

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, गुजरात, दादरा एवं नगर हवेली

BY SPEED POST

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L65110GJ1993PLC020769 6354

30 JUL 2007

सैरस UTI BANK LTD

के माध्यम से, मैं एतद्वारा सत्यापित करता हूँ कि सैरस
UTIBANK LTD

जो मूल रूप में दिनांक तीन दिसम्बर उन्नीस बी छिन्नम को कम्पनी अधिनियम, 1956 (1956-का 1) के अंतर्गत सैरस
UTIBANK LTD

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह कथित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ प्रति, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. वि. 507 (अ) दिनांक 24.6.1965 एन.ओ.एन. A19010586 दिनांक 30/07/2007 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में सैरस
Axis Bank Limited

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसंगाने जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा अहमदाबाद में आज दिनांक तीस जुलाई बी हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA- MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Gujarat, Dadra and Nagar Haveli

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L65110GJ1993PLC020769

In the matter of M/s. UTI BANK LTD

I hereby certify that UTI BANK LTD which was originally incorporated on Third day of December Nineteen Hundred Ninety Three under the Companies Act, 1956 (No. 1 of 1956) as UTI BANK LTD having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No G.S.R 507 (E) dated 24/06/1965 vide SRN A19010586 dated 30/07/2007 the name of the said company is this day changed to Axis Bank Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Ahmedabad this Thirtieth day of July Two Thousand Seven.



(KAMAL HARJANI)
सहायक रजिस्ट्रार / Registrar of Companies
गुजरात, दादरा एवं नगर हवेली
Gujarat Dadra and Nagar Haveli

Co. No. 04-20769



कारबार प्रारम्भ करने के लिए प्रमाण-पत्र

CERTIFICATE FOR COMMENCEMENT OF BUSINESS

कम्पनी अधिनियम, 1956 की धारा 149 (3) अनुसरणम्

Pursuant of Section 149 (3) of The Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि _____
जो कम्पनी अधिनियम, 1956 के अधीन तारीख _____ को निर्गमित की गई
थी और जिसने आज विहित प्रारूप में सम्यक् रूप में सत्यापित घोषणा फाइल कर दी है कि उक्त
अधिनियम की धारा 149 (1)(क) से लेकर (घ) तक/149 (2)(क) से लेकर (ग) तक की शर्तों का
अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the UTI BANK LIMITED

which was incorporated under The Companies Act, 1956, on the
THIRD day of DECEMBER 1993

and which has this day filed a duly verified declaration in this prescribed
form that the conditions of section 149 (1) (a) to (d) / 149 (2) (a) to (c) of
the said Act, have been complied with, is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख _____ को _____ में दिया गया है

Give under my hand at AHMEDABAD this FOURTEENTH

day of DECEMBER One Thousand Nine Hundred Ninety THIRTEEN



(M. L. SHAFMA)

कम्पनीयों का रजिस्ट्रार

Registrar of Companies

Gujarat, Dadra & Nagar Haveli



प्रारूप० आई० आर०

FORM I. R.

CERTIFICATE OF INCORPORATION

निगमन का प्रमाण-पत्र

ता..... का म.....

No. 04-20769 of 1993-94

मे एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का 1) के अन्तर्गत निगमित की गई है और यह कम्पनी
परिमित है।

I HEREBY CERTIFY THAT UTI BANK LIMITED

IS THIS DAY INCORPORATED UNDER THE COMPANIES
ACT, 1956 (NO. 1 OF 1956) AND THAT THE COMPANY
IS LIMITED.

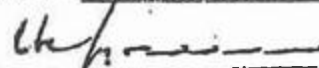
मेरे हस्ताक्षर से आज ता..... को दिया गया।

GIVEN UNDER MY HAND AT AHMEDABAD THIS

THIRD DAY OF DECEMBER

ONE THOUSAND NINE HUNDRED NINETY THREE.




(V. I. FARMAN)
ASSTT. Registrar of Companies,
GUJARAT,
Dadra & Nagar Haveli

AXIS BANK LIMITED

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MEMORANDUM OF ASSOCIATION

OF

***AXIS BANK LIMITED**

(Incorporated under the Companies Act, 1956)

- I. The name of the Company is ***AXIS BANK LIMITED**.
- II. The Registered Office of the Company is situated in the State of Gujarat.
- III. The objects for which the Company is established are :-
 - (A) **MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY IMMEDIATELY ON ITS INCORPORATION:**
 1. To carry on the business of banking, that is to say, accepting for the purpose of lending or investment deposits of money from the public, repayable on demand or otherwise, and without prejudice to the generality hereof, to carry on the business of,
 - (a) borrowing, raising, or taking up of money;
 - (b) lending or advancing of money either upon or without security;
 - (c) drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchanges, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, certificates, scrips and other instruments and securities whether transferable or negotiable or not;
 - (d) granting and issuing of letter of credits, travellers' cheques and circulars notes;
 - (e) buying, selling and dealing in bullions and specie; buying and selling on commission;
 - (f) underwriting and dealing in stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds;
 - (g) purchasing and selling of bonds, scrips or other forms of securities on behalf of itself, constituents or others;
 - (h) negotiating of loans and advances;
 - (i) receiving of all kinds for bonds, scrips or valuable on deposits for safe custody or otherwise;
 - (j) providing of safe deposit vaults;
 - (k) collecting and transmitting of money and securities;
 - (l) issuing credit cards, meal vouchers and extending any other credits and to carry on any other business specified in clause (b) to clause (n) of sub-section (1) of section 6 of the Banking Regulation Act, 1949 (10 of 1949) and such other forms of business which the Central Government may by notification in the official Gazette specify as a form of business in which it would be lawful for a banking company to engage;
 2. To carry on the business of merchant banking, investment banking, portfolio investment management, and corporate consultants and advisors;
 3. To carry on the business of mutual fund, equipment leasing and hire purchase;
 4. To carry on the business of factoring by purchasing and selling debts receivables and claims including invoice discounting and rendering bill collection, debt collection and other factoring services;
- * Changed at 13th AGM held on 01/06/2007 from UTI BANK LIMITED.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

5. To acquire and undertake the whole or any part of the business, property and liabilities of any person carrying on any business which the company is authorised to carry on or possession of property suitable for the purposes of the objects of the Company;
6. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade mark, formulae, licence, lease, concession, any exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly benefit the Company; and to use, exercise, develop or grant licences in respect thereof or otherwise turn to account the property, rights, or information so acquired;
7. To enter into any arrangement for sharing of profits union of interest, co-operation, reciprocal concession, lease, licence or otherwise with any person carrying on any business or transaction which the Company is authorised to carry on or engage in;
8. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements; rights, privileges and concessions;
9. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of past or present employees or Directors of the Company or the dependents of such persons; and to grant pensions, gratuities and allowances and superannuation and other benefits or ensure payment of any of them by taking insurance or any other promises and assurances as the Company may undertake, and to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public;
10. To form, establish or promote any other company, body corporate or any other entity either as subsidiary of this Company or otherwise for the purpose of carrying on any of the business or activities of the Company or for the purpose of acquiring or taking over all or any of the property, rights and liabilities of such company, body corporate, or any other entity or for any other purpose which may directly or indirectly benefit the Company;
11. To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, building, easement, machinery, plant or any other property or assets;
12. To invest and deal with money in such manner as may, from time to time, be thought fit subject to the provisions of any applicable law;
13. To lend and advance money or give credit to any person or company; to give guarantee or indemnity for the payment of money or the performance of contracts or obligations by any person and to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person;
14. To borrow or secure money in such manner as the Company may think fit or to make repayment of any debt, liability, or issue debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem or pay off any such security;
15. To remunerate any person for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares, debentures or bonds in the Company's capital or any debentures or other securities issued by the Company;

16. To draw, make, accept, endorse, discount, execute, and issue certificates of deposits, promissory notes, bills of exchange and other negotiable or transferable instruments;
17. To sell or dispose of, improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof for such consideration as the Company may think fit;
18. To adopt such means of making known and advertising the business and products and services of the Company as may be expedient;
19. To apply for, promote, and obtain any order, regulation, or other authorisation or enactment which may directly or indirectly benefit the company;
20. To procure recognition of the Company in any country or place outside India;
21. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company;
22. To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Company's property of any kind sold by the Company, or any money due to the Company from buyer or any other person;
23. To produce gas and generate electricity necessary for the purposes of the business of the Company and to process or deal with all products resulting from or ancillary to such production;
24. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for the services rendered for the formation and registration of the Company and for the promotion of any other company by it subject to the provisions of the Companies Act, 1956 and the Banking Regulation Act, 1949;
25. To insure any of the properties, undertakings, contracts, risks or obligations of the Company in any manner whatsoever;
26. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient;
27. To aid and support, any person, association, body or movement, whose object is solution, settlement or surmounting any industrial or labour problems or the promotion of trade or business of the Company or for the promotion of science and technology, cultural activities, sports, environment, rural development and other social and welfare activities;
28. To establish or support associations, institutions, schools, hospitals, guest houses, clubs, funds, and trusts which may be considered beneficial to any employees or ex-employees and to officers and ex-officers of the Company or the dependents of any such person.
29. To refer any questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration Act, 1940 (10 of 1940) and rules for the time being relating to arbitration, and to institute legal proceedings or defend any proceedings and to appoint advocates, consultants or advisors in this behalf;
30. To enter into negotiations or collaborations, technical, financial or otherwise with any person or Government for obtaining any grant, licence or on other terms, formulae and other rights and benefits, and to obtain technical information, know-how and expert advice for providing or rendering services which the Company is authorised to provide or render;
31. To arrange for the marketing in India and abroad for selling or providing services of the Company and purchase or otherwise acquire articles, things and services as are necessary for carrying on the business of the Company and, for that purpose, either to establish its own branches, offices, agencies, or marketing organisations or to appoint representatives or employees or both (whether individuals, firms or bodies corporate) in any place in or outside India and to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay fees

or remuneration to such representatives and employees or both by way of such commission or in such other manner as the Company may deem fit;

32. To create any depreciation fund, reserve, reserve fund, sinking fund, redemption fund, insurance fund, or any special or other reserve or fund, whether for repayment of redeemable preference shares, redemption of debentures or debenture-stock, for dividends, for equalising dividends, or for repairing, improving, extending and maintaining any part of the property of the Company;
33. To open and operate any type of bank accounts with any bank and obtain credit facilities with or without securities for its business;
34. To train or pay for training in India or abroad of any of the Company's employees or officers or any candidate in the interest of or furtherance of the Company's objects.
35. To establish research and development centres for the business of the Company.
36. To engage in acquiring and undertaking whole or any part of the business of any person or company carrying business which this Company is authorised to carry on.
37. To take or otherwise acquire and hold shares in any other company.
38. To promote or finance or assist in promoting or financing any business, undertaking or industry either existing or new and develop or form the same either through the instrumentality of syndicates or otherwise in conformity with the relevant laws governing banks.
39. To amalgamate with, merge into or otherwise become part of any other company or body corporate or other entity or to amalgamate or merge other Company or entity with the Company.
- *40. To open, establish, maintain and operate currency chests and small coin depots on such terms and conditions as may be stipulated by the Reserve Bank of India established under the Reserve Bank of India Act, 1934, and enter into all administrative or other arrangements for undertaking such functions with the Reserve Bank of India.

(C) OTHER OBJECTS:

- **41. To carry on the business of finance broking and other financial services.
 - **42. To carry on the business of providing venture capital, seed capital and risk capital.
 - ****43. To carry on the business of distributing non-life insurance or life insurance or insurance or insurance products as a corporate agent, as per the provisions of applicable laws.
- IV. The liability of the Members is limited.

@#\$**V. Capital :**

The capital of the Company is Rs. 850,00,00,000/- (Rupees Eight Hundred Fifty Crores only) divided into 425,00,00,000 (Four Hundred Twenty Five Crores) Equity Shares of Rs. 2/- (Rupees Two only) each.

The shares in the capital of the Company for the time being, whether original, increased or decreased may be divided into several classes with any preferential, qualified or other special rights, privileges, conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise. The Company shall have power to issue redeemable preference shares.

The rights of the holders of any class of shares forming part of the capital for the time being of the Company may be modified, affected, varied, extended, surrendered or abrogated in such manner as is, or may be, provided by the Articles of Association of the Company as originally registered or as altered from time to time.

* Inserted at EGM held on 23/10/2001

** Renumbered at EGM held on 23/10/2001

**** Altered at EGM held on 28/03/2003 and EGM held on 25/06/2007

***** Altered at 11th AGM held on 10/06/2005

\$ Altered w.e.f. 01/06/2009

Altered w.e.f. 28/1/2013 by way of postal ballot

@ Altered at 20th AGM held on 27/06/2014

We, the several persons, whose names and address are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company, set opposite to our respective names.

Names, addresses, descriptions, occupations and signature of the Subscribers	Number of Shares agreed to be subscribed by each Subscriber (equity)	Signature of Witnesses with name, address and Occupation
Sd/- Dr. Amritlai Chunilal Shah Son of Chunilal Nathajidas Shah 7, Jalkiran, G. D. Somani Marg, Cuffe Parade, Colaba, Bombay-400 005. Advisor	10 (Ten)	Sd/- Common Witness To all Advocate Mohanraj Son of Mishrimal Singhi Singhi & Company, Advocates 7, Premchand House Annexe, Ashram Road, Ahmedabad-380 009.
Sd/- Krishan Gopal Vassal Son of Late Rajinderpal Vassal 1-E, Harbour Heights, Colaba, Bombay-400 005. Service	10 (Ten)	
Sd/- Sankara Venkitasubra Mony Son of Late Venkitachalam Sankara Iyer 9-A, IL Palazzo, Malabar Hill, Bombay-400 006. Service	10 (Ten)	
Sd/- Ashish Kumar Thakur Son of Late Abhaya Pada Thakur B-154, Twin Tower, Prabhadevi, Bombay-400 025. Service	10 (Ten)	
Sd/- Man Mohan Kapur Son of Late Sri Chand Kapur B-134, Twin Tower, Prabhadevi, Bombay-400 025. Service	10 (Ten)	
Sd/- Arvind Narayan Palwankar Son of Late Shri Narayan Chintaman Palwankar M-21, Sector 6, RHIV, Vashi, New Bombay-400 703. Service	10 (Ten)	
Sd/- Dr. Basu Deb Sen Son of Late Manindra Nath Sen 7, Pearl Mansion, 91, Queen's Road, Bombay-400 020. Service Total :	10 (Ten)	
	70 (Seventy)	

