



AXIS/CO/CS/44/2015-16

April 15, 2015

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

BSE Limited

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

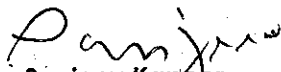

Dear Sir,

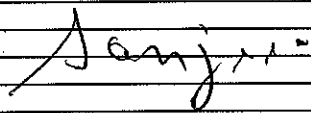
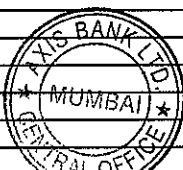
**SUB : COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 FOR THE QUARTER ENDED
31/3/2015 - AXIS BANK**

We are pleased to enclose a copy of the Compliance Report on Corporate Governance for the quarter ended 31st March, 2015, pursuant to clause 49 of the Listing Agreement.

Please take the same on your record.

Yours faithfully,


Sanjeev Kapoor
Company Secretary

Encl : a/a.

Name of the Company : AXIS BANK LIMITED FOR THE QUARTER ENDED 31ST MARCH, 2015			
QUARTERLY COMPLIANCE REPORT AS PER CLAUSE 49 ON CORPORATE GOVERNANCE			
Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
II. Board of Directors			
(A) Composition of Board	49 (II A)	Yes	Smt. Shikha Sharma is presently the Managing Director & CEO w.e.f. 01/06/2009. Dr. Sanjiv Misra has been appointed as Non-Executive Chairman of the Bank w.e.f. 08/03/2013.
(B) Independent Directors	49 (II B)	Yes	
(C) Non-Executive Directors' compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	The Code(s) of conduct for the Board of Directors and for the Senior Management have been displayed on the Bank's website. Affirmations in respect of compliance with the codes as on 31/03/2015 are being obtained from all Directors and Senior Management Personnel. The Annual Report of the Bank for the year 2014-15 will contain a declaration to this effect signed by Managing Director & CEO.
(F) Whistle Blower Policy	49 (II F)	Yes	
III. Audit Committee			
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee			
	49 (IV)	Yes	
V. Subsidiary Companies			
	49 (V)	Yes	
VI. Risk Management			
	49 (VI)	Yes	
VII. Related Party Transactions			
	49 (VII)	Yes	
VIII. Disclosures			
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	NA	No changes have been made in the Accounting Treatment.
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from Public issues, rights issues, preferential issues, etc.	49 (VIII F)	NA	
IX. CEO/CFO Certification			
	49 (IX)	Yes	The CEO/CFO certificate for FY 2014-15 will be placed before the Board at its meeting scheduled to be held in the month of April, 2015.
X. Report on Corporate Governance			
	49 (X)	Yes	The Annual Report for the year 2014-15 will be placed before the Board of Directors which will include the report on Corporate Governance for approval at the Board Meeting scheduled to be held in the month of April, 2015.
XI. Compliance			
	49 (XI)	Yes	A certificate from the Bank's Statutory Auditors S R Batliboi & Co LLP regarding compliance of the Corporate Governance will form part of the Annual Report 2014-15.
 Sanjeev Kapoor Company Secretary  15.04.2015			