



AXIS/CO/CS/817/2015-16

15th January, 2016

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

Attn.: Shri Avinash Kharkar

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

Attn.: Shri Bhushan Mokashi

Dear Sirs,

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 31ST DECEMBER, 2015 - AXIS BANK LIMITED

With reference to our letter dated 4th January, 2016 on the captioned subject, please find enclosed the revised Compliance Report on Corporate Governance of the Bank for the quarter ended 31st December, 2015, in terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said Report is being sent again as there were errors in the table relating to I. Composition of Board of Directors, III. Meeting of Board of Directors and IV. Meeting of Committees.

We regret the inconvenience caused to you in this regard.

We request you to kindly take the above on record.

Yours Sincerely,
For Axis Bank Limited

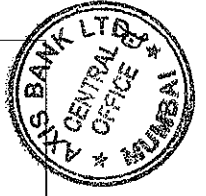
Girish V. Koliyote
Company Secretary

Encl.: as above

Compliance Report on Corporate Governance

1. Name of Listed Entity – Axis Bank Ltd.
2. Quarter ending – 31st December, 2015

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non- Executive/in dependent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(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)	
Dr.	Sanjiv Misra	DIN: 03075797 PAN: AAAPM1646G	Chairman/SUUTI Nominee	08.03.2013	-	3	2	1	
Ms.	Shikha Sharma	DIN: 00043265 PAN: ALFPS244J	Managing Director & CEO	01.06.2015	-	1	-	-	
Mr	K. N. Prithviraj	DIN: 00115317 PAN: AAHPP7721Q	SUUTI Nominee/Non Executive	27.06.2014	-	4	5	1	
Mr.	V.R. Kaundinya	DIN: 00043067 PAN: AAEPK3832C	Independent/Non Executive	01.04.2014	1 year & 9 months	1	2	1	
Mr.	Prasad Menon	DIN: 00050078 PAN: AECFM1352B	Independent/Non Executive	01.04.2014	1 year & 9 months	2	2	1	
Mr.	Samir Barua	DIN: 00211077 PAN: AALPB2005R	Independent/Non Executive	01.04.2014	1 year & 9 months	2	4	2	
Mr.	Som Mittal	DIN: 00074842 PAN: AAWPM7639P	Independent/Non Executive	01.04.2014	1 year & 9 months	2	2	1	
Mr.	Rohit Bhagat	DIN: 02948574 PAN: ACAPB6287E	Independent/Non Executive	01.04.2014	1 year & 9 months	1	-	-	
Ms	Usha Sangwan	DIN: 02609263 PAN: AAKPS4806L	LIC Nominee/Non Executive	24.07.2015	-	3	-	-	
Mr.	S. Vishvanathan	DIN: 02253828 PAN: ABZPV2473J	Independent/Non Executive	11.02.2015	10 months	2	1	-	
Mr.	Rakesh Makhija	DIN: 00117692 PAN: AEZPM2436D	Additional Independent Director	27.10.2015	2 months	2	-	-	
Mr.	V. Srinivasan	DIN: 00033882 PAN: AACPV1790Q	Deputy Managing Director	15.10.2015	-	1	1	-	
Mr.	Sanjeev Kumar Gupta	DIN: 00237353 PAN: AAAPG1605K	Executive Director (Corporate Centre)	04.09.2014	-	1	1	-	





\$PAN number of any director would not be displayed on the website of Stock Exchange
 & Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
 * To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵	
Name of Committee	Name of Committee members		
1. Audit Committee	Prof. Samir Barua Shri V. R. Kaundinya Shri K N Prithviraj Shri S. Vishwanathan	Chairperson of Committee / Independent / Non Executive Independent/Non Executive SUUTI Nominee/Non Executive Independent/Non Executive	
2. Nomination & Remuneration Committee	Shri Prasad Menon Shri K. N. Pathviraj Shri V. R. Kaundinya Shri Prof. Samir Barua Shri Rohit Bhagat	Chairperson of Committee / Independent / Non Executive SUUTI Nominee/Non Executive Independent/Non Executive Independent/Non Executive Independent/Non Executive	
3. Risk Management Committee (if applicable)	Prof. Samir Barua Dr. Sanjiv Misra Smt. Shikha Sharma Shri K N Prithviraj Shri Rohit Bhagat	Chairperson of Committee / Independent / Non Executive SUUTI Nominee / Non-Executive Managing Director & CEO (Executive) SUUTI Nominee/Non Executive Independent/Non Executive	
4. Stakeholders Relationship Committee	Shri V. R. Kaundinya Shri V. Srinivasan Shri Sanjeev K Gupta	Chairperson of Committee / Independent / Non Executive Deputy Managing Director (Executive) Executive Director	
⁵ Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors		Maximum gap between any two consecutive (in number of days)	
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		
20 th August 2015	27 th October, 2015		68 days

IV. Meeting of Committees	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	Committee of Directors: 6.11.2015, 1.12.2015 and 23.12.2015 Audit Committee: 08.10.2015, 27.10.2015, 1.12.2015 and 18.12.2015 Nomination and Remuneration Committee: 8.10.2015 and 26.10.2015 Risk Management Committee: 26.10.2015 Customer Service Committee: 26.10.2015 Stakeholders Relationship Committee: 14.10.2015 Special Committee of the Board of Directors for Monitoring of Large Value Frauds: 18.12.2015 IT Strategy Committee: 16.12.2015 Acquisition, Divestment and Merger Committee: - Corporate Social Responsibility Committee: - Committee of Whole-Time Directors: 28.10.2015 and 23.12.2015 Review Committee: -	Yes	5.8.2015, 7.9.2015 and 23.9.2015 23.07.2015, 5.8.2015, 2.9.2015 and 23.9.2015 24.07.2015 and 10.09.2015, 24.7.2015 25.07.2015 23.9.2015 16.9.2015 - 16.9.2015 28.07.2015 and 31.08.2015	35 days





* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions		Compliance status (Yes/No/NA) refer note
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes

Note

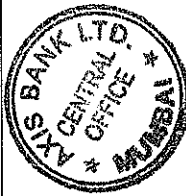
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: This will be placed at the ensuing Board Meeting.



Girish V. Koliyote
Company Secretary



15.01.2016