



AXIS/CO/CS/937/2014-15

January 12, 2015

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

BSE Limited
1st Floor, New Trading Ring, Rotunda Building
P. J. Towers, Dalal Street
Fort, Mumbai – 400 001

Dear Sir,

**SUB : COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 FOR THE QUARTER ENDED
31/12/2014 - AXIS BANK**

We are pleased to enclose a copy of the Compliance Report on Corporate Governance for the quarter ended 31st December, 2014, pursuant to clause 49 of the Listing Agreement.

Please take the same on your record.

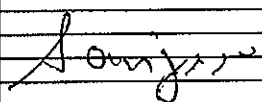

Yours faithfully,


Sanjeev Kapoor
Company Secretary
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Encl : a/a.

CC to : Shri Chandrashekhar Tilak, Executive Vice President, National Securities Depository Ltd

Shri Krishnamurthy Iyer, Assistant Vice President, Central Depository Services (India) Ltd.

Name of the Company : AXIS BANK LIMITED			
FOR THE QUARTER ENDED 31ST DECEMBER, 2014			
QUARTERLY COMPLIANCE REPORT AS PER CLAUSE 49 ON CORPORATE GOVERNANCE			
Particulars	Clause of Listing	Compliance Status	Remarks
	Agreement	(Yes/No/NA)	
II. Board of Directors			
(A) Composition of Board	49 (II A)	Yes	Smt. Shikha Sharma is presently the Managing Director & CEO w.e.f. 01/06/2009. Dr. Sanjiv Misra has been appointed as Non-Executive Chairman of the Bank wef 08/03/2013.
(B) Independent Directors	49 (II B)	Yes	
(C) Non-Executive Directors' compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	The Code(s) of conduct for the Board of Directors and for the senior management have been displayed on the Bank's website. Affirmations in respect of compliance with the codes as on 31/03/2014 has been obtained from all Directors and Senior Management Personnel. The Annual Report of the Bank for the year 2013-14 contained a declaration to this effect signed by Managing Director & CEO.
(F) Whistle Blower Policy	49 (II F)	Yes	
III. Audit Committee			
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee			
	49 (IV)	Yes	
V. Subsidiary Companies			
	49 (V)	Yes	
VI. Risk Management			
	49 (VI)	Yes	
VII. Related Party Transactions			
	49 (VII)	Yes	
VIII. Disclosures			
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	No changes have been made in the Accounting Treatment.
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from Public issues, rights issues, preferential issues, etc.	49 (VIII F)	Yes	
IX. CEO/CFO Certification			
	49 (IX)	Yes	The CEO/CFO certificate for FY 2013-14 was placed before the Board Meeting held on 25/04/2014. Further, a certificate from CEO/CFO is obtained at the end of every quarter.
X. Report on Corporate Governance			
	49 (X)	Yes	The Annual Report for the year 2013-14 includes the detailed report on Corporate Governance. The report for FY 2014-15 will form part of the Bank's Annual Report for FY 2014-2015.
XI. Compliance			
	49 (XI)	Yes	A certificate from the Bank's Statutory Auditors Deloitte Haskins & Sells regarding compliance of the Corporate Governance forms part of the Annual Report 2013-14 which was filed with the Stock Exchanges.
 			
Sanjeev Kapoor Company Secretary			
12.01.2015			