not hold directorship in any listed entity in the past three fiscal years.

As on December 18, 2025, he does not hold any equity shares of the Bank, including as beneficial owner. He is not related to any other director or key managerial personnel of the Bank.

The Board recommends the resolution as set out in item no. 1 of this postal ballot notice, for the approval of the members of the Bank.

Except for Neeraj Gambhir and his relatives, none of the Directors or Key Managerial Personnel of the Bank and their respective relatives are in any way, financially or otherwise, concerned or interested, in the ordinary resolution as set out in item no. 1 of this postal ballot notice.

Item no. 2:

As per Section 161 of the Companies Act, 2013 (the “Act”), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Axis Bank Limited

Pursuant to the recommendation of the Nomination and Remuneration Committee (the “Committee”) of the Bank, the Board of Directors of the Bank (the “Board”) at its meeting held on December 18, 2025, approved the appointment of Malavika R. Harita (DIN: 09005600) as an additional Independent Director of the Bank, for a period of four (4) years, with effect from December 18, 2025 up to December 17, 2029 (both days inclusive), subject to the approval of members of the Bank.

Accordingly, Malavika R. Harita continues to hold the office as an additional Independent Director of the Bank until the conclusion of the ensuing annual general meeting or till the time her appointment is confirmed by the members of the Bank, whichever is earlier. The Bank has received a notice under Section 160 of the Act, from a member proposing the candidature of Malavika R. Harita as a Director of the Bank.

Whilst considering the appointment of Malavika R. Harita, the Committee and the Board reviewed and confirmed that:

- She is a fit and proper person to be appointed as a Director of the Bank, as per the fit and proper norms prescribed by the RBI;
- The Bank has received a declaration from Malavika R. Harita that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations;
- She is not disqualified from being appointed as a Director of the Bank, in terms of Section 164 of the Act and has given her consent to act as an independent director of the Bank. In the opinion of the Board, she fulfils the conditions relating to her appointment as prescribed under the relevant provisions of the Act, the relevant rules notified thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and the guidelines issued by the RBI, in this regard, from time to time;
- She is not debarred from holding the office of director by virtue of any order by SEBI or any other authority; and
- She has the requisite qualifications skills, experience and expertise in functional areas viz. finance, marketing, communication, advertisement & brand consultancy, entrepreneurship, learning & development, human resource, business management and strategy through qualification or diverse experience, which are beneficial to the Bank.

During the said tenure Malavika R. Harita shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

Malavika R. Harita is in compliance with the requirements mandated under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to enrolling her name in the online databank of independent directors and qualifying the online proficiency self-assessment test for independent directors.

As an Independent Director of the Bank, she will be entitled to sitting fees for attending the meetings of the Board and the Committees of the Board and to the fixed remuneration, in terms of the RBI circulars issued from time to time. However, she will not be entitled for stock options/units of the Bank.

Profile and other details

Malavika R. Harita, aged 67 years, has over 43 years of experience in marketing, communication, and entrepreneurship. She founded and led Saatchi & Saatchi Focus in India as CEO for 25 years, managing a diverse portfolio of B2B, B2C, B2E and Healthcare brands. She founded Brand Circle, her own consultancy firm in 2018.

She serves as a resident mentor at NSRCEL, IIM Bangalore. She actively mentor's startups in both profit and non-profit sectors at NSRCEL and other incubators nationwide. Additionally, she also holds position of Chairperson for the Atal Innovation Mission at IIM Visakhapatnam. She serves on the Board of Governors of IIM Bangalore and IIM Visakhapatnam and on the Governing Council of Mount Carmel College. She is the first woman to win the Distinguished Alumni Award from IIM Bangalore and has a strong passion for mentoring startups and women entrepreneurs. As a communication evangelist, brand strategist, teacher, and corporate trainer, she continues to make significant contributions to the fields of marketing and education.

She has a Bachelor's Degree in Physics, Chemistry, and Mathematics from Bangalore University, Post Graduate Diploma in Management: IIM Bangalore (with specialization in Marketing and Finance) and other postgraduate diplomas from prestigious institutions like Columbia Business School and MIT Sloan School.

She has been appointed as a member of Committee of Directors, Corporate Social Responsibility Committee, Special Committee of the Board of Directors for Monitoring and Follow up of cases of Fraud and Environmental, Social and Governance Committee, with effect from December 18, 2025.

The details of attendance of Malavika R. Harita at the meetings of the Board and its Committees: NA

The details of directorship and committee membership / chairpersonship held by Malavika R. Harita in other companies as on December 18, 2025, are as under:

Sr. No.	Name of the Company	Designation	Name of the Committee	Position
1.	Symphony Limited	Independent Director	Stakeholders Relationship Committee	Chairperson
			Audit Committee	Member
			Nomination & Remuneration Committee	Member
2.	AIC-IIMV Foundation for Incubation Entrepreneurial Learning and Development	Director	-	-

Malavika R. Harita has not resigned from any listed entity in the past three fiscal years.

As on December 18, 2025, she does not hold any equity shares of the Bank, including as beneficial owner. She is not related to any other Director or Key Managerial Personnel of the Bank.

The Board recommends the special resolution as set out in item no. 2 of this postal ballot notice, for the approval of the members of the Bank.

Except for Malavika R. Harita and her relatives, none of the Directors or the Key Managerial Personnel of the Bank and their respective relatives are in any way, financially or otherwise, concerned or interested, in the special resolution, as set out in item no. 2 of this postal ballot notice.

For Axis Bank Limited

Sandeep Poddar
Company Secretary
ACS 13819

Place: Mumbai
Date: December 18, 2025

Axis Bank Limited
CIN: L65110GJ1993PLC020769
Registered Office:
'Trishul', 3rd Floor,
Opp. Samartheshwar Temple,
Law Garden, Ellisbridge,
Ahmedabad – 380 006, Gujarat.
Website: www.axis.bank.in
Tel. No.: +91 79-6630 6161
Email ID: shareholders@axisbank.com