

FORM NO. MGT-9

Extract of Annual Return as on the Financial Year ended 31st March 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details:

i)	CIN	L65110GJ1993PLC020769
ii)	Registration Date	3 rd December 1993
iii)	Name of the Company	Axis Bank Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered office and contact details	'Trishul', 3 rd Floor, Opp. Samarsheshwar Temple, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380 006. Phone: +9179-66306161. Fax: +9179-26409321. Email Address: shareholders@axisbank.com
vi)	Whether listed company – Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent	Karvy Computershare Private Limited Unit: Axis Bank Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Phone No. : 1800-345-4001 and +9140 - 67162222 Fax No. : +9140 - 23001153 Email Address: einward.ris@karvy.com

II. Principal Business Activities of the Bank:

Sr. No.	Name and description of main products / services	NIC Code of the product/ service	% to total turnover of the Company
1	<ul style="list-style-type: none"> Deposits Loans Investments and foreign exchange 	Section K : Financial and Insurance activities Code : 64191	Not applicable

III. Particulars of Holding, Subsidiary and Associate Companies:

Sr. No.	Name of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Axis Capital Limited	U51900MH2005PLC157853	Subsidiary	99.99%	2(87)(ii)
2	Axis Private Equity Limited	U66020MH2006PLC165039	Subsidiary	99.99%	2(87)(ii)
3	Axis Trustee Services Limited	U74999MH2008PLC182264	Subsidiary	99.99%	2(87)(ii)
4	Axis Asset Management Company Limited	U65991MH2009PLC189558	Subsidiary	74.99%	2(87)(ii)
5	Axis Mutual Fund Trustee Limited	U66020MH2009PLC189325	Subsidiary	74.86%	2(87)(ii)
6	Axis Finance Limited	U65921MH1995PLC212675	Subsidiary	99.99%	2(87)(ii)
7	Axis Securities Limited	U74992MH2006PLC163204	Subsidiary	99.99%	2(87)(ii)
8	Axis Bank UK Limited	Foreign Company (07554558)	Subsidiary	100.00%	2(87)(ii)
9	Axis Securities Europe Limited	Foreign Company (05540630)	Subsidiary	100.00%	2(87)(ii)

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IV. Shareholding Pattern (Equity Share Capital Breakup as a Percentage of Total Equity)

i. Category-wise Shareholding

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoter									
(1) Indian									
a) Individual /HUF	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/ Financial Institutions	66,20,93,177	-	66,20,93,177	27.93	70,84,04,734	-	70,84,04,734	29.73	1.80
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1) :	66,20,93,177	-	66,20,93,177	27.93	70,84,04,734	-	70,84,04,734	29.73	1.80
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2) :	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	66,20,93,177	-	66,20,93,177	27.93	70,84,04,734	-	70,84,04,734	29.73	1.80
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	15,55,10,061	-	15,55,10,061	6.56	24,37,44,478	-	24,37,44,478	10.23	3.67
b) Banks/FI	13,77,755	-	13,77,755	0.06	29,41,869	-	29,41,869	0.12	0.06
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	14,50,74,071	-	14,50,74,071	6.12	12,79,82,352	-	12,79,82,352	5.37	(0.75)
g) FIs	1,10,56,36,277	-	1,10,56,36,277	46.64	97,35,24,319	-	97,35,24,319	40.86	(5.78)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Qualified Foreign Investor - Corporate)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1) :	1,40,75,98,164	-	1,40,75,98,164	59.38	1,34,81,93,018	-	1,34,81,93,018	56.58	(2.80)
(2) Non-Institutions									
a) Bodies Corporate	3,37,57,118	68,050	3,38,25,168	1.43	3,26,60,214	68,050	3,27,28,264	1.37	(0.06)
i. Indian	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(i) Individual shareholders holding nominal share capital upto ₹1 lakh	8,83,20,215	93,23,248	9,76,43,463	4.12	11,23,07,075	83,82,645	12,06,89,720	5.06	0.95
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	6,28,09,489	67,500	6,28,76,989	2.65	6,45,57,276	1,67,000	6,47,24,276	2.72	0.07
c) Others									
i. H U F	19,83,163	-	19,83,163	0.08	20,69,959	-	20,69,959	0.09	0.01
ii. Trusts	56,13,509	-	56,13,509	0.24	1,08,70,705	-	1,08,70,705	0.46	0.22
iii. Clearing Members	53,58,119	-	53,58,119	0.23	64,10,753	-	64,10,753	0.27	0.04
iv. NRIs	49,88,533	-	49,88,533	0.21	73,36,687	-	73,36,687	0.31	0.10
v. Foreign Bodies-DR	3,12,194	-	3,12,194	0.01	13,20,095	-	13,20,095	0.06	0.05
vi. Foreign Bank	1,46,195	-	1,46,195	0.01	1,25,195	-	1,25,195	0.01	-
vii. Foreign Nationals	500	-	500	0.00	700	-	700	-	-
Sub-Total (B)(2) :	20,32,89,035	94,58,798	21,27,47,833	8.97	23,76,58,659	86,17,695	24,62,76,354	10.34	1.37
Total Public Shareholding B=B(1)+B(2) :	1,61,08,87,199	94,58,798	1,62,03,45,997	68.35	1,58,58,51,677	86,17,695	1,59,44,69,372	66.91	(1.44)
C. Shares held by Custodian for GDRs	8,80,83,025	-	8,80,83,025	3.72	7,99,57,720	-	7,99,57,720	3.36	(0.36)
Grand Total (A+B+C)	2,36,10,63,401	94,58,798	2,37,05,22,199	100.00	2,37,42,14,131	86,17,695	2,38,28,31,826	100.00	

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% change in Share holding during the year
		No. of Shares	% of total Shares of the Bank	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Bank	% of Shares Pledged / encumbered to total Shares	
1	Administrator of the Specified Undertaking of the Unit Trust of India - (SUUTI)	27,48,40,905	11.59	-	27,48,40,905	11.53	-	(0.06)
2	Life Insurance Corporation of India	29,60,75,087	12.49	-	34,88,60,225	14.64	-	2.15
3	General Insurance Corporation of India	3,93,21,498	1.66	-	4,05,95,000	1.70	-	0.04
4	The New India Assurance Company Limited	2,66,07,567	1.12	-	2,61,03,585	1.10	-	(0.02)
5	National Insurance Company Limited	1,36,75,285	0.58	-	47,47,285	0.20	-	(0.38)
6	The Oriental Insurance Company Limited	62,30,020	0.26	-	63,30,020	0.27	-	0.01
7	United India Insurance Company Limited	53,42,815	0.23	-	69,27,714	0.29	-	0.06

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iii. Change in Promoters' Shareholding (Refer Note below)

Sr. No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the Year	
		No. of Shares at the beginning and end of the year	% of total Shares of the Bank				No. of Shares	% of total Shares of the Bank
1	Administrator of the Specified Undertaking of the Unit Trust of India	27,48,40,905	11.59	31/03/2015			27,48,40,905	11.59
		27,48,40,905	11.53	31/03/2016			27,48,40,905	11.53
2	Life Insurance Corporation of India	29,60,75,087	12.49	31/03/2015			29,60,75,087	12.49
				10/04/2015	10,41,983	Transfer	29,71,17,070	12.53
				17/04/2015	42,58,844	Transfer	30,13,75,914	12.71
				24/04/2015	53,79,586	Transfer	30,67,55,500	12.93
				01/05/2015	23,74,925	Transfer	30,91,30,425	13.03
				08/05/2015	25,32,549	Transfer	31,16,62,974	13.13
				15/05/2015	18,44,735	Transfer	31,35,07,709	13.20
				22/05/2015	14,70,012	Transfer	31,49,77,721	13.27
				29/05/2015	28,34,559	Transfer	31,78,12,280	13.38
				05/06/2015	24,43,939	Transfer	32,02,56,219	13.49
				12/06/2015	20,94,485	Transfer	32,23,50,704	13.57
				19/06/2015	50,88,061	Transfer	32,74,38,765	13.79
				17/07/2015	-6,21,798	Transfer	32,68,16,967	13.76
				24/07/2015	-5,70,000	Transfer	32,62,46,967	13.73
				31/07/2015	1,47,981	Transfer	32,63,94,948	13.74
				07/08/2015	1,44,236	Transfer	32,65,39,184	13.74
				07/08/2015	-35,250	Transfer	32,65,03,934	13.74
				14/08/2015	11,49,273	Transfer	32,76,53,207	13.79
				14/08/2015	-32,937	Transfer	32,76,20,270	13.79
				21/08/2015	21,36,508	Transfer	32,97,56,778	13.88
				28/08/2015	65,22,002	Transfer	33,62,78,780	14.15
				04/09/2015	25,000	Transfer	33,63,03,780	14.15
				11/09/2015	10,000	Transfer	33,63,13,780	14.15
				30/09/2015	25,000	Transfer	33,63,38,780	14.14
				16/10/2015	13,67,897	Transfer	33,77,06,677	14.20
				23/10/2015	67,860	Transfer	33,77,74,537	14.20
				30/10/2015	6,00,000	Transfer	33,83,74,537	14.23
				06/11/2015	37,31,512	Transfer	34,21,06,049	14.39
				13/11/2015	17,51,726	Transfer	34,38,57,775	14.46
				27/11/2015	2,450	Transfer	34,38,60,225	14.46
				08/01/2016	10,00,000	Transfer	34,48,60,225	14.50
				15/01/2016	27,38,284	Transfer	34,75,98,509	14.61
				22/01/2016	12,64,016	Transfer	34,88,62,525	14.66
				22/01/2016	-2,300	Transfer	34,88,60,225	14.66
				18/03/2016	4,000	Transfer	34,88,64,225	14.65
				18/03/2016	-4,000	Transfer	34,88,60,225	14.65
		34,88,60,225	14.64	31/03/2016			34,88,60,225	14.64

Sr. No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the Year	
		No. of Shares at the beginning and end of the year	% of total Shares of the Bank				No. of Shares	% of total Shares of the Bank
3	General Insurance Corporation of India	3,93,21,498	1.66	31/03/2015			3,93,21,498	1.66
				01/05/2015	75,000	Transfer	3,93,96,498	1.66
				08/05/2015	1,00,000	Transfer	3,94,96,498	1.66
				15/05/2015	1,70,000	Transfer	3,96,66,498	1.67
				28/08/2015	30,000	Transfer	3,96,96,498	1.67
				04/09/2015	80,000	Transfer	3,97,76,498	1.67
				11/09/2015	1,11,338	Transfer	3,98,87,836	1.68
				18/12/2015	80,000	Transfer	3,99,67,836	1.68
				25/12/2015	75,000	Transfer	4,00,42,836	1.68
				31/12/2015	1,25,000	Transfer	4,01,67,836	1.69
				08/01/2016	1,32,164	Transfer	4,03,00,000	1.69
				15/01/2016	1,00,000	Transfer	4,04,00,000	1.70
				22/01/2016	20,000	Transfer	4,04,20,000	1.70
				12/02/2016	90,000	Transfer	4,05,10,000	1.70
				19/02/2016	20,000	Transfer	4,05,30,000	1.70
				26/02/2016	65,000	Transfer	4,05,95,000	1.71
		4,05,95,000	1.70	31/03/2016			4,05,95,000	1.70
4	The New India Assurance Company Limited	2,66,07,567	1.12	31/03/2015			2,66,07,567	1.12
				29/05/2015	-1,44,482	Transfer	2,64,63,085	1.11
				05/06/2015	-61,500	Transfer	2,64,01,585	1.11
				12/06/2015	-75,000	Transfer	2,63,26,585	1.11
				19/06/2015	-85,000	Transfer	2,62,41,585	1.10
				26/06/2015	-1,37,500	Transfer	2,61,04,085	1.10
				30/06/2015	-42,500	Transfer	2,60,61,585	1.10
				03/07/2015	-35,000	Transfer	2,60,26,585	1.10
				07/08/2015	-10,000	Transfer	2,60,16,585	1.09
				19/02/2016	22,000	Transfer	2,60,38,585	1.09
				26/02/2016	30,000	Transfer	2,60,68,585	1.09
				04/03/2016	35,000	Transfer	2,61,03,585	1.10
		2,61,03,585	1.10	31/03/2016			2,61,03,585	1.10
5	National Insurance Company Limited	1,36,75,285	0.58	31/03/2015			1,36,75,285	0.58
				17/04/2015	2,00,000	Transfer	1,38,75,285	0.58
				29/05/2015	-1,00,000	Transfer	1,37,75,285	0.58
				10/07/2015	-1,00,000	Transfer	1,36,75,285	0.58
				17/07/2015	-2,00,000	Transfer	1,34,75,285	0.57
				11/12/2015	92,000	Transfer	1,35,67,285	0.57
				25/12/2015	50,000	Transfer	1,36,17,285	0.57
				15/01/2016	30,000	Transfer	1,36,47,285	0.57
				19/02/2016	-2,04,388	Transfer	1,34,42,897	0.56
				04/03/2016	-12,95,612	Transfer	1,21,47,285	0.51
				11/03/2016	-17,86,015	Transfer	1,03,61,270	0.44
				18/03/2016	-25,13,985	Transfer	78,47,285	0.33
				25/03/2016	-15,00,000	Transfer	63,47,285	0.27
				31/03/2016	-16,00,000	Transfer	47,47,285	0.20
		47,47,285	0.20	31/03/2016			47,47,285	0.20

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Sr. No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the Year	
		No. of Shares at the beginning and end of the year	% of total Shares of the Bank				No. of Shares	% of total Shares of the Bank
6	The Oriental Insurance Company Limited	62,30,020	0.26	31/03/2015			62,30,020	0.26
				04/09/2015	10,000	Transfer	62,40,020	0.26
				11/09/2015	17,215	Transfer	62,57,235	0.26
				06/11/2015	25,000	Transfer	62,82,235	0.26
				20/11/2015	15,000	Transfer	62,97,235	0.26
				27/11/2015	13,200	Transfer	63,10,435	0.27
				04/12/2015	19,585	Transfer	63,30,020	0.27
		63,30,020	0.27	31/03/2016			63,30,020	0.27
7	United India Insurance Company Limited	53,42,815	0.23	31/03/2015			53,42,815	0.23
				24/04/2015	20,000	Transfer	53,62,815	0.23
				28/08/2015	30,000	Transfer	53,92,815	0.23
				04/09/2015	1,10,000	Transfer	55,02,815	0.23
				11/09/2015	87,594	Transfer	55,90,409	0.24
				18/09/2015	95,000	Transfer	56,85,409	0.24
				25/09/2015	25,000	Transfer	57,10,409	0.24
				30/09/2015	37,500	Transfer	57,47,909	0.24
				09/10/2015	75,300	Transfer	58,23,209	0.24
				16/10/2015	1,37,500	Transfer	59,60,709	0.25
				23/10/2015	78,250	Transfer	60,38,959	0.25
				30/10/2015	50,000	Transfer	60,88,959	0.26
				06/11/2015	1,35,000	Transfer	62,23,959	0.26
				13/11/2015	75,000	Transfer	62,98,959	0.26
				20/11/2015	1,05,000	Transfer	64,03,959	0.27
				27/11/2015	60,000	Transfer	64,63,959	0.27
				04/12/2015	25,000	Transfer	64,88,959	0.27
				11/12/2015	33,755	Transfer	65,22,714	0.27
				18/12/2015	50,000	Transfer	65,72,714	0.28
				25/12/2015	30,000	Transfer	66,02,714	0.28
				31/12/2015	1,20,000	Transfer	67,22,714	0.28
				08/01/2016	55,000	Transfer	67,77,714	0.28
				15/01/2016	50,000	Transfer	68,27,714	0.29
				22/01/2016	40,000	Transfer	68,67,714	0.29
				05/02/2016	30,000	Transfer	68,97,714	0.29
				12/02/2016	30,000	Transfer	69,27,714	0.29
		69,27,714	0.29	31/03/2016			69,27,714	0.29

Note: Date of change is the date of the shareholding statement i.e. the date on which the statements of beneficial ownerships is received from the depositories.

iv. Shareholding pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): (Refer Note below)

Sr. No	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning and end of the year	% of total shares of the Bank				No of Shares	% of total shares of the Bank
1	Europacific Growth Fund	10,41,67,415	4.39				10,41,67,415	4.39
				10/04/2015	-42,82,230	Sale	9,98,85,185	4.21
				17/04/2015	-7,33,662	Sale	9,91,51,523	4.18
				08/05/2015	-80,67,486	Sale	9,10,84,037	3.84
				15/05/2015	-7,59,129	Sale	9,03,24,908	3.80
				22/05/2015	-2,37,81,473	Sale	6,65,43,435	2.80
				29/05/2015	-1,93,06,020	Sale	4,72,37,415	1.99
				26/06/2015	-9,95,474	Sale	4,62,41,941	1.95
				03/07/2015	-21,92,555	Sale	4,40,49,386	1.85
				10/07/2015	-18,92,959	Sale	4,21,56,427	1.77
				17/07/2015	-22,05,012	Sale	3,99,51,415	1.68
				27/11/2015	-1,46,50,000	Sale	2,53,01,415	1.06
				04/12/2015	-39,07,525	Sale	2,13,93,890	0.90
		2,13,93,890	0.90	31/03/2016			2,13,93,890	0.90
2	ICICI Prudential Life Insurance Company Limited	5,37,72,825	2.27				5,37,72,825	2.27
				10/04/2015	-8,23,796	Sale	5,29,49,029	2.23
				17/04/2015	-5,37,950	Sale	5,24,11,079	2.21
				24/04/2015	1,00,882	Purchase	5,25,11,961	2.21
				01/05/2015	1,33,326	Purchase	5,26,45,287	2.22
				08/05/2015	1,80,043	Purchase	5,28,25,330	2.23
				15/05/2015	2,07,939	Purchase	5,30,33,269	2.23
				22/05/2015	5,652	Purchase	5,30,38,921	2.23
				29/05/2015	-3,60,738	Sale	5,26,78,183	2.22
				05/06/2015	-2,13,879	Sale	5,24,64,304	2.21
				12/06/2015	92,032	Purchase	5,25,56,336	2.21
				19/06/2015	95,475	Purchase	5,26,51,811	2.22
				26/06/2015	-39,423	Sale	5,26,12,388	2.22
				30/06/2015	12,297	Purchase	5,26,24,685	2.22
				03/07/2015	64,963	Purchase	5,26,89,648	2.22
				10/07/2015	1,85,862	Purchase	5,28,75,510	2.23
				17/07/2015	-2,97,798	Sale	5,25,77,712	2.21
				24/07/2015	83,196	Purchase	5,26,60,908	2.22
				31/07/2015	-31,091	Sale	5,26,29,817	2.22
				07/08/2015	59,093	Purchase	5,26,88,910	2.22
				14/08/2015	1,114	Purchase	5,26,90,024	2.22
				21/08/2015	36,095	Purchase	5,27,26,119	2.22
				28/08/2015	3,52,603	Purchase	5,30,78,722	2.23
				04/09/2015	-4,93,597	Sale	5,25,85,125	2.21
				11/09/2015	3,42,765	Purchase	5,29,27,890	2.23
				18/09/2015	1,85,128	Purchase	5,31,13,018	2.23

FORM NO. MGT-9 (CONT.)

Sr. No	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning and end of the year	% of total shares of the Bank				No of Shares	% of total shares of the Bank
	ICICI Prudential Life Insurance Company Limited			25/09/2015	1,99,172	Purchase	5,33,12,190	2.24
				30/09/2015	-1,23,049	Sale	5,31,89,141	2.24
				02/10/2015	1,65,433	Purchase	5,33,54,574	2.24
				09/10/2015	1,75,570	Purchase	5,35,30,144	2.25
				16/10/2015	-1,33,396	Sale	5,33,96,748	2.25
				23/10/2015	-18,975	Sale	5,33,77,773	2.24
				30/10/2015	-5,43,337	Sale	5,28,34,436	2.22
				06/11/2015	3,38,352	Purchase	5,31,72,788	2.24
				13/11/2015	2,39,235	Purchase	5,34,12,023	2.25
				20/11/2015	2,64,241	Purchase	5,36,76,264	2.26
				27/11/2015	17,33,993	Purchase	5,54,10,257	2.33
				04/12/2015	10,66,637	Purchase	5,64,76,894	2.37
				11/12/2015	9,94,325	Purchase	5,74,71,219	2.42
				18/12/2015	18,27,589	Purchase	5,92,98,808	2.49
				25/12/2015	4,70,191	Purchase	5,97,68,999	2.51
				31/12/2015	1,93,064	Purchase	5,99,62,063	2.52
				01/01/2016	2,25,520	Purchase	6,01,87,583	2.53
				08/01/2016	-91,793	Sale	6,00,95,790	2.53
				15/01/2016	15,37,311	Purchase	6,16,33,101	2.59
				22/01/2016	30,70,221	Purchase	6,47,03,322	2.72
				29/01/2016	2,35,837	Purchase	6,49,39,159	2.73
				05/02/2016	62,0376	Purchase	6,55,59,535	2.75
				12/02/2016	89,458	Purchase	6,56,48,993	2.76
				19/02/2016	9,88,637	Purchase	6,66,37,630	2.80
				26/02/2016	2,78,868	Purchase	6,69,16,498	2.81
				04/03/2016	46,474	Purchase	6,69,62,972	2.81
				11/03/2016	1,16,942	Purchase	6,70,79,914	2.82
				18/03/2016	21,560	Purchase	6,71,01,474	2.82
				25/03/2016	4,34,195	Purchase	6,75,35,669	2.83
				31/03/2016	24,180	Purchase	6,75,59,849	2.84
		6,75,59,849	2.84	31/03/2016			6,75,59,849	2.84
3	Copthall Mauritius Investment Limited	3,90,51,613	1.65				3,90,51,613	1.65
				10/04/2015	2,19,316	Purchase	3,92,70,929	1.66
				17/04/2015	4,864	Purchase	3,92,75,793	1.66
				24/04/2015	-2,10,263	Sale	3,90,65,530	1.65
				01/05/2015	-2,567	Sale	3,90,62,963	1.65
				08/05/2015	-5,90,772	Sale	3,84,72,191	1.62
				15/05/2015	-2,71,838	Sale	3,82,00,353	1.61
				22/05/2015	-94,000	Sale	3,81,06,353	1.60
				29/05/2015	-5,25,320	Sale	3,75,81,033	1.58
				05/06/2015	-32,000	Sale	3,75,49,033	1.58
				12/06/2015	-2,04,007	Sale	3,73,45,026	1.57

Sr. No	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning and end of the year	% of total shares of the Bank				No of Shares	% of total shares of the Bank
	Copthall Mauritius Investment Limited			19/06/2015	-4,37,287	Sale	3,69,07,739	1.55
				26/06/2015	-2,93,896	Sale	3,66,13,843	1.54
				30/06/2015	-50,589	Sale	3,65,63,254	1.54
				03/07/2015	-26,02,528	Sale	3,39,60,726	1.43
				10/07/2015	-36,920	Sale	3,39,23,806	1.43
				17/07/2015	-1,33,209	Sale	3,37,90,597	1.42
				24/07/2015	50,000	Purchase	3,38,40,597	1.42
				31/07/2015	11,23,400	Purchase	3,49,63,997	1.47
				07/08/2015	-61,908	Sale	3,49,02,089	1.47
				21/08/2015	10,732	Purchase	3,49,12,821	1.47
				28/08/2015	-31,72,940	Sale	3,17,39,881	1.34
				04/09/2015	-4,24,958	Sale	3,13,14,923	1.32
				11/09/2015	2,81,003	Purchase	3,15,95,926	1.33
				18/09/2015	-11,75,034	Sale	3,04,20,892	1.28
				30/09/2015	-1,33,378	Sale	3,02,87,514	1.27
				02/10/2015	7,400	Purchase	3,02,94,914	1.27
				09/10/2015	6,05,170	Purchase	3,09,00,084	1.30
				16/10/2015	10,18,809	Purchase	3,19,18,893	1.34
				23/10/2015	-60,489	Sale	3,18,58,404	1.34
				30/10/2015	-9,60,316	Sale	3,08,98,088	1.30
				06/11/2015	11,58,028	Purchase	3,20,56,116	1.35
				13/11/2015	-8,10,703	Sale	3,12,45,413	1.31
				20/11/2015	-4,89,762	Sale	3,07,55,651	1.29
				27/11/2015	-4,80,549	Sale	3,02,75,102	1.27
				04/12/2015	-2,42,290	Sale	3,00,32,812	1.26
				11/12/2015	2,31,893	Purchase	3,02,64,705	1.27
				18/12/2015	4,79,113	Purchase	3,07,43,818	1.29
				25/12/2015	2,31,615	Purchase	3,09,75,433	1.30
				31/12/2015	4,60,524	Purchase	3,14,35,957	1.32
				01/01/2016	4,051	Purchase	3,14,40,008	1.32
				08/01/2016	-9,287	Sale	3,14,30,721	1.32
				15/01/2016	-18,75,606	Sale	2,95,55,115	1.24
				22/01/2016	1,63,316	Purchase	2,97,18,431	1.25
				29/01/2016	-4,73,223	Sale	2,92,45,208	1.23
				05/02/2016	-17,89,416	Sale	2,74,55,792	1.15
				12/02/2016	-7,47,877	Sale	2,67,07,915	1.12
				19/02/2016	-11,50,000	Sale	2,55,57,915	1.07
				26/02/2016	22,198	Purchase	2,55,80,113	1.07
				04/03/2016	-1,06,14,396	Sale	1,49,65,717	0.63
				11/03/2016	50,618	Purchase	1,50,16,335	0.63
				18/03/2016	1,43,081	Purchase	1,51,59,416	0.64
				25/03/2016	3,91,673	Purchase	1,55,51,089	0.65
				31/03/2016	-7,78,357	Sale	1,47,72,732	0.62
		1,47,72,732	0.62	31/03/2016			1,47,72,732	0.62

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Sr. No	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning and end of the year	% of total shares of the Bank				No of Shares	% of total shares of the Bank
4	Lazard Asset Management Llc A/C Lazard Emerging Markets Portfolio	3,32,37,161	1.40				3,32,37,161	1.40
				28/08/2015	-5,12,290	Sale	3,27,24,871	1.38
				18/09/2015	-13,73,915	Sale	3,13,50,956	1.32
				25/09/2015	-10,83,257	Sale	3,02,67,699	1.27
				06/11/2015	-7,90,217	Sale	2,94,77,482	1.24
				04/12/2015	-8,50,100	Sale	2,86,27,382	1.20
				25/12/2015	-7,87,255	Sale	2,78,40,127	1.17
				31/12/2015	-8,76,753	Sale	2,69,63,374	1.13
		2,69,63,374	1.13	31/03/2016			2,69,63,374	1.13
5	Morgan Stanley Asia (Singapore) Pte.	3,11,03,634	1.31				3,11,03,634	1.31
				10/04/2015	1,48,928	Purchase	3,12,52,562	1.32
				17/04/2015	-5,69,822	Sale	3,06,82,740	1.29
				24/04/2015	-6,03,479	Sale	3,00,79,261	1.27
				01/05/2015	2,03,425	Purchase	3,02,82,686	1.28
				08/05/2015	-8,02,481	Sale	2,94,80,205	1.24
				15/05/2015	2,03,386	Purchase	2,96,83,591	1.25
				22/05/2015	-4,0811	Sale	2,96,42,780	1.25
				29/05/2015	-4,91,210	Sale	2,91,51,570	1.23
				05/06/2015	-6,40,540	Sale	2,85,11,030	1.20
				12/06/2015	-6,38,145	Sale	2,78,72,885	1.17
				19/06/2015	3,40,117	Purchase	2,82,13,002	1.19
				26/06/2015	55,298	Purchase	2,82,68,300	1.19
				30/06/2015	-3,00,084	Sale	2,79,68,216	1.18
				03/07/2015	4,66,816	Purchase	2,84,35,032	1.20
				10/07/2015	-22,372	Sale	2,84,12,660	1.20
				17/07/2015	3,23,024	Purchase	2,87,35,684	1.21
				24/07/2015	-12,51,688	Sale	2,74,83,996	1.16
				31/07/2015	19,584	Purchase	2,75,03,580	1.16
				07/08/2015	-8,86,991	Sale	2,66,16,589	1.12
				14/08/2015	-5,80,582	Sale	2,60,36,007	1.10
				21/08/2015	-1,36,634	Sale	2,58,99,373	1.09
				28/08/2015	-8,26,091	Sale	2,50,73,282	1.05
				04/09/2015	-5,14,072	Sale	2,45,59,210	1.03
				11/09/2015	-14,17,053	Sale	2,31,42,157	0.97
				18/09/2015	-9,34,722	Sale	2,22,07,435	0.93
				25/09/2015	3,21,719	Purchase	2,25,29,154	0.95
				30/09/2015	2,43,501	Purchase	2,27,72,655	0.96
				02/10/2015	-1,31,460	Sale	2,26,41,195	0.95
				09/10/2015	-83,443	Sale	2,25,57,752	0.95
				16/10/2015	-14,46,068	Sale	2,11,11,684	0.89
				23/10/2015	38,153	Purchase	2,11,49,837	0.89

Sr. No	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning and end of the year	% of total shares of the Bank				No of Shares	% of total shares of the Bank
	Morgan Stanley Asia (Singapore) Pte.			30/10/2015	-18,49,889	Sale	1,92,99,948	0.81
				06/11/2015	-14,04,393	Sale	1,78,95,555	0.75
				13/11/2015	-2,70,564	Sale	1,76,24,991	0.74
				20/11/2015	-2,01,500	Sale	1,74,23,491	0.73
				27/11/2015	-1,55,395	Sale	1,72,68,096	0.73
				04/12/2015	25,676	Purchase	17,293,772	0.73
				11/12/2015	31,17,101	Purchase	2,04,10,873	0.86
				18/12/2015	7,76,632	Purchase	2,11,87,505	0.89
				25/12/2015	2,56,934	Purchase	2,14,44,439	0.90
				31/12/2015	28,47,807	Purchase	2,42,92,246	1.02
				08/01/2016	18,55,645	Purchase	2,61,47,891	1.10
				15/01/2016	-3,04,709	Sale	2,58,43,182	1.09
				22/01/2016	-22,09,753	Sale	2,36,33,429	0.99
				29/01/2016	-5,84,079	Sale	2,30,49,350	0.97
				05/02/2016	-15,87,757	Sale	2,14,61,593	0.90
				12/02/2016	-24,66,291	Sale	1,89,95,302	0.80
				19/02/2016	-6,53,731	Sale	1,83,41,571	0.77
				26/02/2016	-36,91,862	Sale	1,46,49,709	0.62
				04/03/2016	-41,58,119	Sale	1,04,91,590	0.44
				11/03/2016	-79,826	Sale	1,04,11,764	0.44
				18/03/2016	-6,31,520	Sale	97,80,244	0.41
				25/03/2016	1,41,344	Purchase	99,21,588	0.42
				31/03/2016	3,69,999	Purchase	1,02,91,587	0.43
		1,02,91,587	0.43	31/03/2016			1,02,91,587	0.43
6	Goldman Sachs (Singapore) Pte.	2,78,65,388	1.18				2,78,65,388	1.18
				10/04/2015	-1,50,694	Sale	2,77,14,694	1.17
				17/04/2015	46,01,569	Purchase	3,23,16,263	1.36
				24/04/2015	-23,41,331	Sale	2,99,74,932	1.26
				01/05/2015	-7,90,663	Sale	2,91,84,269	1.23
				08/05/2015	-5,60,229	Sale	2,86,24,040	1.21
				15/05/2015	5,95,358	Purchase	2,92,19,398	1.23
				22/05/2015	-38,132	Sale	2,91,81,266	1.23
				29/05/2015	87,39,313	Purchase	3,79,20,579	1.60
				05/06/2015	-13,45,181	Sale	3,65,75,398	1.54
				12/06/2015	-16,20,179	Sale	3,49,55,219	1.47
				19/06/2015	-70,52,897	Sale	2,79,02,322	1.17
				26/06/2015	-39,84,143	Sale	2,39,18,179	1.01
				30/06/2015	-11,53,758	Sale	2,27,64,421	0.96
				03/07/2015	-9,81,199	Sale	2,17,83,222	0.92
				10/07/2015	4,329	Purchase	2,17,87,551	0.92
				17/07/2015	-4,67,018	Sale	2,13,20,533	0.90
				24/07/2015	3,63,443	Purchase	2,16,83,976	0.91

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Sr. No	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning and end of the year	% of total shares of the Bank				No of Shares	% of total shares of the Bank
	Goldman Sachs (Singapore) Pte.			31/07/2015	-3,55,141	Sale	2,13,28,835	0.90
				07/08/2015	7,43,765	Purchase	2,20,72,600	0.93
				14/08/2015	6,77,543	Purchase	2,27,50,143	0.96
				21/08/2015	-5,62,591	Sale	2,21,87,552	0.93
				28/08/2015	-35,25,500	Sale	1,86,62,052	0.79
				04/09/2015	-3,17,770	Sale	1,83,44,282	0.77
				11/09/2015	-16,33,021	Sale	1,67,11,261	0.70
				18/09/2015	-3,01,714	Sale	1,64,09,547	0.69
				25/09/2015	-22,75,595	Sale	1,41,33,952	0.59
				30/09/2015	-3,02,300	Sale	1,38,31,652	0.58
				02/10/2015	-7,51,000	Sale	1,30,80,652	0.55
				09/10/2015	-46,644	Sale	1,30,34,008	0.55
				16/10/2015	34,94,912	Purchase	1,65,28,920	0.70
				23/10/2015	1,76,082	Purchase	1,67,05,002	0.70
				30/10/2015	-16,22,229	Sale	1,50,82,773	0.63
				06/11/2015	-5,02,999	Sale	1,45,79,774	0.61
				13/11/2015	72,000	Purchase	1,46,51,774	0.62
				20/11/2015	11,56,508	Purchase	1,58,08,282	0.66
				27/11/2015	3,24,726	Purchase	1,61,33,008	0.68
				04/12/2015	5,76,571	Purchase	1,67,09,579	0.70
				11/12/2015	22,96,252	Purchase	1,90,05,831	0.80
				18/12/2015	35,76,542	Purchase	2,25,82,373	0.95
				25/12/2015	7,63,000	Purchase	2,33,45,373	0.98
				31/12/2015	-5,34,838	Sale	2,28,10,535	0.96
				01/01/2016	2,79,000	Purchase	2,30,89,535	0.97
				08/01/2016	25,239	Purchase	2,31,14,774	0.97
				15/01/2016	18,36,569	Purchase	2,49,51,343	1.05
				22/01/2016	3,50,834	Purchase	2,53,02,177	1.06
				29/01/2016	-30,94,331	Sale	2,22,07,846	0.93
				05/02/2016	1,832	Purchase	2,22,09,678	0.93
				12/02/2016	11,56,493	Purchase	2,33,66,171	0.98
				19/02/2016	6,51,172	Purchase	2,40,17,343	1.01
				26/02/2016	15,36,441	Purchase	2,55,53,784	1.07
				04/03/2016	-51,46,186	Sale	2,04,07,598	0.86
				11/03/2016	7,75,877	Purchase	2,11,83,475	0.89
				18/03/2016	26,51,398	Purchase	2,38,34,873	1.00
				25/03/2016	-19,247	Sale	2,38,15,626	1.00
				31/03/2016	4,98,960	Purchase	2,43,14,586	1.02
		2,43,14,586	1.02	31/03/2016			2,43,14,586	1.02
7	Centaura Investments (Mauritius) Pte. Limited	2,68,56,320	1.13				2,68,56,320	1.13
				04/09/2015	-13,08,412	Sale	2,55,47,908	1.07
		2,55,47,908	1.07	31/03/2016			2,55,47,908	1.07

Sr. No	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No of Shares at the beginning and end of the year	% of total shares of the Bank				No of Shares	% of total shares of the Bank
8	Genesis Indian Investment Company Limited -General Sub Fund	2,52,23,650	1.06				2,52,23,650	1.06
				11/12/2015	-20,60,721	Sale	2,31,62,929	0.97
				04/03/2016	-2,24,26,243	Sale	7,36,686	0.03
				31/03/2016	-7,36,686	Sale		
				31/03/2016				
9	Government Pension Fund Global	2,45,22,713	1.03				2,45,22,713	1.03
				17/04/2015	-34,293	Sale	2,44,88,420	1.03
				01/05/2015	13,25,000	Purchase	2,58,13,420	1.09
				08/05/2015	30,02,997	Purchase	2,88,16,417	1.21
				15/05/2015	98,606	Purchase	2,89,15,023	1.22
				29/05/2015	40,71,809	Purchase	3,29,86,832	1.39
				26/06/2015	7,64,387	Purchase	3,37,51,219	1.42
				10/07/2015	-5,01,226	Sale	3,32,49,993	1.40
				04/09/2015	-7,22,182	Sale	3,25,27,811	1.37
				18/09/2015	49,000	Purchase	3,25,76,811	1.37
				25/09/2015	5,39,549	Purchase	3,31,16,360	1.39
				09/10/2015	-4,62,000	Sale	3,26,54,360	1.37
				30/10/2015	-2,50,000	Sale	3,24,04,360	1.36
				20/11/2015	2,00,000	Purchase	3,26,04,360	1.37
				11/12/2015	-8,30,389	Sale	3,17,73,971	1.34
				18/12/2015	-4,53,801	Sale	3,13,20,170	1.32
				25/12/2015	-15,24,136	Sale	2,97,96,034	1.25
				31/12/2015	4,59,960	Purchase	3,02,55,994	1.27
				22/01/2016	2,72,900	Purchase	3,05,28,894	1.28
				29/01/2016	15,18,000	Purchase	3,20,46,894	1.35
				12/02/2016	18,31,429	Purchase	3,38,78,323	1.42
				26/02/2016	-12,89,594	Sale	3,25,88,729	1.37
				25/03/2016	30,00,000	Purchase	3,55,88,729	1.49
				31/03/2016	-4,87,387	Sale	3,51,01,342	1.47
		3,51,01,342	1.47	31/03/2016			3,51,01,342	1.47
10	American Funds Insurance Series International Fund	1,88,32,249	0.79				1,88,32,249	0.79
				10/04/2015	-41,18,018	Sale	1,47,14,231	0.62
				17/04/2015	-6,45,071	Sale	1,40,69,160	0.59
				01/05/2015	-11,79,562	Sale	1,28,89,598	0.54
				08/05/2015	-11,93,155	Sale	1,16,96,443	0.49
				15/05/2015	-52,722	Sale	1,16,43,721	0.49
				22/05/2015	-40,03,134	Sale	76,40,587	0.32
				29/05/2015	-33,96,867	Sale	42,43,720	0.18
				26/06/2015	-1,39,590	Sale	41,04,130	0.17
				03/07/2015	-3,07,445	Sale	37,96,685	0.16
				10/07/2015	-2,65,437	Sale	35,31,248	0.15
				17/07/2015	-3,09,193	Sale	32,22,055	0.14
		32,22,055	0.14	31/03/2016			32,22,055	0.14

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- Note :**
- 1 Top ten shareholders of the Bank at the beginning of the year have been considered, for the above disclosures.
 - 2 Date of change is the date of the shareholding statement i.e. the date on which the statements of beneficial ownerships is received from the depositories.
 - 3 Date of separation of the following shareholders from the top ten shareholders are as under:
 - i American Funds Insurance Series International Fund - 10th April 2015
 - ii Morgan Stanley Asia (Singapore) PTE. - 30th October 2015
 - iii Cophall Mauritius Investment Limited - 4th March 2016
 - iv Genesis Indian Investment Company Limited - General Sub Fund - 4th March 2016

v. Shareholding Pattern of Directors and Key Managerial Personnel: (Refer Note below)

Sr. No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year			
		No. of shares at the beginning and end of the year	% of total shares of the Bank				No. of shares	% of total shares of the Bank		
1	Shikha Sharma	3,50,000	0.01	31/03/2015			3,50,000	0.01		
				29/01/2016	-15,000	Transfer	3,35,000	0.01		
				05/02/2016	-65,000	Transfer	2,70,000	0.01		
				12/02/2016	-2,000	Transfer	2,68,000	0.01		
				19/02/2016	1,00,000	ESOP Allotment	3,68,000	0.02		
				26/02/2016	-50,000	Transfer	3,18,000	0.01		
				04/03/2016	1,32,000	ESOP Allotment	4,50,000	0.02		
				11/03/2016	-60,000	Transfer	3,90,000	0.02		
				18/03/2016	-25,000	Transfer	3,65,000	0.02		
				25/03/2016	5,000	ESOP Allotment	3,70,000	0.02		
				31/03/2016	65,000	ESOP Allotment	4,35,000	0.02		
				31/03/2016	4,85,000	0.02	50,000		4,85,000	0.02
				2	V. Srinivasan	4,37,500	0.02	31/03/2015		
04/09/2015	25,000	ESOP Allotment	4,62,500					0.02		
18/09/2015	75,000	ESOP Allotment	5,37,500					0.02		
22/01/2016	1,40,000	ESOP Allotment	6,77,500					0.03		
18/03/2016	1,27,500	ESOP Allotment	8,05,000					0.03		
28/03/2016	1,27,500	ESOP Allotment	9,32,500					0.04		
31/03/2016	9,32,500	0.04							9,32,500	0.04
31/03/2016	75,565	0.00							75,565	0.00
3	Sanjeev Kumar Gupta	75,565	0.00	31/03/2015			75,565	0.00		
				08/05/2015	12,500	Transfer	88,065	0.00		
				14/08/2015	-20,000	Transfer	68,065	0.00		
				28/08/2015	-5,000	Transfer	63,065	0.00		
				30/09/2015	-15,000	Transfer	48,065	0.00		
				06/11/2015	-48,000	Transfer	65	0.00		
				13/11/2015	27,500	ESOP Allotment	27,565	0.00		
				20/11/2015	-13,000	Transfer	14,565	0.00		
				27/11/2015	-14,000	Transfer	565	0.00		
				11/12/2015	21,000	ESOP Allotment	21,565	0.00		
18/12/2015	15,000	ESOP Allotment	36,565	0.00						

Sr. No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning and end of the year	% of total shares of the Bank				No. of shares	% of total shares of the Bank
	Sanjeev Kumar Gupta			08/01/2016	2,000	ESOP Allotment	38,565	0.00
				29/01/2016	11,500	ESOP Allotment	50,065	0.00
				05/02/2016	-10,000	Transfer	40,065	0.00
				19/02/2016	-30,000	Transfer	10,065	0.00
				04/03/2016	25,000	Transfer	35,065	0.00
				11/03/2016	-35,000	Transfer	65	0.00
				18/03/2016	1,935	ESOP Allotment	2,000	0.00
		2,000	0.00	31/03/2016			2,000	0.00
4	Jairam Sridharan	24,000	0.00	31/03/2015			24,000	0.00
				08/05/2015	27,000	Transfer	51,000	0.00
				22/05/2015	15,000	Transfer	66,000	0.00
				07/08/2015	-28,284	Transfer	37,716	0.00
				30/09/2015	10,000	Transfer	47,716	0.00
				12/02/2016	64,500	Transfer	1,12,216	0.00
				26/02/2016	-60,500	Transfer	51,716	0.00
				31/03/2016	10,000	Transfer	61,716	0.00
		61,716	0.00	31/03/2016			61,716	0.00
5	V. R. Kaundinya	5,000	0.00	31/03/2015			5,000	0.00
		5,000	0.00	31/03/2016			5,000	0.00
6	Sanjeev Kapoor	0	0.00	31/03/2015			0	0.00
				22/05/2015	200	Transfer	200	0.00
				29/05/2015	100	Transfer	300	0.00
				12/06/2015	300	Transfer	600	0.00
				19/06/2015	900	Transfer	1,500	0.00
		1,500	0.00	31/03/2016			1,500	0.00
7	Girish V. Koliyote	0	0.00	31/03/2015			0	0.00
		0	0.00	31/03/2016			0	0.00

Note :

- Shri Sanjeev Kumar Gupta, Executive Director (Corporate Centre) of the Bank had stepped down as the Chief Financial Officer of the Bank, w.e.f. the close of business hours on 27th October 2015 and continued to be Executive Director (Corporate Centre) of the Bank upto the close of business hours on 18th March 2016.
- Shri Jairam Sridharan was appointed as the Chief Financial Officer of the Bank, w.e.f. 28th October 2015. Shri Jairam Sridharan is currently designated as President & Chief Financial Officer of the Bank.
- Shri Sanjeev Kapoor resigned as the Company Secretary of the Bank, w.e.f. the close of business hours on 30th April 2015.
- Shri Girish V. Koliyote was appointed as the Company Secretary of the Bank, w.e.f. 1st May 2015.
- Date of change is the date of the shareholding statement i.e. the date on which the statements of beneficial ownerships is received from the depositories.

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V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	(₹ in crore)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	79,758.27	-	79,758.27
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	917.99	-	917.99
Total (i+ii+iii)	-	80,676.26	-	80,676.26
Change in Indebtedness during the financial year				
Addition	1,33,262.82	1,41,437.50	-	2,74,700.32
Reduction	(1,33,262.82)	(1,21,790.20)	-	(2,55,053.02)
Net Change	-	19,647.30	-	19,647.30
Indebtedness at the end of the financial year				
i) Principal Amount	-	99,226.37	-	99,226.37
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1,097.19	-	1,097.19
Total (i+ii+iii)	-	1,00,323.56	-	1,00,323.56

Notes:

- Deposits accepted by the Bank are in normal course of banking business and an operating activity of the Bank and hence not included in the indebtedness disclosure.
- Principal amount represents outstanding balance of borrowings as reported in financial statements as of the beginning and end of the financial year.
- Additions also include the effect of exchange rate fluctuation and net change in interest accrued but not due between the beginning and end of the financial year.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Smt. Shikha Sharma	Shri V. Srinivasan	Shri Sanjeev K. Gupta*	
1	Gross salary				
	(a) Salary as per provisions contained u/s 17(1) of the Income-tax Act, 1961	5,16,28,500	3,54,10,613	4,25,26,826	12,95,65,939
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	24,79,109	40,692	2,71,358	27,91,159
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Options	9,00,000	5,00,000	6,00,000	
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others	-	-	-	-
5	Others	-	-	-	-
	Total (A)				13,23,57,098
	Ceiling as per the Act**	-	-	-	-

* Shri Sanjeev Kumar Gupta, Executive Director (Corporate Centre) of the Bank had stepped down as the Chief Financial Officer of the Bank, w.e.f. the close of business hours on 27th October 2015 and continued to be Executive Director (Corporate Centre) of the Bank upto the close of business hours on 18th March 2016.

** In terms of provision of the Banking Regulations Act, 1949, the provisions relating to Managerial Remuneration under the Companies Act, 2013 and the Rules made thereunder are not applicable to the Bank.

B. Remuneration of other Directors:

(in ₹)

Sr. No.	Particulars of Remuneration to Independent Directors	V. R. Kaundinya	Prasad R Menon	Samir Barua	Som Mittal	Ireena Vittal*	Rohit Bhagat	S. Vishvanathan	Rakesh Makhija#	Ketaki Bhagwati\$	Total Amount
1	Fee for attending Board / Committee meetings	18,00,000	15,00,000	22,50,000	8,00,000	5,00,000	9,50,000	18,50,000	3,00,000	3,00,000	1,02,50,000
2	Commission	-	-	-	-	-	-	-	-	-	-
3	Others	-	-	-	-	-	-	-	-	-	-
	Total (1)	18,00,000	15,00,000	22,50,000	8,00,000	5,00,000	9,50,000	18,50,000	3,00,000	3,00,000	1,02,50,000

* Resigned w.e.f. 23rd August 2015.# appointed as Independent Director w.e.f. 27th October 2015.\$ appointed as Independent Director w.e.f. 19th January 2016.

(in ₹)

Sr. No.	Particulars of Remuneration of Non-Executive Directors	Dr. Sanjiv Misra*	Shri K. N. Prithviraj@	Shri B. Babu Rao#	Smt. Usha Sangwan	Total Amount
1	Fee for attending Board / Committee meetings	7,00,000	16,00,000	1,50,000	4,50,000	29,00,000
2	Commission	-	-	-	-	-
3	Others	27,66,133	-	-	-	27,66,133
	Total (2)	34,66,133	16,00,000	1,50,000	4,50,000	56,66,133
	Total (B)=(1+2)					1,59,16,133
	Total Managerial Remuneration (A+B)					14,82,73,231

* Dr. Sanjiv Misra was appointed as a Non-Executive (Part-Time) Chairman of the Bank for period of three years w.e.f. 8th March 2013. Upon completion of the said tenure, he was re-appointed, as the Non-Executive (Part-Time) Chairman of the Bank, for a period of three months, w.e.f. 8th March 2016. However, RBI vide its letter dated 6th April 2016 approved the said appointment w.e.f. 11th March 2016.

@ Tenure as the Non-Executive Director expired w.e.f. close of business hours on 8th January 2016.# Appointed as Non-Executive Director w.e.f. 19th January 2016.
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(in ₹)

Sr. No.	Particulars of Remuneration	Jairam Sridharan, Chief Financial Officer*	Girish V Koliyote, Company Secretary@	Sanjeev Kapoor, Company Secretary#	Total Amount
1	Gross salary				
(a)	Salary as per provisions contained u/s 17(1) of the Income-tax Act, 1961	36,69,873	45,64,967	2,90,007	85,24,847
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	7,69,187	26,318	1,12,200	9,07,705
(c)	Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	1,40,000	-	5,000	
3	Sweat Equity	-	-	-	-
4	Commission				
-	as % of profit	-	-	-	-
-	others	-	-	-	-
5	Others				
	Total	44,39,060	45,91,285	4,02,207	94,32,552

* Appointed w.e.f. 28th October 2015.@ Appointed w.e.f. 1st May 2015.# Upto 30th April 2015.

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority (Regional Director/National Company Law Tribunal/Court)	Appeal made
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

DISCLOSURE ON REMUNERATION

Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

The information relating to managerial remuneration in terms of Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are detailed as under: –

- (i) The ratio of the remuneration of each Whole Time Director of the Bank to the median remuneration of the employees of the Bank for the financial year 2015-16;

Ratio of the remuneration of each Whole Time Director of the Bank to the median remuneration of the employees (excluding front line sales force) of the Bank are, Smt. Shikha Sharma - Managing Director & CEO ratio is 1: 72.5, Shri V Srinivasan – Deputy Managing Director ratio is 1:46.5, Shri Sanjeev Kumar Gupta - Executive Director (Corporate Center) ratio is 1:32.6

Note - We have considered all confirmed employees (excluding front line sales force) as on 31st March 2016.

Note - Shri Sanjeev Kumar Gupta retired from the Bank, with effect from the close of business hours on 18th March 2016.

- (ii) The percentage increase in remuneration of each Whole Time Director and the Company Secretary of the Bank, during the financial year 2015-16, are as under;

Percentage increase in remuneration for Smt. Shikha Sharma - Managing Director & CEO was 12.9%, Shri V. Srinivasan – Deputy Managing Director was 13.5%, Shri Sanjeev Kumar Gupta - Executive Director (Corporate Centre) (retired with effect from the close of business hours on 18th March 2016) was 24.5%, Shri Sanjeev Kapoor was 6% (upto 30th April 2015) and Shri Girish V. Koliyote was appointed as the Company Secretary of the Bank, with effect from 1st May 2015 and hence there was no increase in remuneration during the financial year 2015-16.

- (iii) The percentage increase in the median remuneration of employees of the Bank during the financial year;

Median remuneration of employees (including sales force) of the Bank increased by 6.45% in the financial year 2015-16, as compared to the financial year 2014-15.

- (iv) The number of permanent employees on the rolls of the Bank; -

The Bank had 50,135 permanent employees on its rolls as on 31st March 2016.

- (v) The explanation on the relationship between average increase in remuneration and company performance;

The Bank's performance management and compensation philosophies are structured to support the achievement of the Bank's strategic business objectives. These strategic priorities are cascaded through annualised objectives to the employees. Based on the Bank's performance, individual performance, market benchmarks on compensation and attrition trends, compensation strategy including increment benchmarks are proposed by the Nomination and Remuneration Committee of the Directors of the Bank for adoption by the Bank.

- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

As stated earlier, the Bank's performance management and compensation philosophies are structured to support the achievement of the Bank's strategic business objectives.

The Bank follows the balanced scorecard approach/KRA in designing its performance management system. Adequate attention is given to robust goal setting process to ensure alignment of individual objectives to support the achievement of business strategy, financial and non-financial goals across and through the organization. The non-financial goals for employees includes customer service, process improvement, adherence to risk and compliance norms, self-capability development and behaviours such as integrity and team management.

Accordingly based on the above parameters, remuneration for Key Managerial Personnel is decided.

DISCLOSURE ON REMUNERATION (CONT.)

- (vii) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies,

As on 31st March 2016, the market capitalization of the Bank was ₹105,833 crores (based on the closing price of Bank's Equity Shares on the NSE on 31st March 2016) as compared to ₹132,797 crores at the end of 31st March 2015, representing decrease of 25.47%. The Price Earning Ratio for the Bank's equity as on 31st March 2016 was 12.84 compared to 17.97 on 31st March 2015, representing a decrease of 28.87%.

- (viii) Average percentile increase already made in the salaries of employees of the Bank other than its managerial personnel (viz. whole time directors of the Bank) during the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Average remuneration increase for non managerial personnel of the Bank during the financial year was 8.2% and the average remuneration increase for the managerial personnel of the Bank was 15.4%.

Remuneration increase is dependent on the Bank's performance as a whole, individual performance level and also market benchmarks.

- (ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;

The Bank's performance management and compensation philosophies are structured to support the achievement of the Bank's on-going business objectives by rewarding achievement of objectives linked directly to its strategic business priorities. These strategic priorities are cascaded through annualised objectives to the employees.

The Bank follows the balanced scorecard approach in designing its performance management system. Adequate attention is given to robust goal setting process to ensure alignment of individual objectives to support the achievement of business strategy, financial and non-financial goals across and through the organization. The non-financial goals for employees includes customer service, process improvement, adherence to risk and compliance norms, self-capability development and behavior's such as integrity and team management.

Remuneration is decided based on the Bank's performance, individual performance and market benchmarks,. The same is first approved by Nomination and Remuneration committee and thereafter it is approved by the Board.

Further, it is imperative to note that terms and conditions relating to the appointment including remuneration payable to the Whole Time Directors of the Bank and any revision thereof, is subject to prior approval of the Reserve Bank of India (RBI) in accordance with the relevant provisions of the Banking Regulation Act, 1949, as amended, from time to time

Accordingly, the increase in remuneration for Smt. Shikha Sharma - Managing Director & CEO was 12.9%, Shri. V Srinivasan – Deputy Managing Director was 13.5%, Shri Sanjeev Kumar Gupta – Executive Director (Corporate Centre) (retired with effect from the close of business hours on 18th March 2016) was 24.5% and Shri Sanjeev Kapoor was 6% (resigned with effect from the close of business hours on 30th April 2015). Shri Girish V. Koliyote was appointed as the Company Secretary of the Bank, with effect from 1st May 2015 and hence there was no increase in remuneration during the financial year 2015-16.

- (x) The key parameters for any variable component of remuneration availed by the directors;

Key parameters include the financial parameters, compliance parameters, risk and control aspects, process and people deliverables.

- Percentage of variable pay for the CEO/WTDs to be capped at 70% of fixed pay (in terms of the RBI guidelines)
- If the variable pay exceeds 40% of their fixed pay, then 45% of such variable pay is deferred proportionately over a period of three years.

- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and

Not Applicable.

Affirmation that the remuneration is as per the remuneration policy of the company.

The Comprehensive Remuneration Policy of the Bank has been approved by the Nomination and Remuneration Committee / Board of the Bank and is in line with Risk Alignment Policy Guidelines issued by the RBI. We affirm that the remuneration paid to all employees is as per the said Comprehensive Remuneration Policy of the Bank.

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(As prescribed under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules 2014)

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

The Bank has framed a Corporate Social Responsibility (CSR) Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Bank's website and the web-link for the same is <http://www.axisbank.com/csr/pdf/Axis-Bank-Policy-CSR.pdf>

The primary purpose of the Bank's CSR philosophy is to make a meaningful and measurable impact on the lives of economically, physically and socially challenged communities of the country by supporting initiatives aimed at creating conditions suitable for sustainable livelihood in these communities. The Bank aims to promote literacy among the disadvantaged and differently-abled people, and also awareness amongst public at large which includes financial literacy, consumer education and awareness on prevention of fraud and cybercrime as well as capacity building and skill building in various sectors of the economy. The Bank promotes initiatives that preserve, restore and enhance environment, ecological balance, and natural resources. It undertakes measures to eradicate poverty and reduce inequalities faced by socially and economically backward groups.

The CSR activities are pursued through various initiatives undertaken by the Bank or through Axis Bank Foundation (ABF) or through any other Trust or agencies and entities as deemed suitable. The Bank leverages its geographical spread to undertake such initiatives.

Set up as a Public Charitable Trust in 2006, Axis Bank Foundation (ABF) is the Corporate Social Responsibility (CSR) arm of Axis Bank Ltd. It complements the activities being carried out by the Bank under CSR with sharper focus on creating sustainable Livelihoods. Partnering with close to 100 NGOs across the length and breadth of India since it was set up, ABF has impacted 8.14 lacs beneficiaries across the focus areas till 31.03.2016. An illustrative list of various programs and activities supported by ABF can be accessed at www.axisbankfoundation.org.

ABF measures the impact of its programs through reputed external partner organisations. The impact from the evaluated programs has been manifold viz. developing capacities of rural poor, building community institutions, higher crop yields, increased savings, greater access of women to financial services, placement of trainees leading to employment and substantial increase in income over baseline income, all of which resulting in holistic development of communities. During the year 2015-16, ABF has released five thematic impact assessments reports highlighting the impacts of ABF programs. A CSR Process Manual was also released which is a compendium of best practices followed by ABF in CSR process management across the life-cycle of CSR initiatives. The documents are made available to public for free of charge through ABF website (www.axisbankfoundation.org) in a bid to help NGOs and other organisations adopt such best practices in CSR process management across the life-cycle of CSR initiatives.

2. The Composition of the CSR Committee: Shri Som Mittal (Chairman), Smt. Usha Sangwan and Shri V. Srinivasan.

3. Average net profit of the company for last three financial years: ₹8,151.34 crores

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹163.03 crores

5. **Details of CSR spent during the financial year:**

(a) Total amount spent for the financial year (2015-16): ₹137.41 crores

(b) Amount unspent, if any: ₹25.62 crores

(c) Manner in which the amount spent during the financial year is detailed in **Annexure A.**

ANNUAL REPORT ON CSR ACTIVITIES (CONT.)

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

As an integral part of society, the Bank is aware of its corporate social responsibilities and has been engaged in community and social investment. For this purpose, the Bank has set-up a Trust – the Axis Bank Foundation (ABF) and has been contributing one percent of its previous year’s net profit to the Foundation and its partner NGOs since 2006-07 and has cumulatively contributed ₹329.26 crores till date. ABF activities are spread across 241 districts in 26 states across the country. During the year, the activities of ABF have reached out to additional 2.33 lacs beneficiaries, taking the cumulative count of beneficiaries to 8.14 lacs. The Bank also conducts programs on Environmental Sustainability, Skill Development and Financial Literacy and Inclusion.

During the year 2015-16, emphasis was laid on strengthening internal capabilities as well as those of ABF partner NGOs. A conference-cum-workshop was conducted by the Bank in association with ABF to release a CSR Process Manual. The Manual outlines critical best processes adopted by ABF from policy formulation and envisioning the strategic intent, project identification and selection through a rating tool, project implementing and monitoring tools, both programmatic and financial. To further enable NGOs and other organisations adopt best practices and tools, the CSR Process Manual has been made available to public for free of cost through ABF website www.axisbankfoundation.org. These activities are aimed to help the Bank in scaling its CSR programs in a sustainable manner.

During the year 2015-16, the Bank has spent ₹137.41 crores on various CSR activities, which is equivalent to 1.69% of its average net profits of the last three financial years. The CSR expenditure incurred for the year 2015-16 increased by ₹14.19 crores compared to that of 2014-15. While the absolute CSR expenditure has increased compared to last year, the Bank was not able to spend entire prescribed amount of 2% of its average net profits of the last three financial years for 2015-16. The Bank is committed to continually explore new opportunities which align to its CSR philosophy and create maximum impact, and incrementally invest in CSR activities to spend the prescribed CSR amount in the subsequent years.

7. The CSR Committee of the Board of Directors hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Bank.

Place: Mumbai

Date: 25th April 2016

V. Srinivasan

Deputy Managing Director

Som Mittal

Chairman – CSR Committee

Annexure A

(1) Sr. No.	(2) CSR Project or Activity Identified	(3) Sector in which the Project is covered	(4) Projects or Programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount Outlay (Budget) Project or programs wise	(6) Amount Spent on the Projects or programs Sub-heads: (1) Direct Expenditure on Projects or Programs (2) Overheads	(7) Cumulative Expenditure up to the Reporting Period	(8) Amount Spent: Direct or through implementing Agency
1.	Contribution to Axis Bank Foundation and its partner NGOs towards undertaking CSR activities as per the focus areas and programs areas listed in Axis Bank's 'Policy for Corporate Social Responsibility'. Details of the initiatives undertaken by Axis Bank Foundation are available at: www.axisbankfoundation.org	Education (primary, secondary, supplementary, special, vocational), livelihood enhancement, vocational skills training, conservation of natural resources and rural development, healthcare (including preventive healthcare)	1. Local area (213 districts) and others (28 districts) 2. Andhra Pradesh (09 districts), Arunachal Pradesh (01 district), Assam (03 districts), Bihar (10 districts), Chhattisgarh (09 districts), Delhi (01 district), Gujarat (22 districts), Jharkhand (12 districts), Karnataka (14 districts), Kerala (04 districts), Madhya Pradesh (22 districts), Maharashtra (25 districts), Manipur (01 district), Meghalaya (06 districts), Mizoram (02 districts), Nagaland (01 district), Odisha (14 districts), Punjab (03 districts), Rajasthan (23 districts), Sikkim (01 district), Tamil Nadu (10 districts), Telangana (05 districts), Tripura (02 districts), Uttar Pradesh (19 districts), Uttarakhand (12 districts), West Bengal (10 districts)	₹73.58 crores (For 2015-16)	Direct expenditure: ₹73.58 crores Overheads: Nil	₹329.26 crores (Contribution to the corpus of Axis Bank Foundation and its partner NGOs since 2006-07)	Through Axis Bank Foundation and its partner NGOs
2.	Financial literacy and inclusion program: a. Financial literacy initiatives to create awareness and educate various sections of society, especially those which do not have access to banking system, on personal financial management and provide them access through financial inclusion initiatives. b. Financial literacy and consumer awareness initiatives to safeguard against fraud and cybercrime	Education (financial literacy, consumer awareness), reducing inequalities faced by socially and economically backward groups, rural development	1. Local area 2. Andaman & Nicobar UT (02 districts), Andhra Pradesh (16 districts), Arunachal Pradesh (02 districts), Assam (27 districts), Bihar (37 districts), Chandigarh UT (01 district), Chhattisgarh (22 districts), Dadra & Nagar UT (01 district), Daman & Diu UT (02 districts), Delhi (11 districts), Gujarat (29 districts), Haryana (20 districts), Himachal Pradesh (07 districts), Jammu & Kashmir (13 districts), Jharkhand (21 districts), Karnataka (34 districts), Kerala (16 districts), Madhya Pradesh (50 districts), Maharashtra (36 districts), Manipur (06 districts), Meghalaya (04 districts), Mizoram (02 districts), Nagaland (04 districts), Odisha (33 districts), Puducherry UT (03 districts), Punjab (24 districts), Rajasthan (35 districts), Sikkim (03 districts), Tamil Nadu (33 districts), Telangana (10 districts), Uttar Pradesh (71 districts), Uttarakhand (07 districts), West Bengal (24 districts)	₹30.03 crores	Direct expenditure: ₹30.03 crores Overheads: Nil	₹82.35 crores (since 2014-15)	Direct and through Business Correspondents

ANNUAL REPORT ON CSR ACTIVITIES (CONT.)

Annexure A							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR Project or Activity identified	Sector in which the Project is covered	Projects or Programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or programs wise	Amount Spent on the Projects or programs Sub-heads: (1) Direct (2) Overheads	Cumulative Expenditure up to the Reporting Period	Amount Spent: Direct or through implementing Agency
3.	Environmental sustainability program: a. Reduction of GHG emissions through use of renewable energy and optimising energy efficiency b. Promoting ecological balance and natural resource conservation through tree plantation	Environmental sustainability, ecological balance and natural resource conservation	1. Local area 2. Andaman & Nicobar UT (01 district), Andhra Pradesh (06 districts), Assam (05 districts), Bihar (08 districts), Chandigarh UT (01 district), Chhattisgarh (05 districts), Dadra & Nagar Haryana (10 districts), Himachal Pradesh (01 district), Jharkhand (02 districts), Karnataka (12 districts), Kerala (04 districts), Madhya Pradesh (10 districts), Maharashtra (19 districts), Odisha (17 districts), Punjab (09 districts), Rajasthan (02 districts), Tamil Nadu (15 districts), Telangana (05 districts), Uttar Pradesh (09 districts), Uttarakhand (03 districts), West Bengal (12 districts)	₹28.35 crores	Direct expenditure: ₹28.35 crores Overheads: Nil	₹34.10 crores (since 2014-15)	Direct
4.	MSME Sector building program: Contribute to MSME sector capabilities enhancement through knowledge based skills development.	Education (skills development)	1. Local area 2. Andhra Pradesh (02 districts), Assam (01 district), Bihar (01 district), Chandigarh UT (01 district), Chhattisgarh (01 district), Delhi (01 district), Gujarat (04 districts), Haryana (01 district), Jharkhand (01 district), Karnataka (02 districts), Kerala (02 districts), Madhya Pradesh (02 districts), Maharashtra (05 districts), Odisha (01 district), Punjab (02 districts), Rajasthan (02 districts), Tamil Nadu (05 districts), Telangana (01 district), Uttar Pradesh (03 districts), West Bengal (01 district)	₹1.67 crores	Direct expenditure: ₹1.67 crores Overheads: Nil	₹2.76 crores (since 2014-15)	Direct
5.	Education and Skill development program: a. Promoting entrepreneurial skills among college students a. Imparting employable skills to youth	Education (skills development)	1. Local area 2. Andhra Pradesh (02 districts), Bihar (01 district), Delhi (01 district), Gujarat (02 districts), Haryana (01 district), Jharkhand (02 districts), Karnataka (02 districts), Kerala (01 district), Madhya Pradesh (03 districts), Maharashtra (03 districts), Meghalaya (01 district), Odisha (02 districts), Rajasthan (02 districts), Tamil Nadu (01 district), Telangana (01 district), Uttar Pradesh (02 districts), West Bengal (01 district)	₹2.08 crores	Direct expenditure: ₹2.08 crores Overheads: Nil	₹2.08 crores	Direct
6.	Administrative expenses: Administrative and other expenses including salaries and training cost for the Bank's CSR personnel, training and capacity building of implementation partners and staff cost for CSR initiatives up to 5% of overall CSR Expenditure	Allowed under Rule 4, sub-rule 6 of CSR Rules 2014	Not Applicable	₹1.70 crores	Direct expenditure: Nil Overheads: ₹1.70 crores	₹3.52 crores (since 2014-15)	Direct
TOTAL				₹137.41 crores	₹137.41 crores	₹454.07 crores	

*Give details of implementing agency: The details of partners of Axis Bank Foundation are available at <http://www.axisbankfoundation.org/partners/partners.aspx>. The details of the Bank's Business Correspondent (BC) Partners are available at <http://www.axisbank.com/agri-rural/financial-inclusion/business-correspondents/business-correspondents.aspx>.

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members
Axis Bank Limited

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Axis Bank Limited** (hereinafter called 'the Bank') for the audit period covering the financial year ended on 31st March 2016 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Bank's books, papers, minute books, forms and returns filed and other records maintained by the Bank and also the information provided by the Bank, its officers, agents and authorized representatives during the conduct of Secretarial Audit, and subject to our separate letter attached as Annexure I; we hereby report that in our opinion, the Bank has, during the audit period generally complied with the statutory provisions listed hereunder and also that the Bank has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Bank for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

SECRETARIAL AUDIT REPORT (CONT.)

- (g) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
- (h) The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
- (vi) The Banking Regulation Act, 1949.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India related to meetings and minutes
2. Listing Agreement entered into by the Bank with the Stock Exchanges(s)

During the period under review, the Bank has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

During the period under review, provisions of the following regulations were not applicable to the Bank:

- (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (ii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

We further report that –

The Board of Directors of the Bank is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given at least seven days in advance to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Bank were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

We further report that –

There are adequate systems and processes in the Bank commensurate with the size and operations of the Bank to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Bank has–

1. Obtained approval of members by way of special resolution under section 180 (1) (c) of the Act to authorize the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Bank, but not exceeding a sum of ₹150,000 crores.
2. Obtained approval of members by way of special resolution under section 42 of the Act to borrow/raise funds in Indian / Foreign Currency by issue of debt instruments including but not limited to bonds in nature of non-convertible debentures upto ₹35,000 crores in domestic and/or overseas market.
3. Approved Sponsored Level 1 Depository Receipt (DR) issuance programme of upto 142 million DRs, with conversion of 5 equity shares to 1 DR, pursuant to the Depository Receipts Scheme, 2014 for facilitating issue of Depository Receipts outside India against underlying existing equity shares through a Foreign Depository through sponsored route.

For **BNP & Associates**
Company Secretaries

Place: Mumbai
Date : 26th April 2016

Keyoor Bakshi
Partner
FCS 1844/ CP No.2720

Annexure I to the Secretarial Audit Report for the financial year ended 31st March, 2016

To

**The Members,
Axis Bank Limited**

Our secretarial audit report of even date is to be read along with this letter.

1. Maintenance of Secretarial records and compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of the management of the Bank. Our responsibility is to express an opinion on these secretarial records and compliance based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Bank.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

For **BNP & Associates**
Company Secretaries

Place: Mumbai
Date : 26th April 2016

Keyoor Bakshi
Partner
FCS 1844/ CP No.2720