

Corporate Governance

(Part of the Directors' Report for the year ended 31st March 2019)

(1) PHILOSOPHY ON CODE OF GOVERNANCE

Your Bank's policy on Corporate Governance has been:

- I. To enhance the long-term interest of its shareholders, provide good management, adopt prudent risk management techniques and comply with the required standards of capital adequacy, thereby safeguarding the interest of its other stakeholders such as depositors, creditors, customers, suppliers and employees.
- II. To institutionalize accountability, transparency and equality of treatment for all its stakeholders, as central tenets of good corporate governance and to articulate this approach in its day-to-day functioning and in dealing with all its stakeholders.

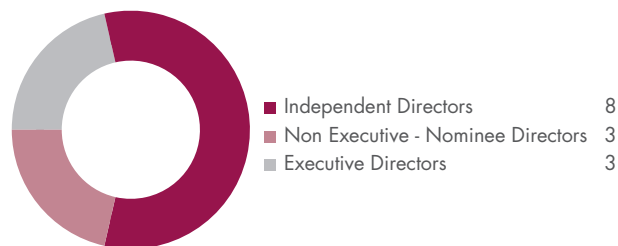
(2) BOARD OF DIRECTORS

- I. The composition of the Board of Directors (the Board) of the Bank is governed under the relevant provisions of the Companies Act, 2013, the relevant Rules made thereunder, the Banking Regulation Act, 1949, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the guidelines issued by the Reserve Bank of India (RBI) in this regard and the Articles of Association of the Bank.

The Board of Directors of the Bank has an optimum combination of Independent, Non-Executive and Executive Directors. The Board presently comprises of 14 Directors representing diverse combination of professionalism, knowledge, expertise and experience as relevant for the banking business. The Board has 8 Independent Directors constituting more than one-third of its total strength. The Board comprises of 2 Women Directors including 1 Woman Independent Director. None of the Directors or their relatives are related to each other. The Board has confirmed the veracity of declaration of Independence provided by the Independent Directors and has taken the same on record. In the opinion of the Board, all the Independent Directors fulfil the conditions as specified in the Listing Regulations and are independent of the Management. The Board is led by the Non-Executive (Part-Time) Chairman, who is an Independent Director.

- II. The Board comprises of nominees of the Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC), Promoters of the Bank and BC Asia Investments VII Limited, Integral Investments South Asia IV and BC Asia Investments III Limited (being entities affiliated to BAIN Capital, a Global Private Equity firm).

Composition



The composition of the Board, category of directorship, details of the meetings of the Board attended and sitting fees paid to the Directors for attending Board Meetings, held during the Financial Year 2018-19 and their attendance at the 24th Annual General Meeting (AGM) of the Bank, are given below:

Sr. No.	Name of the Director	Category	Board Meetings attended during the year	Sitting fees (in ₹)	Attendance at last AGM (20 th June 2018)
1.	Dr. Sanjiv Misra	Independent Director & Non-Executive (Part-Time) Chairman	12/12	12,00,000	Yes
2.	Smt. Shikha Sharma ^{@1}	Managing Director & CEO	8/9	-	Yes
3.	Shri Amitabh Chaudhry ²	Managing Director & CEO	3/3	-	NA
4.	Shri Prasad Menon ³	Independent Non-Executive	7/7	7,00,000	Yes
5.	Prof. Samir K. Barua	Independent Non-Executive	12/12	12,00,000	Yes
6.	Shri Som Mittal [@]	Independent Non-Executive	11/12	11,00,000	Yes
7.	Shri Rohit Bhagat [@]	Independent Non-Executive	9/12	9,00,000	No
8.	Smt. Usha Sangwan ^{@&}	Nominee Director – Life Insurance Corporation of India (LIC) [Equity Investor] - Promoter	7/12	7,00,000	No
9.	Shri S. Vishvanathan	Independent Non-Executive	12/12	12,00,000	Yes
10.	Shri Rakesh Makhija	Independent Non-Executive	12/12	12,00,000	Yes
11.	Smt. Ketaki Bhagwati [@]	Independent Non-Executive	10/12	10,00,000	Yes
12.	Shri B. Baburao ^{@&}	Nominee Director – Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) [Equity Investor] – Promoter	10/12	10,00,000	Yes
13.	Shri Stephen Pagliuca [@]	Nominee Director – Entities affiliated to BAIN Capital [Equity Investor]	10/12	10,00,000	No
14.	Shri Girish Paranjpe ⁴	Independent Non-Executive	5/5	5,00,000	NA
15.	Shri V. Srinivasan ^{@5}	Deputy Managing Director	7/9	-	Yes
16.	Shri Rajiv Anand [@]	Executive Director (Wholesale Banking)	10/12	-	Yes
17.	Shri Rajesh Dahiya [@]	Executive Director (Corporate Centre)	11/12	-	Yes

[@] Leave of absence was granted to the concerned Directors who had expressed their inability to attend the respective meetings.

[&] Sitting fees paid upto 30th September 2018 to Smt. Usha Sangwan (Nominee Director – LIC) and upto 2nd January 2019 to Shri B. Baburao (Nominee Director – SUUTI) for attending the meetings of the Board/Committees have been credited to the designated bank account of LIC and SUUTI, respectively. Further, the sitting fees paid after the said date have been credited to the designated bank account of Smt. Usha Sangwan and Shri B. Baburao, respectively.

1) Ceased to be the Managing Director & CEO of the Bank on expiry of her tenure, w.e.f. the close of business hours on 31st December 2018.

2) Appointed as the Managing Director & CEO of the Bank for a period of 3 years, w.e.f. 1st January 2019.

3) Ceased to be an Independent Director of the Bank on expiry of his tenure, w.e.f. the close of business hours on 8th October 2018.

4) Appointed as an Independent Director of the Bank for a period of 4 years, w.e.f. 2nd November 2018.

5) Ceased to be the Deputy Managing Director of the Bank on expiry of his tenure, w.e.f. the close of business hours on 20th December 2018.

- III. The Bank recognizes and embraces the importance of a diverse Board and is endowed with appropriate balance of skills, experience and diversity of perspectives thereby ensuring effective board governance. The Board has reviewed and adopted the Policy on Board Diversity, which sets out its approach to ensure Board diversity, so as to enhance its effectiveness while discharging its fiduciary obligations towards the stakeholders of the Bank. The Bank considers diversity in skills, regional and industry experience, expertise and educational background whilst determining the composition of its Board. The Bank also considers the principles relating to fit and proper norms as prescribed by the RBI and confirms

that each Director is also in compliance with the norms as prescribed by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) under applicable laws, whilst determining the composition of its Board.

Section 10A(2) of the Banking Regulation Act, 1949 read with RBI notification no. DBR. Appt. BC. No.38/29.39.001/2016-17 dated 24th November 2016, requires that not less than 51% of the total number of members of the Board of Directors of a banking company shall comprise of persons who shall have special knowledge or practical experience, in respect of one or more of the following matters, namely:

• Accountancy	• Economics
• Agriculture and rural economy	• Finance
• Banking	• Small-scale industry
• Co-operation	• Law
• Information technology	• Payment & settlement systems
• Infrastructure sector	• Risk management
• Human resources	• Business management
• Core industries	

It further provides that out of the aforesaid number of Directors, not less than two shall be persons having special knowledge or practical experience, in respect of agriculture and rural economy, co-operation or small scale industry. The Bank is in compliance with the above requirements.

The Bank has identified above skills/expertise/competencies as required to be possessed by its Board, in the context of its businesses and the sectors, for it to function effectively. The details of skills/expertise/competencies available with the Bank and the names of the Directors possessing such skills/expertise/competencies, are detailed as under:

Sr. No.	Name of the Director	Special Knowledge / Practical Experience
1.	Dr. Sanjiv Misra	Economics Finance Public Administration Small Scale Industry Agriculture and Rural Economy
2.	Shri Amitabh Chaudhry	Finance Banking Insurance Business Management
3.	Prof. Samir K. Barua	Accounting Finance Risk Management
4.	Shri Som Mittal	Information Technology Risk Management
5.	Shri Rohit Bhagat	Finance Risk Management
6.	Smt. Usha Sangwan	Insurance Finance Marketing Operations Human Resource Risk Management Investments International Operations Information Technology Group Business & Corporate Communications
7.	Shri S. Vishvanathan	Banking Small Scale Industry Agriculture and Rural Economy Risk Management Treasury Capital Markets
8.	Shri Rakesh Makhija	Industry & Technology Business Management
9.	Smt. Ketaki Bhagwati	Finance Risk Management Business Management
10.	Shri B. Baburao	Finance Industry & Technology Investments Capital Markets Operations Business Management
11.	Shri Stephen Pagliuca	Finance Technology Media Telecommunications Financial Services Business
12.	Shri Girish Paranjpe	Accounting Information Technology
13.	Shri Rajiv Anand	Finance Business Management
14.	Shri Rajesh Dahiya	Human Resources Business Management Agricultural Input Distribution & Sales Manufacturing Exports

IV. The role of the Board is to provide effective guidance and oversight to the Management of the Bank so that it delivers enduring sustainable value, is fully compliant with extant laws, regulations and functions in an ethical and efficient manner. The duties and responsibilities of the Board have been set out in its Charter formulated, in terms of the relevant provisions of the Companies Act, 2013, the relevant Rules made thereunder, the Listing Regulations, the Banking

Regulation Act, 1949, the Guidelines issued by the RBI, in this regard, from time to time and the Articles of Association of the Bank. During the year, the Board reviewed and approved the Charter of the Board.

The responsibilities of the Board include inter alia overseeing the functioning of the Bank, monitoring legal, statutory compliance, reviewing the efficacy of internal control systems and processes and management of risk associated with the business of the Bank, on the basis of information provided to it. The Board is also responsible for approving the strategic direction, plans and priorities for the Bank, monitoring corporate performance against strategic business plans, reviewing and approving the Bank's financial and operating results on a periodic basis, overseeing the Bank's Corporate Governance framework and supervising the succession planning process for its Directors and Senior Management.

Accordingly, the Board deliberates on matters such as business strategy, risk, financial results, succession planning, compliance, customer service, information technology and human resources as covered under the seven critical themes prescribed by the RBI and such other matters as deemed appropriate. The Board spends considerable time perusing the information provided to them which facilitates informed decision making and effective participation at its meetings, leading to higher board effectiveness. The Board oversees the actions and results of the Management to ensure that the long term objectives of enhancing shareholders value are met. The Board has the discretion to engage the services of external experts/advisors, as deemed appropriate.

In all, 12 meetings of the Board were held during the Financial Year 2018-19, i.e. on 9th April 2018, 26th April 2018, 16th May 2018, 19th June 2018, 9th July 2018, 30th July 2018, 7th September 2018, 2nd November 2018, 8th December 2018, 29th January 2019, 12th March 2019 and 27th March 2019. The gap between two Board meetings did not exceed the prescribed limit of 120 days. The requisite quorum was present for all the meetings of the Board held during the Financial Year 2018-19.

Out of the 12 Board Meetings held during the year, 10 meetings of the Board held on 9th April 2018, 26th April 2018, 16th May 2018, 19th June 2018, 9th July 2018, 2nd November 2018, 8th December 2018, 29th January 2019, 12th March 2019 and 27th March 2019, were conducted through video conference.

The Board has accepted all the mandatory recommendations made by the Board Committees at its meetings held during the Financial Year 2018-19.

The details of other Directorships and Memberships / Chairmanships in Board Committees of other Companies, Directorships in other listed entities and the category thereof held by the Directors, as on 31st March 2019, are given below:

Designation/Category	Directorship in other listed companies, in India	Number of other Directorships in unlisted companies		Number of Memberships in Board Committees ⁽ⁱⁱ⁾
		of Indian Public Limited Companies	of other companies ⁽ⁱⁱ⁾	
Name of the Director	Name of the Companies & Designation			
Non-Executive (Part-Time) Chairman & Independent Director				
Dr. Sanjiv Misra	Hindustan Unilever Limited (Independent Director)	0	0	1
Nominee Director – SUUTI				
Shri B. Baburao		4	0	2(1)
Nominee Director – LIC				
Smt. Usha Sangwan	BSE Limited (Nominee Director) Grasim Industries Limited (Nominee Director)	0	0	2(1)

Designation/Category	Directorship in other listed companies, in India	Number of other Directorships in unlisted companies		Number of Memberships in Board Committees ⁽ⁱⁱ⁾
Name of the Director	Name of the Companies & Designation	of Indian Public Limited Companies	of other companies ⁽ⁱ⁾	
Nominee Director – Entities affiliated to BAIN Capital				
Shri Stephen Pagliuca	0	0	5	0
Independent Directors				
Prof. Samir K. Barua	Torrent Power Limited (Independent Director)	4	2	5(4)
Shri Som Mittal	i) Cyient Limited (Independent Director) ii) Sheela Foam Limited (Independent Director)	1	2	3(2)
Shri Rohit Bhagat	0	0	3	0
Shri S. Vishvanathan	Orient Paper & Industries Limited (Additional Director)	1	0	3
Shri Rakesh Makhija	SKF India Limited (Chairman and Independent Director)	3	0	6(2)
Smt. Ketaki Bhagwati	Bayer Crop Science Limited (Additional Director)	1	0	0
Shri Girish Paranjpe	CRISIL Limited (Independent Director)	1	5	2
Managing Director & CEO/Whole Time Directors				
Shri Amitabh Chaudhry	0	3	0	0
Shri Rajiv Anand, Executive Director – (Wholesale Banking)	0	3	2	0
Shri Rajesh Dahiya, Executive Director – (Corporate Centre)	0	2	0	1

- i. Includes foreign companies, private limited companies, Section 8 Companies.
- ii. Includes only Memberships of the Audit Committee and Stakeholders Relationship Committee in public limited companies. Figures in brackets represent number of Chairmanships of the said Committees, as per the disclosure received from the concerned Director of the Bank.

Notes:

- During the Financial Year 2018-19, no Independent Director of the Bank, resigned before the completion of his/her tenure.
- All the Directors of the Bank, are in compliance with the applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder, the Listing Regulations, the Banking Regulation Act, 1949 and the Guidelines issued by the RBI, relating to maximum number of Directorships and Committee memberships.
- All Directors of the Bank have submitted their annual disclosures / declarations as mandated under the Companies Act, 2013 and the relevant Rules made thereunder, the Listing Regulations, the Banking Regulation Act, 1949 and the Guidelines issued by the RBI, in this regard, from time to time.

Board Meetings

Schedule of Board meetings

The schedule in respect of the meetings of the Board / Committees thereof to be held during the next Financial Year and for the ensuing Annual General Meeting is circulated in advance to all the Members of the Board.

Critical themes for review by the Board

The RBI vide its Circular no. DBR No. BC.93/29.67.001/2014-15 dated 14th May 2015 had prescribed 'Seven Critical Themes' to be reviewed by the Board namely business strategy, financial reports and their integrity, risk, compliance, customer protection, financial inclusion and human resources. The agenda for Board meetings includes matters forming part of the said critical themes, as stipulated by the RBI.

Board agenda

The Board agenda is prepared based on inputs received from the concerned departments of the Bank and finalised in consultation with the Chairman of the Board of Directors of the Bank. The Board agenda and notes thereof are sent to the Members of the Board in advance to enable them to read and comprehend the matters to be dealt with and seek further information / clarification. The Members of the Board are free to recommend inclusion of any matter in the agenda for discussion.

The Minutes of the Board meetings are circulated to the Chairman for his review and approval and thereafter circulated to the other Members of the Board for their comments, in accordance with the Secretarial Standards on meetings of the Board of Directors (SS-1) issued by the Institute of Company Secretaries of India (ICSI).

In case of business exigencies or urgency of matters, resolutions are also passed by the Board through circulation. Video conferencing facilities are also used to facilitate participation by Directors who are unable to physically attend the meetings of the Board.

Committees of the Board

The business of the Board is also conducted through the Committees constituted by the Board to deal with specific matters as per delegated powers for different functional areas of the Bank and as mandated under the relevant provisions of the Companies Act, 2013, the relevant Rules made thereunder, the Listing Regulations, Banking Regulation Act, 1949, Guidelines issued by the RBI, in this regard, from time to time and the Articles of Association of the Bank. As part of the Succession Planning Process of the Bank, the Chairman of Board and that of the Nomination and Remuneration Committee has reviewed the composition of the Committees and recommended induction of Directors as members of Committees for the approval of the Board.

The Board has constituted 12 Committees, viz., Committee of Directors (COD), Audit Committee (ACB), Risk Management Committee (RMC), Stakeholders Relationship Committee (SRC), Nomination and Remuneration Committee (NRC), Corporate Social Responsibility Committee (CSR), Special Committee of the Board of Directors for Monitoring of Large Value Frauds (LVF), Customer Service Committee (CSC), IT Strategy Committee (IT), Review Committee (RC), Acquisitions, Divestments and Mergers Committee (ADAM) and Committee of Whole Time Directors (COWTD). During the year, Charter of the said Committees were reviewed by the Board, pursuant to amendments to applicable banking, corporate and securities laws.

The Agenda of the meetings of the Committees is finalised in consultation with the Chairman of the concerned Committees. The Committees ensure that any feedback or observations made by them during the course of the meetings forms part of the Action Taken Report for their review at the subsequent meetings. The Chairman of the Committees briefs the Board on the key decisions taken at its meetings.

In case of business exigencies or urgency of matters, resolutions are also passed by the Committees through circulation. Video conferencing facilities are also used to facilitate participation by Directors who are unable to physically attend the meetings of the Committees.

Further, the Bank in order to facilitate linkages between two Committees has appointed Non-Executive Directors as common members. The Audit Committee of the Board and the Committee of Directors have Shri S. Vishvanathan and Shri B. Baburao as common members. The Risk Management Committee and the Nomination and Remuneration Committee have Shri Rohit Bhagat as a common member. The Audit Committee of the Board and the Special Committee of the Board of Directors for Monitoring of Large Value Frauds have Prof. Samir Barua, Shri Rakesh Makhija and Shri B. Baburao as common members. IT Strategy Committee and Customer Service Committee have Shri Som Mittal and Shri Girish Paranjpe, as common members. The Audit Committee of the Board and the Risk Management Committee have Prof. Samir Barua as a common member. The Committee of Directors and the Risk Management Committee have Smt. Ketaki Bhagwati, as a common member. The Committee of Directors and the Review Committee have Shri S. Vishvanathan and Smt. Ketaki Bhagwati, as common members.

The table showcasing the composition of the Committees of the Bank, is as under:

Name of the Director	Category	RMC	ACB	LVF	IT	CSR	CSC	COD	RC	NRC	ADAM	SRC	COWTD
1. Dr. Sanjiv Misra	Independent Director & Non-Executive (Part-Time) Chairman		-	-	-	-	-	-	-	-	-	-	-
2. Shri Amitabh Chaudhry	Managing Director & CEO		-			-				-		-	
3. Prof Samir K. Barua	Independent Non-Executive				-	-	-	-	-	-	-	-	-
4. Shri Som Mittal	Independent Non-Executive	-	-	-				-	-		-	-	-
5. Shri Rohit Bhagat	Independent Non-Executive		-	-	-	-	-	-	-			-	-
6. Smt. Usha Sangwan	Nominee Director – Life Insurance Corporation of India (LIC)		-		-	-		-	-	-	-	-	-
7. Shri S. Vishvanathan	Independent Non-Executive	-		-	-	-	-			-	-		-
8. Shri Rakesh Makhija	Independent Non-Executive	-			-	-	-	-	-			-	-
9. Smt. Ketaki Bhagwati	Independent Non-Executive		-	-	-	-	-			-		-	-
10. Shri B. Baburao	Nominee Director – Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI)	-			-	-			-	-	-		-
11. Shri Stephen Pagliuca	Nominee Director – Entities affiliated to BAIN Capital	-	-	-	-	-	-	-	-		-	-	-
12. Shri Girish Paranjpe	Independent Non-Executive	-		-		-		-	-	-	-	-	-
13. Shri Rajiv Anand	Executive Director (Wholesale Banking)		-	-			-		-	-	-	-	
14. Shri Rajesh Dahiya	Executive Director (Corporate Centre)	-	-		-		-	-	-	-	-		

Member Chairman

The brief description of terms of reference of the said Committees, their composition and attendance of the Members at the meetings thereof, are detailed as under:

(1) Committee of Directors

The Committee of Directors of the Board of Director of the Bank (Committee of Directors) comprises of 5 members out of which 2 are Independent Directors. The Members are Shri S. Vishvanathan, Independent Director (Chairman), Shri Amitabh Chaudhry, Managing Director & CEO, Smt. Ketaki Bhagwati, Independent Director, Shri B. Baburao, Non-Executive Director and Shri Rajiv Anand, Executive Director (Wholesale Banking) of the Bank.

The tenure of Shri Prasad Menon as an Independent Director of the Bank had ceased, with effect from the close of business hours on 8th October 2018, upon completion of the maximum permissible tenure of 8 continuous years, under Section 10A (2A) of the Banking Regulation Act, 1949. Accordingly, he ceased to be a member of the Committee of Directors, with effect from the said date.

Pursuant to the vacancy caused by the expiry of tenure of Shri Prasad Menon, Shri B. Baburao, Non-Executive Director was inducted as a member of the Committee of Directors, with effect from 20th October 2018.

The tenure of Shri V. Srinivasan, Deputy Managing Director of the Bank, had ceased, with effect from the close of business hours on 20th December 2018. Accordingly, he ceased to be a member of the Committee of Directors, with effect from the said date.

The tenure of Smt. Shikha Sharma as a Managing Director & CEO of the Bank had ceased, with effect from the close of business hours on 31st December 2018. Accordingly, she ceased to be a member of the Committee of Directors, with effect from the said date.

Pursuant to the vacancy caused by the expiry of tenure of Smt. Shikha Sharma, Shri Amitabh Chaudhry, Managing Director & CEO of the Bank was inducted as a member of the Committee of Directors, with effect from 1st January 2019.

Shri Rajiv Anand, Executive Director (Wholesale Banking) of the Bank, was inducted as a member of the Committee of Directors, with effect from 30th January 2019.

The brief description of terms of reference of the Committee of Directors, are as under:

- i) To review loans sanctioned by Senior Management Committee (SMC), provide approvals for loans as per the limits stipulated in the Corporate Credit Policy of the Bank, as amended, from time to time, and to discuss strategic issues in relation to credit policy and deliberate on the quality of the credit portfolio of the Bank.
- ii) To monitor the exposures (both credit and investments) of the Bank and to consider and approve one time compromise settlement proposals, in respect of loan accounts which have been written off.
- iii) To sanction revenue expenditures relating to the Bank's business/operations covering all its departments and business segments, above certain stipulated limits.
- iv) To approve expansion of the location of the Bank's Network of offices, branches, extension counters, Automated Teller Machines, Automated Fare Collection Equipment and Currency chests locally as well as internationally and review the Annual Branch Expansion Plan and Annual Report of the Branches.
- v) To review investment strategy, periodically review investments made and approve investment related proposals above certain limits.
- vi) To review and approve proposals relating to the Bank's business/operations covering all its departments and business segments.

In all, 15 meetings of the Committee of Directors were held during the Financial Year 2018-19 i.e. on 25th May 2018, 25th June 2018, 1st August 2018, 14th August 2018, 17th August 2018, 5th September 2018, 14th September 2018, 25th September 2018, 1st November 2018, 15th November 2018, 7th December 2018, 17th January 2019, 19th February 2019, 11th March 2019 and 27th March 2019.

The details of the meetings of the Committee of Directors attended by the Members during the Financial Year 2018-19, are given below:

(in ₹)		
Name of the Members	Attendance	Sitting fees
Shri S. Vishvanathan	15/15	7,50,000
Smt. Shikha Sharma@ (Ceased to be a Member, w.e.f. the close of business hours on 31 st December 2018)	10/11	-
Shri Amitabh Chaudhry (inducted as a Member, w.e.f. 1 st January 2019)	4/4	-
Shri Prasad R. Menon@ (Ceased to be a Member, w.e.f. the close of business hours on 8 th October 2018)	4/8	2,00,000
Smt. Ketaki Bhagwati	15/15	7,50,000
Shri B. Baburao (inducted as a Member, w.e.f. 20 th October 2018)	7/7	3,50,000
Shri V. Srinivasan@ (Ceased to be a Member, w.e.f. the close of business hours on 20 th December 2018)	8/11	-
Shri Rajiv Anand (inducted as a Member, w.e.f. 30 th January 2019)	3/3	-

@ Leave of absence was granted to the concerned Members who had expressed their inability to attend the respective meetings.

The meetings of the said Committee held on 25th May 2018, 25th June 2018, 1st August 2018, 14th August 2018, 5th September 2018, 14th September 2018, 25th September 2018, 7th December 2018, 11th March 2019 and 27th March 2019, were conducted through video conference.

(2) Audit Committee

The Audit Committee of the Board of Directors of the Bank (Audit Committee) comprises of 5 members out of which 4 are Independent Directors. The Members are Prof. Samir K. Barua, Independent Director (Chairman), Shri S. Vishvanathan, Shri Rakesh Makhija, Independent Directors, Shri B. Baburao, Non-Executive Director and Shri Girish Paranjpe, Independent Director of the Bank. The Members of the Audit Committee are financially literate and have requisite accounting and financial management expertise.

Shri Girish Paranjpe, Independent Director of the Bank was inducted as a member of the Audit Committee, with effect from 30th January 2019.

The brief description of terms of reference of the Audit Committee, are as under:

- i) To provide direction and to oversee the operation of the audit function.
- ii) To review the internal audit system with special emphasis on its quality and effectiveness and status of compliance with respect to Risk Assessment Report, Risk Mitigation Plan, Scrutiny Reports issued by RBI.
- iii) To review the concurrent audit system of the Bank (including the appointment of concurrent auditors), approve the appointment, re-appointment, remuneration and terms of appointment of statutory auditors and payments to statutory auditors for any other services rendered by them.
- iv) To oversee the Bank's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- v) To review, with the management, quarterly as well as the annual financial statements and auditor's report thereon before submission to the Board for approval with special emphasis on accounting policies and practices, compliance with accounting standards, disclosure of related party transactions and other legal requirements relating to financial statements.
- vi) Oversee the implementation of Compliance Policy and review the compliance function on half-yearly and annual basis ensuring that all compliance issues are resolved effectively.

- vii) To review functioning of the Whistle Blower and Vigilance mechanism.
- viii) To approve any subsequent modification of transactions of the Bank that shall involve related parties.
- ix) To review all matters as specified by RBI in the circular on Calendar of Reviews as per RBI Circular dated 10th November 2010 and notifications thereto, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and rules made thereunder.

The Chief Audit Executive (CAE), Chief Compliance Officer and the Group Executive & Chief Financial Officer of the Bank attends the meetings of the Audit Committee. The Executive Directors of the Bank are permanent invitees to the meetings of the Audit Committee. The CAE of the Bank directly reports to the Audit Committee. The Company Secretary of the Bank acts as the secretary to the Audit Committee. Prof. Samir K. Barua, Chairman of the Audit Committee attended the Twenty Fourth Annual General Meeting of the Shareholders of the Bank.

The Audit Committee discusses with the Statutory Auditors, the key highlights of the quarterly and annual financial results of the Bank, before recommending the same to the Board of Directors of the Bank, for their approval. The representatives of the Statutory Auditors have attended the meetings of the Audit Committee held during the year for review of the quarterly / annual financial results of the Bank. The Audit Committee also discusses with the Statutory Auditors the matters connected with the said financial results, without the presence of any executives of the Bank.

In all, 18 meetings of the Audit Committee were held during the Financial Year 2018-19 i.e. on 9th April 2018, 26th April 2018, 9th May 2018, 16th May 2018, 25th May 2018, 25th June 2018, 26th July 2018, 30th July 2018, 14th August 2018, 27th September 2018, 2nd November 2018, 15th November 2018, 7th January 2019, 29th January 2019, 19th February 2019, 7th March 2019, 20th March 2019 and 27th March 2019.

The details of the meetings of the Audit Committee attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees (in ₹)
Prof. Samir K. Barua	18/18	9,00,000
Shri S. Vishvanathan	18/18	9,00,000
Shri Rakesh Makhija	18/18	9,00,000
Shri B. Baburao [®]	14/18	7,00,000
Shri Girish Paranjpe (inducted as a Member, w.e.f. 30 th January 2019)	4/4	2,00,000

[®] Leave of absence was granted to the concerned Member who had expressed his inability to attend the respective meetings.

The meetings of the said Committee held on 27th September 2018 and 20th March 2019, were conducted through video conference.

(3) Risk Management Committee

The Risk Management Committee of the Board of Directors of the Bank (Risk Management Committee) comprises of 7 members out of which 4 are Independent Directors. The Members are Prof. Samir K. Barua, Independent Director (Chairman), Shri Amitabh Chaudhry, Managing Director & CEO, Dr. Sanjiv Misra and Shri Rohit Bhagat, Independent Directors, Smt. Usha Sangwan, Non-Executive Director, Smt. Ketaki Bhagwati, Independent Director and Shri Rajiv Anand, Executive Director (Wholesale Banking) of the Bank.

The tenure of Smt. Shikha Sharma as a Managing Director & CEO of the Bank had ceased, with effect from the close of business hours on 31st December 2018. Accordingly, she ceased to be a member of the Risk Management Committee, with effect from the said date.

Pursuant to the vacancy caused by the expiry of tenure of Smt. Shikha Sharma, Shri Amitabh Chaudhry, Managing Director & CEO of the Bank was inducted as a member of the Risk Management Committee, with effect from 1st January 2019.

Smt. Usha Sangwan, Non-Executive Director of the Bank and Shri Rajiv Anand, Executive Director (Wholesale Banking) of the Bank, were inducted as members of the Risk Management Committee, with effect from 30th January 2019.

The brief description of terms of reference of the Risk Management Committee, are as under:

- i) Framing and governing of the risk strategy and approving and reviewing the risk appetite of the Bank.
- ii) Ensuring that sound policies, procedures and practices are in place to manage its risks.
- iii) Establishing a framework to set and monitor limits across risk categories such as credit risk, market risk, operational risk etc. in order to ensure that the risk profile is adequately diversified.
- iv) Ensuring compliance with requirements/guidance on risk management issued by RBI and other regulators.

The Chief Risk Officer (CRO) of the Bank reports directly to the Managing Director & CEO of the Bank. The CRO of the Bank oversees the risk management function and is responsible for developing and setting the risk management framework, developing and maintaining systems and processes to identify, approve, measure, monitor, control and report risks, developing risk controls and mitigation processes, ensuring adherence to the Risk Appetite established by the Board. The CRO of the Bank is independent of the business lines and is actively involved in key decision making processes. The CRO of the Bank also meets the Risk Management Committee without the presence of any executives of the Bank.

In all, 7 meetings of the Risk Management Committee were held during the Financial Year 2018-19 i.e. on 27th April 2018, 16th May 2018, 15th June 2018, 31st July 2018, 14th November 2018, 18th February 2019 and 27th March 2019.

The details of the meetings of the Risk Management Committee attended by the Members during the Financial Year 2018-19, are given below:

(in ₹)		
Name of the Members	Attendance	Sitting fees
Prof. Samir K. Barua	7/7	3,50,000
Smt. Shikha Sharma (Ceased to be a Member, w.e.f. the close of business hours on 31 st December 2018)	5/5	-
Shri Amitabh Chaudhry (inducted as a Member, w.e.f. 1 st January 2019)	2/2	-
Dr. Sanjiv Misra [®]	5/7	2,50,000
Shri Rohit Bhagat [®]	6/7	3,00,000
Smt. Usha Sangwan [®] (inducted as a Member, w.e.f. 30 th January 2019)	1/2	50,000
Smt. Ketaki Bhagwati	7/7	3,50,000
Shri Rajiv Anand (inducted as a Member, w.e.f. 30 th January 2019)	2/2	-

[®] Leave of absence was granted to the concerned Members who had expressed their inability to attend the respective meetings.

The meetings of the said Committee held on 27th April 2018, 16th May 2018, 15th June 2018, 14th November 2018, 18th February 2019 and 27th March 2019, were conducted through video conference.

(4) Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Board of Directors of the Bank (Stakeholders Relationship Committee) comprises of 3 members out of which 1 is an Independent Director. The Members are Shri B. Baburao,

Non-Executive Director (Chairman), Shri S. Vishvanathan, Independent Director and Shri Rajesh Dahiya, Executive Director (Corporate Centre) of the Bank.

Shri B. Baburao, Chairman of the Stakeholders Relationship Committee attended the Twenty Fourth Annual General Meeting of the Shareholders of the Bank. The Company Secretary of the Bank is the Compliance Officer, in terms of Regulation 6 of the Listing Regulations.

Shri S. Vishvanathan, Independent Director of the Bank, was inducted as a member of the Stakeholders Relationship Committee, with effect from 20th October 2018.

The brief description of terms of reference of the Stakeholders Relationship Committee, are as under:

- i) Resolving the grievances of the security holders of the Bank, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ii) Review of measures taken for effective exercise of voting rights by shareholders.
- iii) Review of adherence to the service standards adopted by the Bank in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv) Review of the various measures and initiatives taken by the Bank for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the company.
- v) To review such other matters, as the Committee may deem appropriate, from time to time.

In all, 5 meetings of the Stakeholders Relationship Committee were held during the Financial Year 2018-19 i.e. on 13th April 2018, 24th July 2018, 15th October 2018, 17th January 2019 and 26th March 2019.

The details of the meetings of the Stakeholders Relationship Committee attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees (in ₹)
Shri B. Baburao	5/5	2,50,000
Shri S. Vishvanathan (inducted as a Member, w.e.f. 20 th October 2018)	2/2	1,00,000
Shri Rajesh Dahiya	5/5	-

No meeting of the said Committee was conducted through video conference.

(5) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board of Directors of the Bank (Nomination and Remuneration Committee) comprises of 4 members out of which 3 are Independent Directors. The Members are Shri Rakesh Makhija, Independent Director (Chairman), Shri Som Mittal and Shri Rohit Bhagat, Independent Directors and Shri Stephen Pagliuca, Non-Executive Director of the Bank.

The tenure of Shri Prasad Menon as an Independent Director of the Bank had ceased, with effect from the close of business hours on 8th October 2018, upon completion of the maximum permissible tenure of 8 continuous years, under Section 10A (2A) of the Banking Regulation Act, 1949. Accordingly, he ceased to be a member and Chairman of the Nomination and Remuneration Committee, with effect from the said date.

Post the cessation of the tenure of Shri Prasad Menon as a member and Chairman of the Nomination and Remuneration Committee, Shri Rakesh Makhija, Independent Director of the Bank was elected as the Chairman. Shri Stephen Pagliuca, Non-Executive Director of the Bank was inducted as a member of the Nomination and Remuneration Committee, with effect from 20th October 2018.

Shri Prasad Menon, as Chairman of the Nomination and Remuneration Committee had attended the Twenty Fourth Annual General Meeting of the Shareholders of the Bank.

The brief description of terms of reference of the Nomination and Remuneration Committee, are as under:

- i) To evaluate the succession planning process adopted by the Bank and recommend the appointment / re-appointment of Individual & Independent Directors, Whole Time Directors and Senior Management along with the terms of appointment including remuneration.
- ii) To set the goals, objectives and performance benchmarks for the Bank, Whole Time Directors & senior management and review the performance as per the timelines.
- iii) To review and recommend to the Board the overall remuneration framework and the compensation decisions for the Financial Year.
- iv) To review the organization structure of the Bank and recommend to the Board the talent management, succession policy and process, creation of new positions one level below the Managing Director & CEO of the Bank.
- v) Consider and approve the Stock based compensation for all the employees of the Bank including the Managing Director & CEO, other Whole Time Directors, Senior Management and other eligible employees of the Bank, in terms of the relevant provisions of the SEBI (Share Based Employee Benefits) Regulations, 2015, as amended, from time to time.

In all, 16 meetings of the Nomination and Remuneration Committee were held during the Financial Year 2018-19 i.e. on 25th April 2018, 16th May 2018, 19th June 2018, 9th July 2018, 24th July 2018, 30th July 2018, 7th September 2018, 5th October 2018, 1st November 2018, 8th December 2018, 7th January 2019, 28th January 2019, 19th February 2019, 12th March 2019, 26th March 2019 and 27th March 2019.

The details of the meetings of the Nomination and Remuneration Committee attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees (in ₹)
Shri Prasad Menon (Ceased to be a Member, w.e.f. the close of business hours on 8 th October 2018)	8/8	4,00,000
Shri Rakesh Makhija [®]	15/16	7,50,000
Shri Som Mittal [®]	15/16	7,50,000
Shri Rohit Bhagat [®]	14/16	7,00,000
Shri Stephen Pagliuca [®] (Inducted as a Member, w.e.f. 20 th October 2018)	7/8	3,50,000

[®] Leave of absence was granted to the concerned Members who had expressed their inability to attend the respective meetings.

The meetings of the said Committee held on 25th April 2018, 16th May 2018, 19th June 2018, 9th July 2018, 24th July 2017, 5th October 2018, 1st November 2018, 8th December 2018, 7th January 2019, 28th January 2019, 19th February 2019, 12th March 2019, 26th March 2019 and 27th March 2019, were conducted through video conference.

(6) Special Committee of the Board of Directors for Monitoring of Large Value Frauds

The Special Committee of the Board of Directors for Monitoring of Large Value Frauds of the Bank (Special Committee for Monitoring of Large Value Frauds) comprises of 6 members out of which 2 are Independent Directors. The Members

are Prof. Samir K. Barua, Independent Director (Chairman), Shri Amitabh Chaudhry, Managing Director & CEO, Shri Rakesh Makhija, Independent Director, Smt. Usha Sangwan, Non-Executive Director, Shri B. Baburao, Non-Executive Director and Shri Rajesh Dahiya, Executive Director (Corporate Centre) of the Bank.

The tenure of Smt. Shikha Sharma as a Managing Director & CEO of the Bank had ceased, with effect from the close of business hours on 31st December 2018. Accordingly, she ceased to be a member of the Special Committee for Monitoring of Large Value Frauds, with effect from the said date.

Pursuant to the vacancy caused by the expiry of the tenure of Smt. Shikha Sharma, Shri Amitabh Chaudhry, Managing Director & CEO of the Bank was inducted as a member of the Special Committee for Monitoring of Large Value Frauds, with effect from 1st January 2019.

Smt. Usha Sangwan, Non-Executive Director of the Bank, was inducted as a member of the Special Committee for Monitoring of Large Value Frauds, with effect from 30th January 2019.

The brief description of terms of reference of the Special Committee for Monitoring of Large Value Frauds, are as under:

- i) The main objectives of the Committee are to oversee investigation of large value frauds involving amount of ₹ 10 million and above in each case, actions taken by the Bank against the perpetrators of such frauds and suggesting / reviewing corrective steps to plug systemic loopholes, if any.
- ii) Monitor the progress in all the large value frauds and implementation of the suggestions made by the Committee.
- iii) The Committee also reviews the accounts identified as 'Red-Flagged' (RFA) with an exposure amounting to ₹ 500 million and above from the Bank, Cyber frauds and functioning of Fraud Review Council.
- iv) The Bank's Policy relating to Management and Reporting of Frauds is approved by the Committee.
- v) The functioning of the Committee may be reviewed on a half yearly basis and their findings be placed before the Board, for its review and noting.

In all, 7 meetings of Special Committee for Monitoring of Large Value Frauds were held during the financial Year 2018-19 i.e. on 25th May 2018, 25th June 2018, 14th August 2018, 27th September 2018, 15th November 2018, 7th January 2019 and 26th March 2019.

The details of the meetings of the Special Committee for Monitoring of Large Value Frauds attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees
Prof. Samir Barua	7/7	3,50,000
Smt. Shikha Sharma [®] (Ceased to be a Member, w.e.f. the close of business hours on 31 st December 2018)	4/5	-
Shri Amitabh Chaudhry (Inducted as a Member, w.e.f. 1 st January 2019)	2/2	-
Shri Rakesh Makhija	7/7	3,50,000
Smt. Usha Sangwan [®] (Inducted as a Member, w.e.f. 30 th January 2019)	0/1	0
Shri B. Baburao	7/7	3,50,000
Shri Rajesh Dahiya [®]	6/7	-

[®] Leave of absence was granted to the concerned members who had expressed their inability to attend the respective meetings.

The meeting of the said Committee held on 27th September 2018, was conducted through video conference.

(7) Customer Service Committee

The Customer Service Committee of the Board of Directors of the Bank (Customer Service Committee) comprises of 5 members out of which 2 are Independent Directors. The Members are Shri Som Mittal, Independent Director (Chairman),

Shri Amitabh Chaudhry, Managing Director & CEO, Smt. Usha Sangwan and Shri B. Baburao, Non-Executive Directors and Shri Girish Paranjpe, Independent Director of the Bank.

Shri Amitabh Chaudhry, Managing Director & CEO of the Bank, was inducted as a member of the Customer Service Committee, with effect from 1st January 2019.

Smt. Usha Sangwan, Non-Executive Director of the Bank and Shri Girish Paranjpe, Independent Director of the Bank were inducted as the members of the Customer Service Committee, with effect from 30th January 2019.

Shri Rajiv Anand, Executive Director (Wholesale Banking) of the Bank, ceased to be a member of the Customer Service Committee, with effect from 30th January 2019, pursuant to him being re-designated as the Executive Director (Wholesale Banking) of the Bank.

The brief description of terms of reference of the Customer Service Committee, are as under:

- i) Oversee the functioning of various customer sub committees at the Bank.
- ii) Review complaints and quality of service provided by the Bank & it's subsidiaries to ensure a robust grievance redressal mechanism.
- iii) Approve policy documents and review effective implementation of RBI directives.
- iv) To review progress on other regulatory matters.
- v) Review the initiatives taken by the Bank to enhance customer experience.

In all, 4 meetings of the Customer Service Committee were held during the financial Year 2018-19 i.e. on 27th April 2018, 31st July 2018, 2nd November 2018 and 28th January 2019.

The details of the meetings of the Customer Service Committee attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees (in ₹)
Shri Som Mittal	4/4	2,00,000
Shri Amitabh Chaudhry (Inducted as a Member, w.e.f. 1 st January 2019)	1/1	-
Shri Girish Paranjpe (Inducted as a Member, w.e.f. 30 th January 2019)	0/0	0
Smt. Usha Sangwan (Inducted as a Member, w.e.f. 30 th January 2019)	0/0	0
Shri B. Baburao [@]	3/4	1,50,000
Shri Rajiv Anand (Ceased to be a Member, w.e.f. the close of business hours on 30 th January 2019)	4/4	-

[@] Leave of absence was granted to the concerned Member who had expressed his inability to attend the respective meetings.

No meeting of the said Committee was conducted through video conference.

(8) IT Strategy Committee

The IT Strategy Committee of the Board of Directors of the Bank (IT Strategy Committee) comprises of 4 members out of which 2 are Independent Directors. The Members are Shri Som Mittal, Independent Director (Chairman), Shri Amitabh Chaudhry, Managing Director & CEO, Shri Girish Paranjpe, Independent Director and Shri Rajiv Anand, Executive Director (Wholesale Banking) of the Bank.

The tenure of Shri Prasad Menon as an Independent Director of the Bank had ceased, with effect from close of business hours on 8th October 2018, upon completion of the maximum permissible tenure of 8 continuous years, under Section

10A (2A) of the Banking Regulation Act, 1949. Accordingly, he ceased to be a member of the IT Strategy Committee, with effect from the said date.

Pursuant to the vacancy caused by the expiry of the tenure of Shri Prasad Menon, Shri Girish Paranjpe, Independent Director of the Bank was inducted as a member of the IT Strategy Committee, with effect from 3rd November 2018.

The tenure of Shri V. Srinivasan, Deputy Managing Director and Smt. Shikha Sharma, Managing Director & CEO of the Bank, had ceased, with effect from the close of business hours on 20th December 2018 and 31st December 2018, respectively. Accordingly, they ceased to be the members of the IT Strategy Committee, with effect from the respective dates.

Pursuant to the vacancy caused by the expiry of tenure of Smt. Shikha Sharma, Shri Amitabh Chaudhry, Managing Director & CEO of the Bank was inducted as a member of the IT Strategy Committee, with effect from 1st January 2019.

The brief description of terms of reference of the IT Strategy Committee, are as under:

- i) Approving IT Strategy and policies and ensuring that IT strategy is aligned with business strategy.
- ii) Ensure that IT architecture, investment, organisational structure, resources and performance measurement parameters are geared to deliver business value and contribute to the Bank's growth.
- iii) Assessing and reviewing the strategy for addressing IT and cyber security risks.

In all, 4 meetings of IT Strategy Committee were held during the Financial Year 2018-19 i.e. on 20th June 2018, 5th October 2018, 21st December 2018 and 14th March 2019.

The details of the meetings of the IT Strategy Committee attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees (in ₹)
Shri Som Mittal	4/4	2,00,000
Smt. Shikha Sharma@ (Ceased to be a Member, w.e.f. the close of business hours on 31 st December 2018)	2/3	-
Shri Amitabh Chaudhry (Inducted as a Member, w.e.f. 1 st January 2019)	1/1	-
Shri Prasad Menon (Ceased to be a Member, w.e.f. the close of business hours on 8 th October 2018)	2/2	1,00,000
Shri Girish Paranjpe (Inducted as a Member, w.e.f. 3 rd November 2018)	2/2	1,00,000
Shri V. Srinivasan (Ceased to be a Member, w.e.f. the close of business hours on 20 th December 2018)	2/2	-
Shri Rajiv Anand	4/4	-

* Leave of absence was granted to the concerned Member who had expressed her inability to attend the meeting.

No meeting of the said Committee was conducted through video conference.

(9) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Board of Directors of the Bank (CSR Committee) comprises of 3 members out of which 1 is an Independent Director. The Members are Shri Som Mittal, Independent Director (Chairman), Shri Rajesh Dahiya, Executive Director (Corporate Centre) and Shri Rajiv Anand, Executive Director (Wholesale Banking) of the Bank.

The brief description of terms of reference of the CSR Committee, are as under:

- i) Formulate and recommend to the Board, the Corporate Social Responsibility (CSR) strategy of the Bank including the CSR Policy in alignment to the Bank's social, environmental and economic activities.
- ii) Review and approve the CSR activities to be undertaken by the Bank either directly or through Axis Bank Foundation during the year of implementation.
- iii) Recommend the amount of expenditure to be incurred on the CSR activities and undertaking a review, monitoring and evaluation of the initiatives to ensure compliance against agreed targets.
- iv) Instituting a transparent monitoring mechanism to ensure implementation of the CSR projects/programs/activities and conducting impact assessment of the various initiatives at periodic intervals.
- v) Reviewing and recommending the annual CSR report for the Board's approval and for public disclosure.
- vi) Performing such other duties with respect to CSR activities, as may be required to be done by the Bank under any law, statute, rules, regulations etc. enacted by Government of India, Reserve Bank of India or by any other regulatory or statutory body.

The details of the CSR activities undertaken by the Bank during the year under review have been provided in the annexure to the Directors' report.

In all, 4 meetings of CSR Committee were held during the Financial Year 2018-19 i.e. on 21st June 2018, 5th October 2018, 21st December 2018 and 14th March 2019.

The details of the CSR Committee meetings attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees (in ₹)
Shri Som Mittal	4/4	2,00,000
Shri Rajesh Dahiya	4/4	-
Shri Rajiv Anand	4/4	-

No meeting of the said Committee was conducted through video conference.

(10) Review Committee

The Review Committee of the Board of Directors of the Bank (Review Committee) comprises of 3 members out of which 2 are Independent Directors. The Members are Shri Amitabh Chaudhry, Managing Director & CEO (Chairman), Shri S. Vishvanathan and Smt. Ketaki Bhagwati, Independent Directors of the Bank.

The tenure of Smt. Shikha Sharma as a Managing Director & CEO of the Bank had ceased, with effect from close of business hours on 31st December 2018. Accordingly, she ceased to be a member of the Review Committee, with effect from the said date.

Pursuant to the vacancy caused by the expiry of tenure of Smt. Shikha Sharma, Shri Amitabh Chaudhry, Managing Director & CEO of the Bank was inducted as a member of the Review Committee, with effect from 1st January 2019.

The brief description of terms of reference of the Review Committee, are as under:

- i) To review and confirm the Order(s) passed by the said Internal Committee identifying a borrower as a Wilful Defaulter, in terms of Para 3 (c) of the of RBI Master Circular No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16.

- ii) To review and confirm the Order(s) passed by the said Internal Committee identifying a borrower as a Non-cooperative borrower, in terms of Para 2 (d) of RBI Circular No. RBI/2014-15/362 DBR.No.CID. BC.54/20.16.064/2014-15 dated December 22, 2014.
- iii) To review the information relating to the non-cooperative borrowers to be submitted to Central Repository of Information on Large Credits (CRILC).
- iv) To put in place a system for proper and timely classification of borrowers as wilful defaulters or/as non-cooperative borrowers. The said accounts of such borrowers shall be reviewed at-least on a half-yearly basis and a report thereon shall be placed before the Board for its review and noting.

In all, 3 meetings of Review Committee were held during the Financial Year 2018-19 i.e. on 25th May 2018, 30th July 2018 and 17th January 2019.

The details of the meetings of the Review Committee attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees
Smt. Shikha Sharma (Ceased to be a Member, w.e.f. the close of business hours on 31 st December 2018)	2/2	-
Shri Amitabh Chaudhry (Inducted as a Member, w.e.f. 1 st January 2019)	1/1	-
Shri S. Vishvanathan	3/3	1,50,000
Smt. Ketaki Bhagwati@	2/3	1,00,000

@ Leave of absence was granted to the concerned Member who had expressed her inability to attend the respective meeting.

No meeting of the said Committee was conducted through video conference.

(11) Acquisitions, Divestments & Mergers Committee

The Acquisitions, Divestments and Mergers Committee of the Board of Directors of the Bank (ADAM Committee) comprises of 4 members out of which 3 are Independent Directors. The Members are Shri Rohit Bhagat, Independent Director (Chairman), Shri Amitabh Chaudhry, Managing Director & CEO and Shri Rakesh Makhija and Smt. Ketaki Bhagwati, Independent Directors of the Bank.

The tenure of Shri Prasad Menon as an Independent Director of the Bank had ceased, with effect from close of business hours on 8th October 2018, upon completion of the maximum permissible tenure of 8 continuous years, under Section 10A (2A) of the Banking Regulation Act, 1949. Accordingly, he ceased to be a member and Chairman of the ADAM Committee, with effect from the said date. Consequently, Shri Rohit Bhagat was elected as the Chairman of the ADAM Committee.

Pursuant to the vacancy caused by the expiry of the tenure of Shri Prasad Menon, Smt. Ketaki Bhagwati, Independent Director of the Bank, was inducted as a member of the ADAM Committee, with effect from 20th October 2018.

The tenure of Smt. Shikha Sharma as the Managing Director & CEO of the Bank had ceased, with effect from close of business hours on 31st December 2018. Accordingly, she ceased to be a member of the ADAM Committee, with effect from the said date.

Pursuant to the vacancy caused by the expiry of tenure of Smt. Shikha Sharma, Shri Amitabh Chaudhry, Managing Director & CEO of the Bank was inducted as a member of the ADAM Committee, with effect from 1st January 2019.

The brief description of the terms of reference of ADAM Committee, are as under:

- i) The main function of the ADAM Committee is to consider any idea or proposal relating to merger and acquisition. This Committee will consider such ideas/proposals and give its in-principle approval in the matter and recommend the same for the approval of the Board of Directors.
- ii) Acquisition of business: Business takeover/acquisition as distinct from portfolio or asset purchase (If the purchase of a portfolio is accompanied by other integral elements of the business such as manpower, technology or a distribution franchise, a reference should be made to the Committee).
- iii) Strategic investments: Acquisition of greater than 25% stake in a company or acquisition of stake in a company where the proportion is 25% or lower but where the Bank intends to have management participation. (These exclude cases where the stake is acquired under a loan-restructuring/CDR arrangement or where shares are pledged to the Bank against credit facilities).
- iv) Strategic divestments: Sale of an existing business of the Bank (as distinct from the sale of assets in the normal course of business, sale to ARCs and fixed assets) or sale of stake (including minority stake) in strategic investments/subsidiary companies of the Bank.

In all, 3 meetings of ADAM Committee were held during the Financial Year 2018-19 i.e. on 27th April 2018, 19th June 2018 and 28th January 2019.

The details of the meetings of the ADAM Committee attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees (in ₹)
Shri Prasad Menon (Ceased to be a Member, w.e.f. the close of business hours on 8 th October 2018)	2/2	1,00,000
Shri Rohit Bhagat [®]	1/3	50,000
Smt. Shikha Sharma (Ceased to be a Member, w.e.f. the close of business hours on 31 st December 2018)	2/2	-
Shri Amitabh Chaudhry (Inducted as a Member, w.e.f. 1 st January 2019)	1/1	-
Smt. Ketaki Bhagwati (Inducted as a Member, w.e.f. 20 th October 2018)	1/1	50,000
Shri Rakesh Makhija	3/3	1,50,000

[®] Leave of absence was granted to the concerned Member who had expressed his inability to attend the respective meetings.

No meeting of the said Committee was conducted through video conference.

(12) Committee of Whole Time Directors

The Committee of Whole - Time Directors of the Board of Directors of the Bank (COWTD) comprises of the Whole - Time Directors of the Bank. The Members are Shri Amitabh Chaudhry, Managing Director & CEO (Chairman), Shri Rajiv Anand, Executive Director (Wholesale Banking) and Shri Rajesh Dahiya, Executive Director (Corporate Centre) of the Bank.

The tenure of Shri V. Srinivasan, Deputy Managing Director and Smt. Shikha Sharma, Managing Director & CEO of the Bank, had ceased, with effect from the close of business hours on 20th December 2018 and 31st December 2018 respectively. Accordingly, they ceased to be the members of COWTD, with effect from the respective dates.

Shri Amitabh Chaudhry, Managing Director & CEO of the Bank was inducted as a member of the COWTD, with effect from 1st January 2019.

The brief description of the terms of reference of COWTD, are as under:

- i) Issuance of Power of Attorney to various officials of the Bank.
- ii) Approve the allotment of equity shares pursuant to exercise of stock option by eligible employees/ directors of the Bank and that of its subsidiary companies, in terms of the relevant Employee Stock Option Scheme(s) of the Bank.
- iii) Approve the allotment of Debt Securities issued by the Bank, including, but not limited to long term bonds, green bonds, non-convertible debentures, perpetual debt instruments, Tier II Capital Bonds or such other Debt Securities/ Securities as may be issued by the Bank.
- iv) To discuss matters inter alia relating to the operations, strategies, business opportunities relating to the Bank and/or that of its subsidiaries.
- v) Annual Branch Expansion Plan approved by the Board: Substitution of Branch Centres/ New Specialised & CPC/ Service Branches/ Rural Unbanked Centre.
- vi) Any other matter as may be authorised by the Board of Directors/Board Level Committees or required to be done pursuant to any laws, rules, regulations or any internal policies of the Bank.

In all, 13 meetings of COWTD were held during the Financial Year 2018-19 i.e. on 16th April 2018, 21st May 2018, 18th June 2018, 23rd July 2018, 27th August 2018, 24th September 2018, 29th October 2018, 19th November 2018, 17th December 2018, 21st January 2019, 15th February 2019, 20th March 2019 and 29th March 2019.

No sitting fees are paid to the Members of the COWTD, for participating in the said meetings.

The details of the COWTD meetings attended by the Members during the Financial Year 2018-19, are given below:

Name of the Members	Attendance	Sitting fees (in ₹)
Smt. Shikha Sharma [®] (Ceased to be a Member, w.e.f. the close of business hours on 31 st December 2018)	8/9	-
Shri Amitabh Chaudhry (Inducted as a Member, w.e.f. 1 st January 2019)	4/4	-
Shri V. Srinivasan [®] (Ceased to be a Member, w.e.f. the close of business hours on 20 th December 2018)	8/9	-
Shri Rajiv Anand [®]	11/13	-
Shri Rajesh Dahiya [®]	11/13	-

[®] Leave of absence was granted to the concerned Member who had expressed their inability to attend the respective meetings.

No meeting of the said Committee was conducted through video conference.

Special Meeting of Independent Directors

During the year under review, the Independent Directors of the Bank met on 29th January 2019 without the attendance of Non-Independent Directors and Members of Management. At the said meeting, the Independent Directors reviewed the process proposed to be adopted for conduct of Board performance evaluation as recommended by the Nomination and Remuneration Committee.

Thereafter, the Independent Directors at its meeting held on 26th April 2019, evaluated the performance of the Non-Independent Directors, the Board as a whole and the Chairperson of the Bank after taking into account the views of the Executive and Non-Executive Directors and also assessed the quality, quantity and timeliness of flow of information between the Management and the Board in accordance with Schedule IV of the Companies Act, 2013.

No sitting fees was paid to the Independent Directors of the Bank for participating in the said meetings.

Remuneration Policy

The Bank has formulated and adopted a Comprehensive Remuneration Policy for its Directors, Key Managerial Personnel and Employees of the Bank, in terms of Section 178 of the Companies Act, 2013, the relevant Rules made thereunder, Regulation 19 of the Listing Regulations and the Guidelines issued by the RBI, in this regard, from time to time. During the year, the said Policy was reviewed by the Board of Directors of the Bank.

The Bank's remuneration practices are underpinned by principles of meritocracy and fairness. The remuneration system strives to maintain the ability to attract, retain, reward and motivate talent in order to enable the Bank to attain its strategic objectives within the increasingly competitive context in which it operates. The Bank's pay-for-performance approach strives to ensure that both internal and external equity are in line with the emerging market trends.

The Bank strives to ensure that the compensation practices are in line with the extant compensation regulations as applicable. The remuneration paid to all the employees of the Bank, is in accordance with the said Remuneration Policy of the Bank.

Remuneration of Directors

- i. Dr. Sanjiv Misra was appointed as the Non-Executive (Part-time) Chairman of the Bank, for a period of 3 (three) years, with effect from 18th July 2016. The details of remuneration paid to Dr. Sanjiv Misra, in terms of the approvals granted by the Reserve Bank of India and the Shareholders of the Bank for the Financial Year 2018-19, are as under:

For the period	1 st April 2018 upto 31 st March 2019
Remuneration	₹ 2,75,000 per month
Company Car	Free use of Bank's Car for official and private purposes
Touring	Travelling and Official expenses to be borne by the Bank for Board functions as a Chairman
Sitting Fees	As payable to other Non- Executive Directors

- ii. Smt. Shikha Sharma retired from the services of the Bank and accordingly ceased to be the Managing Director & CEO of the Bank, with effect from the close of business hours on 31st December 2018. The details of the remuneration paid to Smt. Shikha Sharma, in terms of the approval granted by the RBI and the Shareholders of the Bank, for the period 1st April 2018 upto 31st December 2018, are given below in sub para ix.

Smt. Shikha Sharma was granted 78,40,000 stock options, in various tranches under the various Employee Stock Option Schemes of the Bank, since 1st June 2009 being the date of her appointment as the Managing Director & CEO of the Bank. Out of the above, 71,02,000 stock options have been vested, 42,75,000 stock options have been exercised and the balance 28,27,000 stock options remain unexercised, as on the date of her retirement. Further, 7,38,000 stock options remain unvested, as on 31st December 2018, being the date of her retirement.

- iii. Shri Amitabh Chaudhry was appointed as the Managing Director & CEO of the Bank, for a period of 3 (three) years, with effect from 1st January 2019 upto 31st December 2021 (both days inclusive). The details of remuneration paid to Shri Amitabh Chaudhry, in terms of the approvals granted by the RBI and the Shareholders of the Bank, for the period 1st January 2019 upto 31st March 2019, are given below in sub para ix.

Shri Amitabh Chaudhry was granted 6,30,000 stock options, under the Employee Stock Option Scheme of the Bank, since 1st January 2019 being the date of his appointment as the Managing Director & CEO of the Bank. The said grant has been approved by the RBI. As on 31st March 2019, no stock options have vested with Shri Amitabh Chaudhry.

- iv. Shri V. Srinivasan retired from the services of the Bank and has accordingly ceased to be the Deputy Managing Director of the Bank, with effect from the close of business hours on 20th December 2018. The details of remuneration paid to Shri V. Srinivasan, in terms of the approvals granted by the RBI and the Shareholders of the Bank, for the period 1st April 2018 upto 20th December 2018, are given below in sub para ix.

Shri V. Srinivasan was granted 39,25,000 stock options, in various tranches under the various Employee Stock Option Schemes of the Bank, since 7th September 2009 being the date of his appointment as the Executive Director & Head

(Corporate Banking) of the Bank. Out of the above, 34,65,000 stock options have been vested, 16,98,000 stock options have been exercised and the balance 17,67,000 stock options remain unexercised, as on date of his retirement. Further, 4,60,000 stock options remain unvested, as on 20th December 2018, being date of his retirement.

- v. Shri Rajiv Anand was appointed as the Executive Director (Retail Banking) of the Bank, for a period of 3 years, with effect from, 4th August 2016. Further, the Board at its meeting held on 8th December 2018, approved the change in the responsibilities of Shri Rajiv Anand and accordingly, re-designated him as the Executive Director (Wholesale Banking) of the Bank, with effect from 21st December 2018 upto 3rd August 2019 (both days inclusive). The details of the remuneration paid to Shri Rajiv Anand, in terms of the approvals granted by the RBI and the Shareholders of the Bank, for the Financial Year 2018-19, are given below in sub-para ix.

Shri Rajiv Anand was granted 21,20,000 stock options, in various tranches under the various Employee Stock Option Schemes of the Bank, since 30th March 2009 being the date of his appointment as the Managing Director & CEO of Axis Asset Management Company Limited, subsidiary of the Bank. Out of the above, 16,07,500 stock options have been vested, 9,65,000 stock options have been exercised and the balance 6,42,500 stock options remain unexercised, as on 31st March 2019. Further, 5,12,500 stock options remain unvested, as on 31st March 2019.

- vi. Shri Rajesh Dahiya was appointed as the Executive Director (Corporate Centre) of the Bank, for a period of 3 years, with effect from 4th August 2016. The details of the remuneration paid to Shri Rajesh Dahiya, in terms of the approvals granted by the RBI and the Shareholders of the Bank, for the Financial Year 2018-19, are given below in sub-para ix.

Shri Rajesh Dahiya was granted 12,87,500 stock options, in various tranches under the various Employee Stock Option Schemes of the Bank, since 1st June 2010 being the date of his appointment as the President (Human Resources) of the Bank. Out of the above, 8,82,750 stock options have been vested, 5,50,000 stock options have been exercised and the balance 3,32,750 stock options remain unexercised, as on 31st March 2019. Further, 4,04,750 stock options remain unvested, as on 31st March 2019.

- vii. The Bank does not grant stock options to its Non-Executive Directors. The Non-Executive Directors of the Bank are entitled to receive sitting fees for the meetings of the Board / Committees, attended by them and to Profit Linked Commission (except for Non-Executive (Part-Time) Chairman), in terms of the RBI circular No DBR.No.BC.97/29.67.001/2014-15 dated 1st June 2015 on Guidelines on Compensation of Non-Executive Directors of Private Sector Banks.
- viii. The Whole Time Directors of the Bank are not entitled to receive any sitting fees from the Bank or from its subsidiary companies, for attending meetings of the Board and its Committees. Further, the Whole Time Directors of the Bank are not entitled to receive any remuneration or commission from any of the subsidiary companies of the Bank.
- ix. The details of remuneration paid to the Whole - Time Directors of the Bank during the Financial Year 2018-19, in terms of the approvals granted by the RBI and the Shareholders of the Bank, for the Financial Year 2018-19, are as under:

(in ₹)

	Smt. Shikha Sharma [1.4.2018 to 31.12.2018]	Shri Amitabh Chaudhry [1.1.2019 to 31.3.2019]	Shri V. Srinivasan [1.4.2018 to 20.12.2018]	Shri Rajiv Anand [1.4.2018 to 31.3.2019]	Shri Rajesh Dahiya [1.4.2018 to 31.3.2019]
Salary (Basic)	2,20,89,753	90,00,000	1,58,56,935	1,62,99,732	1,44,85,676
Leave Fare Concession facility	-	2,49,999	4,35,863	5,49,996	5,49,996
House Rent Allowance	73,68,003	24,99,999	39,62,874	53,78,910	22,22,310
Deferred Variable pay (for 2014-15)	25,68,098	-	-	-	-
Variable pay (for 2016-17)	90,97,000	-	46,66,569	50,89,279	37,39,240

	Smt. Shikha Sharma [1.4.2018 to 31.12.2018]	Shri Amitabh Chaudhry [1.1.2019 to 31.3.2019]	Shri V. Srinivasan [1.4.2018 to 20.12.2018]	Shri Rajiv Anand [1.4.2018 to 31.3.2019]	Shri Rajesh Dahiya [1.4.2018 to 31.3.2019]
Superannuation Allowance / Fund	22,08,978	9,00,000	15,85,694	16,29,974	14,48,564
Perquisites (excluding ESOP)	3,75,574	37,841	17,43,728	27,96,605	42,99,048
Provident Fund (Bank Contribution)	12 % of Basic Pay	12 % of Basic Pay	12 % of Basic Pay	12 % of Basic Pay	12 % of Basic Pay
Gratuity	2,45,44,170	One month's salary for each completed year of service	1,67,67,000	One month's salary for each completed year of service	One month's salary for each completed year of service
Leave Encashment	47,45,206	-	49,05,750	1,70,871	11,38,673

Perquisites (evaluated as per Income Tax Rules, 1962, wherever applicable, or otherwise at actual cost to the Bank) such as Bank's furnished accommodation, electricity, water and furnishings, club fees, personal accident insurance, loans, use of car and telephone at residence, medical reimbursement, travelling and halting allowances, newspapers and periodicals and others were provided in accordance with the Rules of the Bank.

In view of the financial performance of the Bank for the Financial Year 2017-18, the Nomination & Remuneration Committee did not recommend payment of variable pay to the Whole Time Directors of the Bank for the said financial year.

The Bank as a Policy, does not pay any severance fees to its Managing Director & CEO or to its Executive Directors. The tenure of the office of the Managing Director & CEO and the Executive Directors of the Bank is for a period of 3 (three) years from date of their respective appointment/re-appointment, as approved by the RBI and the same can be terminated by either party by giving three months' notice in writing.

- x. All the Non-Executive Directors of the Bank were paid sitting fees of ₹ 1,00,000 for every meeting of the Board and ₹ 50,000 for every meeting of the Committees of the Board attended by them. The details of the sitting fees paid to the Non-Executive Directors of the Bank during the Financial Year 2018-19, are as under:

Name of the Directors	Sitting Fees
Dr. Sanjiv Misra	14,50,000
Shri Prasad Menon (Ceased to be a Director of the Bank on expiry of his tenure, w.e.f. the close of business hours on 8 th October 2018)	15,00,000
Prof. Samir K. Barua	28,00,000
Shri Som Mittal	24,50,000
Shri Rohit Bhagat	19,50,000
Smt. Usha Sangwan ^e	7,50,000
Shri S. Vishvanathan	31,00,000
Shri Rakesh Makhija	33,50,000
Smt. Ketaki Bhagwati	22,50,000
Shri B. Baburao ^e	28,00,000
Shri Stephen Pagliuca	13,50,000
Shri Girish Paranjpe (Appointed as an Independent Director of the Bank, w.e.f. 2 nd November 2018)	8,00,000
Total	2,45,50,000

^e Sitting fees paid upto 30th September 2018 to Smt. Usha Sangwan (Nominee Director – LIC) and upto 2nd January 2019 to Shri B. Baburao (Nominee Director – SUUTI) for attending the meetings of the Board/Committees have been credited to the designated bank account of LIC and SUUTI, respectively. Further, the sitting fees paid after the said date have been credited to the designated Bank account of Smt. Usha Sangwan and Shri B. Baburao, respectively.

As on 31st March 2019, none of the Non-Executive Directors of the Bank or their immediate relatives held any equity shares of the Bank.

- xi. Due to inadequacy of profits for the Financial Year 2017-18, the Non-Executive Directors of the Bank were not paid any profit linked commission for the said financial year.

Board Performance Evaluation

The performance evaluation of Board, its Committees, Chairperson and Individual Directors was done in accordance with the relevant provisions of the Companies Act, 2013, the relevant Rules made thereunder and the Listing Regulations relating to Corporate Governance.

The Nomination and Remuneration Committee (the Committee) of the Bank is the nodal agency for conduct of said performance evaluation. The Committee reviewed and approved the manner for conducting the said performance evaluation and also determined the criteria for the same. The Committee had appointed an Independent external agency to facilitate the said performance evaluation.

The performance evaluation of the Board was conducted on various aspects of the Board’s functioning such as strategic planning, identification and management of risks, succession planning and evaluation of management, audit & compliance, governance, relationship with executive management of the Bank, etc. The performance evaluation of the Committees was based on criteria such as appropriate composition, clarity in terms of reference, regularity of meetings, quality of discussion/deliberation at its meetings, participation of members etc. The performance evaluation of Directors was carried out on various criteria such as attendance, participation at the meetings, interpersonal relationship with other Directors, providing guidance, knowledge and understanding of areas relevant to the operations of the Bank, etc.

The said performance evaluation was conducted by the Committee/ Board at its meetings held on 25th April 2019 and 26th April 2019, respectively. The outcomes were reviewed by the Committee and the Board and their observations/ feedback were conveyed to the concerned stakeholders, for appropriate action.

Familiarisation Programme for Independent Directors

The Bank has conducted the familiarisation programme for its Independent and Non-Executive Directors covering the matters as specified under Regulation 25 (7) of the Listing Regulations. The details of the same have been uploaded on the website of the Bank at <https://www.axisbank.com/shareholders-corner/corporate-governance/compliance-report>

Induction Programme for new Directors

The new Directors are inducted through one to one meetings with the Managing Director & CEO, Whole Time Directors and other members of the Senior Management on issues relating to business strategy, regulatory environment, business plans and key performance indicators. They are also provided with information relating to the finances and operations of the Bank, the organization structure and their roles, duties and responsibilities. On appointment, the Independent Directors are issued a Letter of Appointment setting out the terms and conditions relating to their appointment and their duties and responsibilities under applicable laws. The said letter is also uploaded on the website of the Bank at <https://www.axisbank.com/shareholders-corner/corporate-governance>

Fees paid to Statutory Auditors

The details of fees for all services paid by the Bank and its subsidiaries, on a consolidated basis, to the Statutory Auditor M/s Haribhakti & Co. LLP and all entities in the network firm/network entity of which M/s Haribhakti & Co. LLP is part thereof, is detailed as under:

		(in ₹)
Sr No	Particulars	Amount
1	Audit Fees	15,498,500
2	Non Audit Fees	4,000,000
Total*		19,498,500

*The out of pocket expenses paid to M/s Haribhakti & Co. LLP is ₹ 5,62,912, which does not form part of the above figure.

The said fees have been reviewed and approved by the Audit Committee of the Board of the Bank and that of the concerned Subsidiary Companies of the Bank.

Details of utilization of funds raised through preferential allotment or qualified institutions placement

During the year, the Bank has not raised any funds through preferential allotment or qualified institutions placement.

Disclosure in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Bank has formulated and adopted a Policy on Prevention of Sexual Harassment at Workplace and takes all necessary measures to ensure a harassment-free workplace and has instituted an Internal Complaints Committee for redressal of complaints and to prevent sexual harassment. The Bank believes that all employees, including other individuals who are dealing with the Bank have the right to be treated with dignity.

The following is the summary of sexual harassment complaints received and disposed off by the Bank, during the financial year 2018-19:

- i. Number of complaints of sexual harassment filed during the financial year - 51
- ii. Number of complaints disposed off during the financial year – 47
- iii. Number of cases pending as on the end of the financial year – 4

Number of workshops/awareness programme conducted against sexual harassment - 21

Nature of action taken by the Employer or District Officer – As per the Bank's Staff Rules.

The said Committee is empowered to take appropriate disciplinary action against the employee(s) who is found to have violated the norms prescribed under the said Policy.

Whistleblower Policy & Vigil Mechanism

A central tenet in the Bank's Policy on Corporate Governance is commitment to ethics, integrity, accountability and transparency. To ensure that the highest standards are maintained in these aspects on an on-going basis and to provide safeguards to various stakeholders, the Bank has formulated a Whistle-blower Policy and Vigil Mechanism which is in compliance with the relevant provisions of Section 177(9) of the Companies Act, 2013, Rules made thereunder and Regulation 4(2)(d) of the Listing Regulations. The Policy provides an opportunity to address serious concerns arising from irregularities, malpractices and other misdemeanours committed by the Bank's personnel by approaching a Committee set-up for the purpose (known as the Whistle-blower Committee). In case, Senior Management commits an offence, the Policy enables the Bank's staff to report the concerns directly to the Chairman of the Audit Committee of the Board. The Policy is intended to encourage reporting of suspected or actual occurrence of illegal, unethical or inappropriate actions, behaviour or practices by staff without fear of retribution. This Policy can be used regularly as a tool to voice concerns on irregularities, malpractices and other misdemeanours.

To ensure smooth flow and management of complaints under Whistle-blower Policy, a web-based application - 'Corporate Whistle-blower' has been set up which also provides an option for anonymous reporting thereby enabling lodging of complaints online over a secure platform without fear of revelation of identity. This would create a business culture of honesty, integrity and compliance and would encourage speaking up so that preventive action is initiated.

It is hereby affirmed that the Bank has not denied any of its personnel access to the Chairman of the Audit Committee of the Board and that the Policy contains adequate provisions for protecting Whistle blowers from unfair termination and other unfair prejudicial and employment practices.

The Audit Committee of the Board has reviewed, on a quarterly basis, a synopsis of the complaints received and the resolution thereof under the said Policy.

The details of the Whistle-blower Policy and Vigil Mechanism are available on the Bank's website at <https://www.axisbank.com/code-commitment-customers.aspx>.

Subsidiary Companies

As on 31st March 2019, the Bank does not have any unlisted Indian subsidiary company which could be deemed to be a material subsidiary, in terms of Regulation 16(1)(c) of the Listing Regulations. Further, the minutes of the meetings of the Board of all its unlisted subsidiary companies of the Bank are tabled at the meetings of the Board of the Bank, for its review. Also, the minutes of the meetings of the Audit Committee of the Board of unlisted subsidiary companies of the Bank are tabled at the meetings of the Audit Committee of the Bank for its review. The Statement of significant transactions / arrangements, if any, entered into by the unlisted subsidiary companies of the Bank are also tabled at the meetings of the Board of the Bank, for its review.

The Audit Committee also reviews the investments made by the Bank into its subsidiaries, exceeding ₹ 100 crore or 10% of the asset size of the concerned subsidiary company, whichever is lower, including existing investments.

Policy for determining 'Material' Subsidiaries

As required under Regulation 16(1)(c) of the Listing Regulations, the Bank has formulated and adopted a Policy for determining 'Material' Subsidiaries, which has been hosted on its website at <https://www.axisbank.com/shareholders-corner/corporate-governance/compliance-report>.

Subsidiary Governance Unit

The Bank has eleven subsidiaries and one step down subsidiary offering a wide spectrum of financial products and services. The Bank has consistently focussed on an overarching governance mechanism for subsidiaries through a set of board approved oversight policies to ensure strategic and policy alignment across the group besides ensuring group level synergy. All matters relating to subsidiary governance is overseen by the Board and Board level Committees and operationalised under the aegis of Subsidiary Management Committee.

The Bank has put in place a comprehensive subsidiary engagement framework encompassing functional alignment areas viz. risk, compliance, audit, finance, human resources, information technology and legal as well as more integrative domains viz. cyber security, brand usage and marketing, corporate communication with the end objective of delivering 'One Axis' across the Group.

Policy for Related Party Transactions

As required under Regulation 23 of the Listing Regulations, the Bank has formulated and adopted a Policy on dealing with Related Party Transactions, which has been hosted on its website at <https://www.axisbank.com/shareholders-corner/corporate-governance/compliance-report> and details thereof have been disclosed in the Annual Report.

Directors and Officers insurance

The Bank has in place a Directors and Officers Liability Policy for all its Directors. The Policy covers management liability, company securities, investigation cost, non-executive Directors protection, investigation, extradition, outside directorship, bodily injury and property damage defence costs, assets and liberty etc.

Prevention of Insider Trading

SEBI vide its notification dated on 31st December 2018, had amended certain provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations), which has come into effect from 1st April 2019. The Bank has accordingly, reviewed and amended the Share Dealing Code and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII) relating to the Bank, in line with the minimum standards prescribed under the respective Schedules to the Regulations.

Secretarial Standards

The Bank is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, from time to time.

Directors E-KYC

The Ministry of Corporate Affairs (MCA) has vide amendment to the Companies (Appointment and Qualification of Directors) Rules, 2014 mandated, KYC of all the Directors through the eform DIR-3 KYC. All Directors of the Bank have complied with the aforesaid requirement.

New Governance Norms

The SEBI had constituted a Committee to review the existing Corporate Governance framework for listed companies in India. The Committee submitted its report to SEBI on 5th October 2017. The recommendations which are forward looking was notified by SEBI on 9th May 2018 and 10th May 2018. The report recommends myriad changes in the corporate governance norms, which is intended to improve the governance standards over a period of time. The Bank is in compliance with the said governance norms.

(3) DISCLOSURES

There were no related party transactions which were of a materially significant nature undertaken by the Bank with its promoters, directors or management, their subsidiaries or relatives that may have a potential conflict with the interests of the Bank.

The Members of the Senior Management of the Bank have affirmed that they have not entered into any material, financial or commercial transaction wherein they have personal interest and which may potentially conflict with the interest of the Bank at large.

There are no instances of non-compliance by the Bank or penalties and strictures imposed by the Stock Exchange(s) or SEBI or other statutory authorities on any matter related to capital markets during the last three years.

The Secretarial Auditor has certified that none of the Directors of the Bank have been debarred or disqualified from being appointed or continuing as Directors of the Bank by the SEBI/Ministry of Corporate Affairs or any other Statutory Authority. The said certificate is annexed to this Report.

(4) COMPLIANCE

The Bank has complied with all the mandatory requirements, prescribed under the Listing Regulations relating to Corporate Governance.

The Bank has also adopted the non-mandatory requirements relating to maintenance of Chairman's Office at the Bank's expense and reimbursement of expenses incurred by the Non-Executive Chairman in performance of his duties, moving towards a regime of financial statements with unmodified audit opinion, separation of the office of the Chairman and Managing Director and the Chief Audit Executive directly reporting to the Audit Committee of the Board.

The Bank has obtained a certificate from M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai, (Registration No. 103523W/W100048) confirming that the Bank has complied with all the mandatory requirements as stipulated under the Listing Regulations relating to Corporate Governance. The said certificate is enclosed as annexure to the Directors' Report.

(5) CODE OF CONDUCT

The Board has formulated and adopted Code of Conduct and Conflict of Interest Norms for the Board of Directors and the Code of Conduct and Ethics for the Employees and Senior Management of the Bank.

During the year, the said Codes have been reviewed by the Board of Directors of the Bank. The said Codes have been hosted on the website of the Bank viz. <https://www.axisbank.com/shareholders-corner/corporate-governance/Compliance-Report>.

A certificate issued by the Managing Director & CEO of the Bank confirming that all the Directors and Members of the Senior Management of the Bank have complied with the said Codes, is annexed to this Report.

GENERAL SHAREHOLDER INFORMATION

[Pursuant to Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)]

25th Annual General Meeting

Day/ Date	Saturday, 20 th July 2019
Time	10.00 A.M.
Venue:	H.T. Parekh Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380 015, Gujarat.
Weblink for Webcast	www.evoting.karvy.com

Financial Year

The Bank follows the financial year starting from 1st April to 31st March, every year.

Compliance Calendar

The schedule in respect of the meetings of the Board proposed to be held during the financial year 2019-20 to inter alia review and approve the unaudited / audited financial results of the Bank, in terms of Regulation 33(3)(a), (d) and (f) of the Listing Regulations, are as under:

Purpose	Venue	Tentative Date
Audited Annual Financial Results (standalone and consolidated) of the Bank, for the financial year ended 31 st March 2019	Corporate Office	April 2019
Unaudited Financial Results (standalone and consolidated) of the Bank, for the quarter ending 30 th June 2019	Corporate Office	Last week of July 2019
Unaudited Financial Results (standalone and consolidated) of the Bank, for the quarter / half year ending 30 th September 2019	Corporate Office	Fourth week of October 2019
Unaudited Financial Results (standalone and consolidated) of the Bank, for the quarter / nine months ending 31 st December 2019	Corporate Office	Fourth week of January 2020
Audited Annual Financial Results (standalone and consolidated) of the Bank, for the financial year ending 31 st March 2020	Corporate Office	Last week of April 2020

After the said financial results of the Bank are reviewed and approved by the Board, the same is disclosed to the Stock Exchange(s) within the prescribed time limits as stipulated under Regulation 30 read with sub-para 4 of Para A of Part A of Schedule III of the Listing Regulations.

Book Closure

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and the Share Transfer Books of the Bank, will remain closed from Saturday, 6th July 2019 upto Saturday, 20th July 2019 (both days inclusive), for the purpose of 25th Annual General Meeting of the Bank.

Dividend

The Board of Directors of the Bank at its Meeting held on 25th April 2019 has recommended payment of dividend of ₹ 1/- per equity share of ₹ 2/- each of the Bank, for the financial year ended 31st March 2019, for the approval of the Members at the 25th Annual General Meeting. The payment of dividend, if approved by the Members at the 25th Annual General Meeting, will commence from Monday, 22nd July 2019 and will be completed by Wednesday, 31st July 2019.

Unclaimed Dividends

Pursuant to the provisions of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of unpaid dividends that are lying unclaimed for a period of 7 consecutive financial years from the date of its transfer to the unpaid dividend account, is liable to be transferred to the Investors'

Education & Protection Fund Authority (IEPF Authority). Accordingly, unclaimed dividend amounting to ₹ 53,75,468/- in respect of the financial year 2010-11 was transferred to the IEPF Authority on 13th August 2018. Further, please note that the unclaimed dividend in respect of the financial year 2011-12 must be claimed by the concerned shareholders on or before 27th July 2019, failing which it will be transferred to the IEPF Authority, in accordance with the said Rules.

The details of the unclaimed dividends as on 31st March 2019 and the last date for claiming the same, prior to its transfer to the IEPF Authority, are as under:

Financial year	No. of Shareholders	Unclaimed dividend as on 31 st March 2019 (In ₹)	% to total dividend declared	Total Amount of Dividend Declared (In ₹)	Date of declaration	Last date for claiming dividend prior to its transfer to the IEPF
2011-12	4,650	66,80,176	0.10	6,62,86,55,136	22-06-2012	27-07-2019
2012-13	3,826	65,62,080	0.08	8,44,07,35,212	19-07-2013	24-08-2020
2013-14	3,294	74,82,040	0.08	9,42,60,65,680	27-06-2014	01-08-2021
2014-15	6,666	95,48,151	0.09	10,92,77,37,078	24-07-2015	29-08-2022
2015-16	9,629	1,21,92,500	0.10	11,93,76,13,965	22-07-2016	28-08-2023
2016-17	10,315	1,40,34,780	0.12	11,98,58,43,545	26-07-2017	31-08-2024
2017-18			No Dividend Declared			
Total	38,380	5,64,99,727		59,34,66,50,616		

Transfer of Underlying Equity Shares in respect of the Unclaimed Dividends to the IEPF Authority Account

Pursuant to the notification of the relevant provisions of Sections 124 and 125 of the Companies Act, 2013 and the relevant provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the unclaimed dividend for the financial year 2010-11 and the underlying equity shares of the Bank, in respect of the said financial year (where the dividends for all the subsequent seven consecutive financial years have not been claimed by the concerned shareholders), were liable to be transferred by the Bank to the designated account of the IEPF Authority, in accordance with the said Rules.

Accordingly, pursuant to the notification of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2017, issued by the Ministry of Corporate Affairs on 13th October 2017, as on 31st March 2019, the Bank has transferred 6,84,611 underlying equity shares of ₹ 2/- each of the Bank, in respect of the said unclaimed dividend, to the designated account of the IEPF Authority.

The unclaimed dividend(s) for the financial year 2010-11 and the said underlying equity shares can be claimed by the concerned shareholder(s) of the Bank from the IEPF Authority, subject to compliance with the procedures as prescribed under the said Rules and they may write to Karvy Fintech Pvt Ltd (Karvy) for any assistance, in this regard.

Unclaimed Dividends for FY 2011-12 upto 2017-18

The shareholder(s) of the Bank are requested to verify details of their unclaimed dividends in respect of the financial years from 2011-12 upto 2017-18 and lodge their claim with Karvy, prior to its transfer to the IEPF Authority, as aforesaid.

In case the unclaimed dividend for the financial year 2011-12 is not claimed on or before 27th July 2019, the said unclaimed dividend along with the underlying equity share(s) of the Bank in respect of the said financial year [where the dividends for all the subsequent seven consecutive financial years have not been claimed by the concerned shareholders] will be liable to be transferred by the Bank to the designated account of the IEPF Authority, in accordance with the said Rules.

Unclaimed Equity Shares

Schedule VI of the Listing Regulations, inter alia, requires every listed company to comply with certain procedures in respect of the equity shares issued by it in physical form pursuant to a public issue or any other issue and which have remained unclaimed for a period of seven consecutive financial years, for any reason whatsoever.

Details of the said unclaimed equity shares of the Bank, are as under:

Particulars	FY 2018-19	FY 2017-18
Aggregate number of shareholders at the beginning of the year	1	29
Total outstanding shares in Unclaimed Suspense Account at the beginning of the year	500	18,000
Number of shareholders who approached the issuer for transfer of shares from Unclaimed Suspense Account during the year	-	1
Number of shares transferred to the concerned shareholder from Unclaimed Suspense Account during the year	-	500
Aggregate number of shareholders at the end of the year	0	1
Total outstanding shares in Unclaimed Suspense Account as on 31st March 2019.	0*	500

*Pursuant to the notification on the IEPF Second Amendment Rules, issued by the Ministry of Corporate Affairs dated 13th October 2017, the Bank has transferred 6,84,611 unclaimed equity shares of ₹ 2/- each of the Bank (including the balance 500 equity shares of ₹ 2/- each of the Bank, which were lying in the Unclaimed Suspense Account) to the designated account of the IEPF Authority, in accordance with the said Rules.

All corporate benefits accruing on the said equity shares viz. bonus shares, split, etc., if any, are also required to be credited to the designated account of the IEPF Authority. Further, voting rights on the said equity shares have been frozen till the concerned shareholder(s) of the Bank, claims the same.

Guidelines to claim unclaimed Dividends/Shares:

Unclaimed Dividends/Shares which have been transferred to the designated account of the IEPF Authority, in accordance with the said Rules, can be claimed by the Shareholders through the website of the IEPF Authority (<http://www.iepf.gov.in>). Please follow the steps detailed below:

- (i) Download the Form IEPF - 5 from the website of IEPF (<http://www.iepf.gov.in>). Read the instructions provided on the instructions kit along with the e-form carefully before filling the form.
- (ii) After filling the form save it on the computer and submit the duly filled form by following the instructions given in the upload link on the IEPF website.
- (iii) On successful uploading, the acknowledgment will be generated indicating the SRN. This SRN is to be used for future tracking of the form.
- (iv) After uploading the form, submit the following documents to Nodal Officer (IEPF) of the Bank in an envelope marked "Claim for refund from the IEPF Authority":
 - a) Self-attested copy of e-Form.
 - b) Indemnity Bond in original.
 - c) Copy of acknowledgment.
 - d) Other documents as mentioned in the Form IEPF-5.

The general information of the Bank, required for filing the aforesaid Form, are as under:

- i) Corporate Identification Number (CIN) of Company:- L65110GJ1993PLC020769
- ii) Name of the Company: Axis Bank Limited
- iii) Address of Registered Office of the Company: 'Trishul', 3rd Floor, Opp. Samartheshwar Temple, Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380 006.

Equity Shares

The equity shares of the Bank are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The International Security Identification Number (ISIN) in respect of the said equity shares is INE238A01034. The National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) are the Depositories for the equity shares of the Bank. The equity shares of the Bank have not been suspended from trading on the said Stock Exchanges or by any Regulatory / Statutory Authority.

Stock Exchange Codes	Reuters Codes	Bloomberg Codes
NSE – AXISBANK National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400 051. Website: www.nseindia.com	NSE - AXBK.NS	NSE - AXSB IS
BSE – 532215 BSE Limited 1 st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001. Website: www.bseindia.com	BSE- AXISBANK.BO	BSE - AXSB IB

Global Depository Receipts (GDR)

The Bank's GDRs are listed and traded on London Stock Exchange. The ISIN for the said GDRs is US05462W1099.

Stock Exchange	Code
London Stock Exchange 10 Paternoster Square, London EC4M 7LS, UK Website: www.londonstockexchange.com	AXB

Bonds issued under Medium Term Note Programme (MTN Programme)

The Bonds issued by the Bank's MTN programme are listed and traded on Singapore Stock Exchange.

Stock Exchange	Code
Singapore Stock Exchange Singapore Exchange Securities Trading Limited (Attention: SGXNet Services, Operations) 11 North Buona Vista Drive #06-07 The Metropolis Tower 2 Singapore 138589 Website: www.sgx.com	-

Credits Ratings:

The details of the credit ratings obtained by the Bank, in respect of all debt instruments issued by it and outstanding as on 31st March 2019, are as under. There were no revision to the below mentioned ratings during the financial year 2018-19.

Credit ratings for the Debt Instruments outstanding, as on 31st March 2019

Sr. No.	Credit Rating Agency	Credit Rating	Sr. No.	Credit Rating Agency	Credit Rating
1.	ICRA Ltd.		2.	CARE Ratings	
	Certificate of Deposits	ICRA A1+		Tier II Bonds	CARE AAA
	Tier II Bonds	ICRA AAA		Infrastructure bond	CARE AAA
	Infrastructure bond	ICRA AAA		Tier II (Under Basel III)	CARE AAA
	Tier II (Under Basel III)	ICRA AAA			
	Tier I (Basel III Compliant)	ICRA AA+			
3.	CRISIL		4.	India Rating	
	Certificate of Deposits	CRISIL A1+		Tier II Bonds	IND AAA
	Infrastructure bond	CRISIL AAA		Tier II (Under Basel III)	IND AAA
	Tier II (Under Basel III)	CRISIL AAA		Tier I (Under Basel III)	IND AA+
	Tier I (Under Basel III)	CRISIL AA+			
5.	MTN (Senior Unsecured) Rating				
	Fitch	BBB-			
	Moody's	Baa3			
	S&P	BBB-			

Listing Fees

The annual listing fees for the financial year 2018-19 have been paid by the Bank to the Stock Exchanges.

Debt Securities

The debt instruments issued by the Bank in the form of Additional Tier I, Bond Tier II Debt Capital Instrument and Infrastructure Bonds on a private placement basis are listed on NSE and BSE. The Bonds issued by the Bank under the MTN programme are listed on Singapore Stock Exchange and the Green Bonds issued by the Bank are listed on London Stock Exchange.

Debenture Trustees

IDBI Trusteeship Services Limited

Asian Building, Ground Floor,
17, R. Kamani Marg,
Ballard Estate, Mumbai - 400 001.
Phone No. +91 - 22 4080 7000.
Website: www.idbitrustee.com

SBI Cap Trustee Company Limited

6th Floor, Apeejay House, 3,
Dinshaw Wachha Road,
Churchgate, Mumbai - 400 020.
Phone No. +91 - 22 - 4302 5555.
Website: www.sbicaptrustee.com

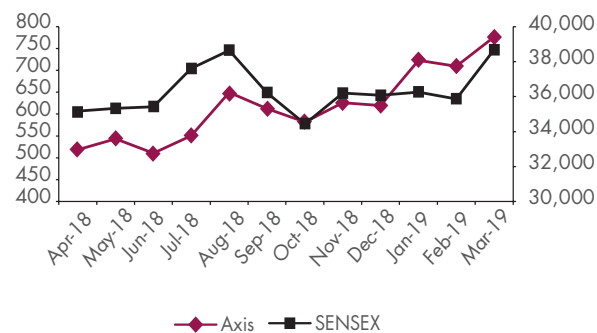
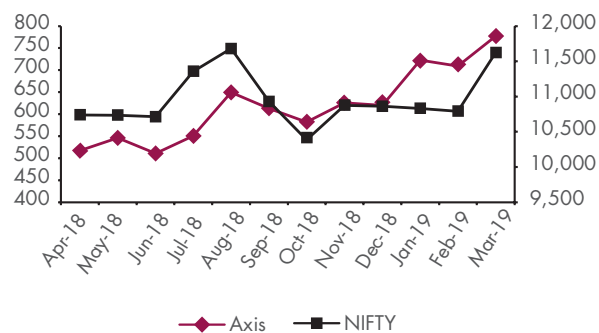
Market Price Data

a) Equity Shares

The price of the Bank's Share - High, Low as traded during the financial year 2018-19, on NSE and BSE, are as under:

Month	NSE			BSE		
	High (₹)	Low (₹)	No. of Shares traded	High (₹)	Low (₹)	No. of Shares traded
April, 2018	555.55	481.25	22,63,50,640	555.55	477.50	1,28,12,487
May, 2018	563.50	515.40	18,18,30,072	562.85	515.60	76,45,779
June, 2018	551.80	498.75	10,84,01,249	551.85	499.05	1,05,56,343
July, 2018	584.45	503.00	13,71,71,112	584.95	503.50	69,42,928
August, 2018	667.65	538.25	26,85,07,591	671.00	538.65	1,28,90,527
September, 2018	677.95	563.40	23,59,96,746	676.90	548.30	1,32,44,694
October, 2018	617.50	534.55	25,05,95,376	617.00	534.15	2,24,17,289
November, 2018	638.70	582.05	22,15,50,063	638.20	580.30	1,74,57,853
December, 2018	651.65	580.50	17,99,30,234	649.85	580.00	1,58,01,976
January, 2019	726.85	603.65	27,88,78,127	726.00	604.65	1,60,16,120
February, 2019	734.50	680.70	20,53,49,203	734.35	681.20	1,18,75,458
March, 2019	787.65	699.55	18,77,94,192	788.55	700.00	1,39,17,541

GRAPH IN COMPARISON TO NIFTY & SENSEX



b) GDR

The high and low closing prices of the Bank's GDRs as traded during the financial year 2018-19, on LSE, are as under:

Month	High (In USD)	Low (In USD)	No. of GDRs traded
April, 2018	56.60	48.60	2,771
May, 2018	50.90	47.70	2,364
June, 2018	50.90	43.10	2,057
July, 2018	46.25	39.65	1,906
August, 2018	45.10	40.50	3,065
September, 2018	40.80	36.20	3,667
October, 2018	45.67	40.50	3,366
November, 2018	47.30	39.10	3,620
December, 2018	42.40	36.60	2,371
January, 2019	40.75	36.25	3,348
February, 2019	41.45	37.60	2,450
March, 2019	42.40	36.05	2,611

Dematerialization of Shares and Liquidity

The equity shares of the Bank are to be compulsorily traded on the floor of the stock exchanges in electronic form by all investors. The Bank has entered into agreements with NSDL and CDSL, so as to provide the Members an opportunity to hold and trade in equity shares of the Bank in electronic form.

As on 31st March 2019, 99.79% of the total issued and paid up equity share capital of the Bank was held by investors in electronic form and 0.21% of the total issued and paid up equity share capital was held in physical form.

The number of equity shares of the Bank held in physical form which were transferred / processed, during the last three financial years, are as under:

Particulars	2018-19	2017-18	2016-17
Number of transfer deeds	85	141	135
Number of equity shares transferred	61,500	34,000	38,500

As required under Regulation 40(9) of the Listing Regulations, M/s Ahalada Rao. V & Associates, Practicing Company Secretaries, (C. P. No. 11497), Hyderabad have examined the records relating to share transfer deeds, memorandum of transfers, registers, files and other related documents on a half-yearly basis and has issued a certificate confirming compliance with the provisions of the said Regulations. The certificate has been submitted to the BSE and NSE where the Bank's equity shares are listed, in terms of the Listing Regulations.

Distribution of Shareholding

The distribution of shareholding of the Bank as on 31st March 2019, is as under:

No. of shares held	Electronic Form		Physical Form		Total		
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	% to capital
1-5,000	3,35,975	5,90,82,622	6,018	52,02,606	3,41,993	6,42,85,228	2.50
5,001-10,000	1,345	96,70,080	17	1,20,800	1,362	97,90,880	0.38
10,001-20,000	724	1,03,04,440	7	93,900	731	1,03,98,340	0.40
20,001-30,000	278	68,24,964	1	25,000	279	68,49,964	0.27
30,001-40,000	173	60,64,284	1	36,000	174	61,00,284	0.24
40,001-50,000	114	51,62,805	1	45,000	115	52,07,805	0.20
50,001-1,00,000	314	2,26,39,584	0	0	314	2,26,39,584	0.88
1,00,001 and above	1,074	2,44,63,72,786	0	0	1,074	2,44,63,72,786	95.13
Total	3,39,997	2,56,61,21,565	6,045	55,23,306	3,46,042	2,57,16,44,871	100

Shareholding pattern

Category wise shareholding pattern of the Bank as on 31st March 2019, is as under:

Sr. No.	Category / Shareholder	No. of Shares held	% of total issued & paid-up Capital
Promoters			
1	Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI)	13,68,87,639	5.32
2	Life Insurance Corporation of India	27,05,83,548	10.52
3	General Insurance Corporation of India	3,40,62,729	1.32
4	The New India Assurance Company Limited	2,05,91,585	0.80
5	National Insurance Company Limited	5,49,681	0.02
6	The Oriental Insurance Company Limited	49,97,520	0.19
7	United India Insurance Company Limited	3,24,076	0.01
Foreign Investors			
8	Overseas Investors (including FII/OCBs/NRIs)	1,33,62,98,583	51.95
9	Foreign Direct Investment (GDR)	6,83,38,285	2.66
Domestic Financial Institutions			
10	Financial Institutions / Mutual Funds / Banks / NBFC / AIF	44,42,47,174	17.27
11	Others	25,47,64,051	9.94
Total		2,57,16,44,871	100.00

Top 20 Shareholders of the Bank as on 31st March 2019, is as under:

Sr. No.	Name of the Shareholder	No. of Shares held	% to total issued & paid up capital
1.	Life Insurance Corporation of India	27,05,83,548	10.52%
2.	Administrator of The Specified Undertaking of the Unit Trust of India-Unit Scheme 1964	13,68,87,639	5.32%
3.	The Bank of New York Mellon, Dr	6,83,38,285	2.66%
4.	Europacific Growth Fund	6,46,12,400	2.51%
5.	BC Asia Investments VII Limited - FDI	5,56,00,000	2.16%
6.	ICICI Prudential Life Insurance Company Limited	4,95,74,333	1.93%
7.	Dodge and Cox International Stock Fund	4,15,85,425	1.62%
8.	General Insurance Corporation of India	3,40,62,729	1.32%
9.	Tybourne Equity Master Fund	3,34,24,039	1.30%
10.	Government of Singapore	3,31,96,379	1.29%
11.	Integral Investments South Asia IV - FDI	3,19,00,000	1.24%
12.	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	2,81,76,629	1.10%
13.	Vanguard Total International Stock Index Fund	2,77,96,714	1.08%
14.	Tybourne Long Opportunities Master Fund	2,69,24,721	1.05%
15.	Government Pension Fund Global	2,33,86,837	0.91%
16.	The New India Assurance Company Limited	2,05,91,585	0.80%
17.	Ishares India Index Mauritius Company	1,97,59,355	0.77%
18.	Lazard Emerging Markets Equity Portfolio	1,97,38,440	0.77%
19.	Centaura Investments (Mauritius) Pte Ltd	1,91,76,611	0.75%
20.	Ishares Core Emerging Markets Mauritius Co	1,86,60,807	0.73%
Total		1,02,39,76,476	39.82%

Outstanding GDR

The Bank has in the course of international offerings to overseas investors, issued securities linked to ordinary equity shares of the Bank in the form of Global Depository Receipts (GDRs) in March 2005, April 2005, July 2007 and September 2009. The said GDRs are listed for trading on London Stock Exchange. The underlying equity shares represent outstanding GDRs, which have been included in the equity share capital of the Bank. The number of equity shares representing outstanding GDRs, as on 31st March 2019 was 6,83,38,285.

Apart from the above, the Bank has not issued any ADRs/Warrants, during the financial year 2018-19.

Convertible warrants

Convertible Warrants issued by the Bank during Financial Year 2017-18, are due for conversion within a period of 18 Months from its date of allotment i.e. on or before 18th June 2019. The allottees of the convertible warrants can exercise the option to convert one convertible warrant into one equity share of ₹ 2/- each of the Bank before the said due date subject to payment of the balance 75% of the consideration to the Bank. In the event, the said allottees do not exercise their right to convert the said warrants before the said due date, the said convertible warrants (to the extent not lodged for conversion) shall lapse and the upfront consideration paid by the warrant holders, shall stand forfeited by the Bank.

Investor Services

Registrar & Share Transfer Agent (RTA)

Karvy has been entrusted with the task of administering all aspects relating to investor services. Karvy has appropriate systems to ensure that requisite service is provided to the investors of the Bank in accordance with applicable corporate and securities laws and within the adopted service standards. Listed below are the service standards adopted by Karvy in respect of the various services rendered to the investors of the Bank.

Nature of service being rendered to the Investors of the Bank	Adopted Service Standards
Registration of Nomination	5 days
Issue of duplicate dividend warrant(s)	5 days
Revalidation of dividend warrant(s)	5 days
Revalidation of demand draft(s)	5 days
Split/ consolidation of share certificate(s)	7 days
Dematerialization of share(s)	7 days
Transfer of share(s)	7 days
Transmission of share(s)	7 days
Consolidation of folio(s)	7 days
Change/Deletion/Transposition of Name(s)	7 days
Release of unclaimed share(s)	7 days
Re-materialization of share(s)	10 days
Issue of duplicate share certificate(s)	10 days

Investors are requested to write to the Registered Office of the Bank or to Karvy for availing any of the said services. In terms of Regulation 34(3) read with Schedule V of the Listing Regulations, the designated email address for correspondence is shareholders@axisbank.com or einward.ris@karvy.com.

The Company Secretary Department of the Bank has been entrusted with the task of attending to investor correspondences / complaints and ensuring its redressal in accordance with applicable laws and within the aforesaid service standards.

Share Transfer System

In terms of Regulation 40(2) of the Listing Regulations, the Share Committee of the Bank comprising the Company Secretary and executives of Company Secretary Department of the Bank has been formed to attend to matters relating to transfer of equity shares of the Bank and matters related thereto. The resolutions passed by the Share Committee are tabled at the ensuing meeting of the Board of Directors of the Bank, for its noting.

Investor Grievances

During the year under review, the Bank received 3,080 correspondences from its investors, capital market intermediaries and Statutory / Regulatory Authorities, inter alia, in respect of services relating to the securities issued by the Bank by post and through emails addressed to designated email address viz. shareholders@axisbank.com and einward.ris@karvy.com.

The details of the investor complaints received and redressed by the Bank, during the last 3 financial years, are as under:

Received from	No. of complaints received			No. of complaints unresolved as on 31 st March 2019
	2018-19	2017-18	2016-17	
SEBI SCORES	10	7	8	-
Stock Exchanges	-	8	1	-
NSDL / CDSL	-	-	-	-
MCA and others	-	-	-	-
Total No. of complaints received	10	15	9	-
Total No. of complaints redressed	10	15	9	-

There was no investor complaint that was unresolved as on 1st April 2018. All the investor complaints received during the financial year 2018-19 were resolved and as such there was no investor complaint that was unresolved as on 31st March 2019.

The statement highlighting the status of the investor correspondence(s)/complaint(s) received and redressed by the Bank during the financial year 2018-19 were tabled at the quarterly meetings of the Board of Directors of the Bank, for its review and noting.

Nomination Facility

Section 72 of the Companies Act, 2013, provides that every holder of securities of a company may, at any time nominate, in the prescribed manner, any person to whom his securities shall vest in the event of his death. Where the securities of a company are held by more than one person jointly, the joint holders may together nominate any person to whom all the rights in the securities shall vest in the event of death of all the joint holders.

In view of the above, Shareholders may avail of the Nomination Facility. The relevant Nomination Form can be downloaded from the website of the Bank or the Shareholders may write to the Bank at its Registered Office or to Karvy, for the same.

Please note that the nomination shall be automatically rescinded on transfer / transmission / dematerialization of the securities.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The details with respect to commodity price risk in terms of SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November 2018 is as follows:

- 1) Risk management policy with respect to commodities including through hedging: As the Bank is not exposed to XAU (Gold) and XAG (Silver) price risk, the Bank does not have a Risk Management Policy for commodity price risk.
- 2) Exposure of the Bank to commodity and commodity risks faced by the Bank during the year is given below:
 - a) Total exposure of the listed entity to commodities: Nil as on 31st March 2019.

- b) Exposure of the listed entity to various commodities: Not Applicable.
- c) Commodity risks faced by the listed entity during the year and how they have been managed: The Bank did not run any trading positions in XAU (Gold) or XAG (Silver) and does not have exposure to any other commodity.

Modes of making payment of Dividend through electronic mode:

ECS Facility

Payment of Dividends through Electronic mode:

- In terms of Regulation 12 and Schedule I of Listing Regulations, every listed entity is required to mandatorily make all payments to Investors, including Dividend, by using any Reserve Bank of India (RBI) approved electronic mode of payments viz., Direct Credit, Real Time Gross Settlement (RTGS), National Electronic Fund Transfer (NEFT), Electronic Clearing Service (ECS), National Automated Clearing House (NACH) etc. The Bank would be entitled to use the bank account details of the shareholders available with the Depository Participant to facilitate the electronic payment.

- In case of shares held in electronic form:

All shareholders of the Bank holding equity shares in electronic form are requested to provide details relating to, their Bank Account Number, including 9 digit MICR Code and 11 digit IFSC Code, E-mail ID and mobile No(s) to their Depository Participant(s).

- In case of shares held in physical form:

All shareholders of the Bank are requested to provide details relating to their Bank Account Number, indicating 9 digit MICR Code and 11 digit IFSC Code, E-mail ID and mobile No(s) to Karvy at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, by quoting their folio number and attaching a photocopy of the cheque leaf of the said Bank Account and a self-attested copy of their PAN card.

- In case the dividend paid through electronic mode is rejected by the corresponding bank, for any reason whatsoever, the Bank will issue a dividend warrant and print the Bank Account details available with Karvy on the said dividend warrant to avoid fraudulent encashment.

Green initiatives**Dispatch of documents in Electronic Form**

In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a company may give notice through electronic mode including e-mail to those Members who have provided their e-mail address either to their Depository Participant (DP) or to the Company.

Further, in terms of Regulation 36 of the Listing Regulations, the listed entity is required to send soft copies of its annual report to all those shareholder(s) who have registered their email address(es) for this purpose.

Accordingly, the Notice dated 22nd May 2019, convening the 25th Annual General Meeting, the annual report of the Bank for the financial year 2018-19 and the annexures stated therein will be sent by e-mail to those Members who have registered their e-mail address with their DP or with Karvy.

Members who have not yet registered their e-mail address are requested to do so, at the earliest.

In case of shares held in electronic form and in case of any change in the e-mail address, Members are requested to update the same with their DP and in case of shares held in physical form, Members are requested to update the same with Karvy.

In case a Member, whose email address has changed, fails to update his new e-mail address, the said documents will be sent to the existing e-mail address and the said documents will be deemed to have been delivered, in compliance with the relevant provisions of the Companies Act, 2013, the relevant Rules made thereunder and the Listing Regulations.

However, in case any Member wishes to receive a physical copy of the said documents, he is requested to write to einward.ris@karvy.com or shareholders@axisbank.com duly quoting his DP ID and Client ID or his Folio number, as the case may be, to enable the Bank to record his decision and provide physical copy of the said documents, free of cost.

Please note that the said documents will also be uploaded on the Bank's website viz. www.axisbank.com and copies thereof will be made available for inspection at the Registered Office of the Bank during business hours on all working days except Saturdays, Sundays, Bank Holidays and Public Holidays up to the date of the ensuing AGM.

We seek your support to the said Green Initiative, as it is designed to protect our fragile environment.

Means of Communication

After the financial results of the Bank are approved by the Board of Directors, they are disclosed to the Stock Exchanges, in accordance with Regulation 30 of the Listing Regulations read with sub-para 4 of Para A of Part A of Schedule III of the Listing Regulations. Thereafter, the financial results of the Bank and the presentations made by the Senior Management to the Analysts / Investors are uploaded on the Bank's website, www.axisbank.com, in accordance with the Listing Regulations.

The financial results of the Bank are generally published in the Economic Times and Gujarat Samachar or Divya Bhaskar on the day after declaration of the financial results of the Bank.

For the ready reference of the investors of the Bank, a list of frequently asked questions and their answers have been uploaded on website of the Bank at <https://www.axisbank.com/shareholders-corner/investor-faqs>.

In order to enable a larger participation of shareholders for the Annual General Meeting, the Bank has provided Webcast facility for its 25th Annual General Meeting to be held on Saturday, 20th July 2019.

General Body Meetings

The details of the last three Annual General Meetings, are as under:

AGM	Date and Day	Time	Location
22 nd	22 nd July 2016 – Friday	10.00 a.m.	J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat - 380 015.
23 rd	26 th July 2017 – Wednesday	9.30 a.m.	J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat - 380 015.
24 th	20 th June 2018 – Wednesday	10.00 a.m.	J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat - 380 015.

Special resolutions passed at previous three Annual General Meetings

The details of the special resolution(s) passed at the previous three Annual General Meetings, are as under:

AGM	Date of AGM	Special Resolution(s)
22 nd	22 nd July 2016	Resolution No. 18 – Borrowing / Raising funds in Indian/Foreign Currency by issue of debt instruments including but not limited to subordinated debt, senior unsecured long term bonds, green bonds, medium term notes, non-convertible debentures on a private placement basis, for an amount of upto ₹ 35,000 crore.
23 rd	26 th July 2017	Resolution No. 11 – Borrowing / Raising funds in Indian/Foreign Currency by issue of debt instruments including but not limited to subordinated debt, senior unsecured long term bonds, green bonds, medium term notes, non-convertible debentures on a private placement basis, for an amount of upto ₹ 35,000 crore.
24 th	20 th June 2018	Resolution No. 11 - Increase in the borrowing limits of the Bank upto ₹ 200,000 crore, under Section 180 (1) (c) of the Companies Act, 2013. Resolution No. 12 - Borrowing / Raising funds in Indian/Foreign Currency by issue of debt instruments including but not limited to subordinated debt, senior unsecured long term bonds, green bonds, medium term notes, non-convertible debentures on a private placement basis, for an amount of upto ₹ 35,000 crore.

Procedure for Postal Ballot

In compliance with Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank provides e-voting facility to all its Members to enable them to cast their votes electronically on the matters included in Postal Ballot Notice, instead of dispatching the Postal Ballot Form by post. E-voting is optional and all Members are eligible to vote by completing and dispatching the Postal Ballot Form by post, or through e-voting. The Bank has engaged the services of Karvy for the purpose of providing e-voting facility to all its Members.

The Board of Directors of the Bank appointed Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot exercise is conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, as amended.

The Bank dispatches the Postal Ballot Notice and relevant forms along with postage prepaid business reply envelope to those Members whose names appear on the Register of Members / Statements of Beneficial Holders provided by the Depositories as on the cut-off date. The postal ballot notice is also sent in electronic form to those Members whose email address is registered with their DP in case shares are held in electronic form or with Karvy in case shares are held in physical form.

The Bank also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the aforesaid provisions of the Companies Act, 2013 and the said Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the Members as on the said cut-off date. Members desiring to exercise their votes by physical postal ballot forms are required to return the forms duly completed and signed to the Scrutinizer at the address mentioned in the postage prepaid business reply envelope on or before the close of voting period. Members desiring to exercise their votes by electronic mode are requested to exercise their vote using the e-voting facility before the close of business hours on the last date of e-voting as set out in the Postal Ballot Notice.

The Scrutinizer is required to submit his report to the Chairman, after verification of the records and thereafter the consolidated results of the voting can be declared by any one of the Directors of the Bank, duly authorised by the Board of Directors, in this regard.

Subsequently, the said results alongwith the report of the Scrutinizer is disclosed to the Stock Exchanges within 48 hours of such declaration, in terms of Regulation 44(3) of the Listing Regulations, uploaded on the website of the Bank and displayed on the notice board at the Registered and Corporate Offices of the Bank. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

No special resolution is proposed to be passed through postal ballot.

Special Resolutions passed through postal ballot during the Financial Year 2018-19:

During the year under review, approval of Shareholders of the Bank was sought for the following matters, through postal ballot.

- (1) **[Resolution No. 1]** Re-appointment of Prof. Samir K. Barua (DIN: 00211077) as an Independent Director of the Bank, with effect from 1st April 2019.
- (2) **[Resolution No. 2]** Re-appointment of Shri Som Mittal (DIN: 00074842) as an Independent Director of the Bank, with effect from 1st April 2019.
- (3) **[Resolution No. 3]** Re-appointment of Shri Rohit Bhagat (DIN: 02968574) as an Independent Director of the Bank, with effect from 1st April 2019.
- (4) **[Resolution No. 4]** Issuance of employee stock options, convertible into Equity Shares of ₹ 2/- each of the Bank, fully paid, to the eligible Employees/Whole Time Directors of the Bank.
- (5) **[Resolution No. 5]** Issuance of employee stock options, convertible into Equity Shares of ₹ 2/- each of the Bank, fully paid, to the eligible Employees/Whole Time Directors of the Subsidiary Companies of the Bank.

The Bank had appointed Shri Raghavendar Rao D., Practicing Company Secretary (Membership No. ACS 35788/C.P. No. 13407) as the Scrutinizer for conducting the e-voting process, in a fair and transparent manner.

The summary of the Postal Ballot results in respect of the said special resolutions, declared on 17th January 2019, are as under:

Resolution No. 1: Re-appointment of Prof. Samir K. Barua (DIN: 00211077) as an Independent Director of the Bank, with effect from 1st April 2019.

No. of votes in favour	No. of votes against	% of votes in favour	% of votes against
2,02,63,96,814	2,17,27,922	98.9391%	1.0609%

Resolution No. 2: Re-appointment of Shri Som Mittal (DIN: 00074842) as an Independent Director of the Bank, with effect from 1st April 2019:

No. of votes in favour	No. of votes against	% of votes in favour	% of votes against
2,03,95,26,299	85,98,417	99.5802%	0.4198%

Resolution No. 3: Re-appointment of Shri Rohit Bhagat (DIN: 02968574) as an Independent Director of the Bank, with effect from 1st April 2019.

No. of votes in favour	No. of votes against	% of votes in favour	% of votes against
2,03,95,25,868	85,98,716	99.5802%	0.4198%

Resolution No. 4: Issuance of employee stock options, convertible into Equity Shares of ₹ 2/- each of the Bank, fully paid, to the eligible Employees/Whole Time Directors of the Bank.

No. of votes in favour	No. of votes against	% of votes in favour	% of votes against
1,95,44,00,316	11,86,51,135	94.2765%	5.7235%

Resolution No. 5: Issuance of employee stock options, convertible into Equity Shares of ₹ 2/- each of the Bank, fully paid, to the eligible Employees/Whole Time Directors of the Subsidiary Companies of the Bank.

No. of votes in favour	No. of votes against	% of votes in favour	% of votes against
1,95,43,84,455	11,86,54,587	94.2763%	5.7237%

Address for correspondence:

Registered Office	Corporate Office	Registrar & Share Transfer Agent (RTA)
Axis Bank Limited [CIN:L65110GJ1993PLC020769] 'Trishul', 3 rd Floor, Opp. Samaratheshwar Temple, Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380 006. Tel. No. : +9179-6630 6161 Fax No. : +9179-2640 9321 Email : shareholders@axisbank.com	Axis Bank Limited 'Axis House', C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra – 400 025. Tel. No. : +9122-2425 2525 Fax No. : +9122-2425 1800 Email : shareholders@axisbank.com	M/s. Karvy Fintech Private Limited Unit: Axis Bank Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032. Tel. No. : +91 40-6716 2222 Fax No. : +91 40-2300 1153 Toll Free No. : 1800-345-4001 Email : einward.ris@karvy.com

**COMPLIANCE WITH CODE OF CONDUCT AND CONFLICT OF INTEREST NORMS IN RESPECT OF
BOARD OF DIRECTORS AND THE CODE OF CONDUCT AND ETHICS FOR SENIOR MANAGEMENT OF
THE BANK, FOR THE FINANCIAL YEAR 2018-19**

I confirm that for the year under review, all Directors and Members of the Senior Management of the Bank have affirmed compliance with the Codes as applicable to them.

Amitabh Chaudhry
Managing Director & CEO

Place : Mumbai
Date : 26th April 2019