

AXIS/CO/CS/17/2020-21

15<sup>th</sup> April 2020

The Chief Manager,  
Listing & Compliance Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor  
Plot No. C/1, "G" Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051

The Senior General Manager –  
Listing Department  
BSE Limited  
1st Floor, New Trading Ring, Rotunda  
Building  
P. J. Towers, Dalal Street  
Fort, Mumbai – 400 001

NSE Symbol: AXISBANK

BSE Scrip Code : 532215

Dear Sir(s),

**SUB: COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER REGULATION 27(2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('LISTING REGULATIONS') FOR THE QUARTER ENDED 31<sup>ST</sup> MARCH 2020 - AXIS BANK LIMITED**

We are pleased to enclose a copy of the Compliance report on Corporate Governance for the quarter ended 31<sup>st</sup> March 2020, pursuant to the regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

You are requested to take note of above and arrange to bring it to the notice of all concerned.

Thanking You.

Yours sincerely,

**For Axis Bank Limited**

**Girish V. Koliyote**  
**Company Secretary**  
Encl.: as above

[Home](#)[Validate](#)[Import XML](#)

### General information about company

Scrip code	532215
NSE Symbol	AXISBANK
MSEI Symbol	NOTLISTED
ISIN	INE238A01034
Name of the entity	AXIS BANK LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

[Prev](#)[Next](#)

## Annexure I

Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Add Notes																			
Whether the listed entity has a Regular Chairperson				Yes																	
Whether Chairperson is related to MD or CEO				No																	
Sr	Title (Mr./Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 24(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
Add		Delete																			
1	Mr	Rakesh Makhija	AEZPM2436D	00117692	Non-Executive - Independent Director	Chairperson		24-07-1951	No		27-10-2015	27-10-2015		53	2	2	4	1			
2	Mr	Amitabh Chaudhry	ABYPC2496D	00531120	Executive Director	Not Applicable	CEO-MD	02-07-1964	No		01-01-2019	01-01-2019			1	0	0	0			
3	Mr	Rohit Bhagat	ACAPB6287E	02968574	Non-Executive - Independent Director	Not Applicable		03-04-1964	No		16-01-2013	01-04-2019		12	1	1	0	0			
4	Mr	S. Vishvanathan	ABZPV2473J	02255828	Non-Executive - Independent Director	Not Applicable		30-04-1954	No		11-02-2015	11-02-2020		2	2	2	5	0			
5	Mrs	Ketaki Bhagwati	ARNPB1105H	07367868	Non-Executive - Independent Director	Not Applicable		26-01-1964	No		19-01-2016	19-01-2016		50	2	2	0	0			
6	Mr	B. Babu Rao	ACEPB1735F	00425793	Non-Executive - Nominee Director	Not Applicable		05-12-1958	No		19-01-2016	26-07-2017			1	0	3	2			
7	Mr	Stephen Pagliuca	22229999Z	07995547	Non-Executive - Nominee Director	Not Applicable		14-01-1955	No		19-12-2017	19-12-2017			1	0	0	0	154		
8	Mr	Girish Paranjpe	ABGPP8377C	02172725	Non-Executive - Independent Director	Not Applicable		20-03-1958	No		02-11-2018	02-11-2018		17	2	2	2	1			
9	Mr	Rajiv Anand	AAKFA2997A	02541753	Executive Director	Not Applicable		03-01-1966	No		04-08-2016	04-08-2019			1	0	1	0			
10	Mr	Rajesh Dahiya	ADXP09316Q	07508488	Executive Director	Not Applicable		22-08-1947	No		04-08-2016	04-08-2019			1	0	1	0			
11	Mr	Fralay Mondal	ADNPM5725C	00117994	Executive Director	Not Applicable		17-10-1965	No		01-08-2019	01-08-2019			1	0	0	0			

[Home](#)[Validate](#)**Annexure 1****II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

[Add Notes](#)

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto December 31, 2019.
3. Date of Cessation must be for the current quarter only, i.e. October 1,2019 to December 31,2019.

**Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically****Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02172725	Girsh Paranjpe	Non-Executive - Independent Director	Chairperson	30-01-2019		
2	02255828	S. Vishvanathan	Non-Executive - Independent Director	Member	11-02-2015		
3	00117692	Rakesh Makhija	Non-Executive - Independent Director	Member	19-01-2016		
4	00425793	B. Babu Rao	Non-Executive - Nominee Director	Member	17-10-2017		
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8							
9							
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**Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically****Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02968574	Rohit Bhagat	Non-Executive - Independent Director	Chairperson	24-07-2015		
2	07995547	Stephen Pagliuca	Non-Executive - Nominee Director	Member	20-10-2018		
3	00117692	Rakesh Makhija	Non-Executive - Independent Director	Member	12-10-2016		
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Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00425793	B. Babu Rao	Non-Executive - Nominee Director	Chairperson	26-07-2017		
2	07508488	Rajesh Dahiya	Executive Director	Member	20-06-2018		
3	02255828	S. Vishvanathan	Non-Executive - Independent Director	Member	20-10-2018		
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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07367868	Ketaki Bhagwati	Non-Executive - Independent Director	Chairperson	19-01-2016		
2	02968574	Rohit Bhagat	Non-Executive - Independent Director	Member	21-08-2014		
3	00531120	Amitabh Chaudhry	Executive Director	Member	01-01-2019		
4	02541753	Rajiv Anand	Executive Director	Member	03-01-2019	19-01-2020	
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00117692	Rakesh Makhija	Non-Executive - Independent Director	Chairperson	16-09-2019		
2	07508488	Rajesh Dahiya	Executive Director	Member	20-06-2018		
3	02541753	Rajiv Anand	Executive Director	Member	20-06-2018		
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[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	<a href="#">Add</a> <a href="#">Delete</a>					
1	21-10-2019			Yes	12	6
2	22-01-2020	92		Yes	10	5
3	27-02-2020	35		Yes	11	5
4	13-03-2020	14		Yes	10	5
5	18-03-2020	4		Yes	11	5

[Prev](#)[Next](#)

[Home](#)[Validate](#)**Annexure 1****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	<a href="#">Add</a>	<a href="#">Delete</a>						
1	Audit Committee	22-10-2019				Yes	4	3
2	Audit Committee	18-12-2019	56			Yes	4	3
3	Audit Committee	13-01-2020	25			Yes	4	2
4	Audit Committee	22-01-2020	8			Yes	4	3
5	Audit Committee	17-03-2020	54			Yes	4	3
6	Corporate Social Responsibility Committee	19-12-2019				Yes	3	1
7	Corporate Social Responsibility Committee	16-03-2020	87			Yes	3	1
8	Nomination and remuneration committee	24-10-2019				Yes	3	2
9	Nomination and remuneration committee	21-01-2020	88			Yes	3	2
10	Nomination and remuneration committee	28-02-2020	37			Yes	2	2
11	Nomination and remuneration committee	18-03-2020	18			Yes	3	2
12	Risk Management Committee	21-10-2019				Yes	4	2
13	Risk Management Committee	21-01-2020	91			Yes	3	2

[Prev](#)[Next](#)

Home

Validate

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

Prev

Next



[Home](#)[Validate](#)

## Annexure II

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
12	Financial results	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
13	Shareholding pattern	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.axisbank.com/">https://www.axisbank.com/</a>
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

[Prev](#)[Next](#)

## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Girish V. Koliyote
2	Designation	Company Secretary and Compliance Officer

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				<a href="#">Add Notes</a>

[Home](#)[Validate](#)

### Annexure II

#### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
<b>Any other information to be provided</b>		<b>Add Notes</b>

[Prev](#)[Next](#)

### Annexure II

1	Name of signatory	Girish V. Koliyote
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)

### Signatory Details

<b>Name of signatory</b>	Girish V. Koliyote
<b>Designation of person</b>	Company Secretary and Compliance Officer
<b>Place</b>	Mumbai
<b>Date</b>	15-04-2020

[Prev](#)