



AXIS/CO/CS/47/2019-20

3rd April, 2019

Shri Kautuk Upadhyay
The Chief Manager,
Listing & Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, "G" Block
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051

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

NSE Symbol: AXISBANK

BSE Scrip Code : 532215

Dear Sirs,

SUB: COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER REGULATION 27(2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS") FOR THE QUARTER ENDED 31ST MARCH, 2019 - AXIS BANK LIMITED

We are pleased to enclose a copy of the Compliance Report on Corporate Governance for the quarter ended 31st March, 2019, pursuant to regulation 27(2) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

You are requested to take the above on record.

Yours faithfully,
For Axis Bank Limited

Girish V. Koliyote
Company Secretary

Encl.: As above

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General information about company

| | |
|---------------------------------|-------------------|
| Scrip code | 532215 |
| NSE Symbol | AXISBANK |
| MSEI Symbol | notlisted |
| ISIN | INE238A01034 |
| Name of the entity | AXIS BANK LIMITED |
| Date of start of financial year | 01-04-2018 |
| Date of end of financial year | 31-03-2019 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2019 |
| Risk management committee | Applicable |

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | | | |
|---|----------------|----------------------|-------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|---|--|---|---|---|-----------------------------|-----------------------------|
| Is there any change in information of board of directors compared to previous quarter | | | | | | | | | | | | | | | | | |
| Whether the listed entity has a Regular Chairperson | | | | | | | | | | | | | | | | | |
| Yes | | | | | | | | | | | | | | | | | |
| Yes | | | | | | | | | | | | | | | | | |
| Sr | Title (Mr./Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No. of Directorships in which the listed entity has been included (Refer Regulation 25(1) of Listing Regulations) | Number of Directorships in which the listed entity has been included (Refer Regulation 25(1) of Listing Regulations) | No. of Executive Directorships in which the listed entity has been included (Refer Regulation 25(1) of Listing Regulations) | No. of Non-Executive Directorships in which the listed entity has been included (Refer Regulation 25(1) of Listing Regulations) | No. of Independent Directorships in which the listed entity has been included (Refer Regulation 25(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1 | Mr. | Kamlesh Khanna | AAABPA1646G | 03075787 | Executive Director | Chairperson | Chairperson | 18-07-2016 | | 31 | 2 | 1 | 0 | 0 | 0 | | |
| 2 | Mr. | Anubhav Chaudhary | ARPC7986D | 00531170 | Executive Director | Not Applicable | SE-DMD | 01-01-2019 | | 0 | 0 | 0 | 0 | 0 | 0 | | |
| 3 | Mr. | Karun Kumar | AA11P926R | 00211027 | Non-Executive - Independent Director | Not Applicable | Not Applicable | 01-04-2014 | | 66 | 2 | 5 | 4 | 4 | | | |
| 4 | Mr. | Soni Mahal | AAAPW4763P | 00074842 | Non-Executive - Independent Director | Not Applicable | Not Applicable | 01-04-2014 | | 66 | 3 | 3 | 2 | 2 | | | |
| 5 | Mr. | Rohit Dhanraj | ACAPR6287E | 02968574 | Non-Executive - Independent Director | Not Applicable | Not Applicable | 01-04-2014 | | 60 | 1 | 0 | 0 | 0 | | | |
| 6 | Ms. | Usha Sureshwar | AAAF3AB6L | 01600363 | Non-Executive - Nominee Director | Not Applicable | Not Applicable | 26-07-2017 | | 0 | 0 | 1 | 0 | 0 | | | |
| 7 | Mr. | Vivekanandan | AR2PV4731 | 02755628 | Non-Executive - Independent Director | Not Applicable | Not Applicable | 11-07-2015 | | 49 | 2 | 2 | 0 | 0 | | | |
| 8 | Mr. | Rajesh Mahaling | AE7PM246D | 00117692 | Non-Executive - Independent Director | Not Applicable | Not Applicable | 27-10-2015 | | 41 | 2 | 6 | 2 | 2 | | | |
| 9 | Mr. | Gopal Biswas | ARRPH1106H | 07367868 | Non-Executive - Independent Director | Not Applicable | Not Applicable | 19-01-2016 | | 38 | 2 | 0 | 0 | 0 | | | |
| 10 | Mr. | Rohit Jain | ACEPR1735F | 00425793 | Non-Executive - Nominee Director | Not Applicable | Not Applicable | 26-07-2017 | | 0 | 0 | 2 | 1 | 1 | | 112 | |
| 11 | Mr. | Manoj Kumar | 77779999Z | 02965547 | Non-Executive - Nominee Director | Not Applicable | Not Applicable | 19-12-2017 | | 0 | 0 | 0 | 0 | 0 | | | |
| 12 | Mr. | Deepak Kumar | ACQPA997A | 02541293 | Executive Director | Not Applicable | Not Applicable | 20-06-2016 | | 0 | 0 | 0 | 0 | 0 | | | |
| 13 | Mr. | Rajesh Dhanraj | ADWPS316S | 02968488 | Executive Director | Not Applicable | Not Applicable | 20-06-2016 | | 0 | 0 | 0 | 1 | 0 | | | |
| 14 | Mr. | Aradhya Parag | AKGPR437C | 02127275 | Non-Executive - Independent Director | Not Applicable | Not Applicable | 02-11-2016 | | 0 | 2 | 2 | 0 | 0 | | | |



Annexure 1

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (If applicable) must be mandatorily filled for every Committee

2. Date of Appointment can be any day upto December 31, 2018

3. Date of Cessation must be for the current quarter only, i.e. October 1,2018 to December 31, 2018

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

Is there any change in information of committees compare to previous quarter

Yes

| Audit Committee Details | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|------------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| Whether the Audit Committee has a Regular Chairperson | | | | | |
| | | | | Yes | |
| 1 | 00211077 | Samir Barua | Non-Executive - Independent Director | Chairperson | 01-04-2014 |
| 2 | 02255828 | S. Vishwanathan | Non-Executive - Independent Director | Member | 11-02-2015 |
| 3 | 00117692 | Rakesh Makhija | Non-Executive - Independent Director | Member | 19-01-2016 |
| 4 | 00425793 | B. Babu Rao | Non-Executive - Nominee Director | Member | 17-10-2017 |
| 5 | 02172725 | Girish Paranjpe | Non-Executive - Independent Director | Member | 30-01-2019 |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

| Nomination and remuneration committee | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|------------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | |
| | | | | Yes | |
| 1 | 00117692 | Rakesh Makhija | Non-Executive - Independent Director | Chairperson | 12-10-2016 |
| 2 | 02968574 | Rohit Bhagat | Non-Executive - Independent Director | Member | 24-07-2015 |
| 3 | 00074842 | Som Mittal | Non-Executive - Independent Director | Member | 07-12-2017 |
| 4 | 07995547 | Stephen Pajliuca | Non-Executive - Nominee Director | Member | 20-10-2018 |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |



| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00425793 | B. Babu Rao | Non-Executive - Nominee Director | Chairperson | 26-07-2017 | | |
| 2 | 07508488 | Rajesh Dahiya | Executive Director | Member | 20-06-2018 | | |
| 3 | 02255828 | S. Vikramnathan | Non-Executive - Independent Director | Member | 20-10-2018 | | |
| 4 | | | | | | | |
| 5 | | | | | | | |
| 6 | | | | | | | |
| 7 | | | | | | | |
| 8 | | | | | | | |
| 9 | | | | | | | |
| 10 | | | | | | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00211027 | Sandeep Barua | Non-Executive - Independent Director | Chairperson | 01-04-2014 | | |
| 2 | 02075797 | Sandeep Misra | Non-Executive - Independent Director | Member | 18-07-2016 | | |
| 3 | 02968574 | Rishi Bhasrat | Non-Executive - Independent Director | Member | 21-08-2014 | | |
| 4 | 07367868 | Geetaki Bhagwat | Non-Executive - Independent Director | Member | 19-01-2016 | | |
| 5 | 00531120 | Amitabh Chaudhry | Executive Director | Member | 01-01-2019 | | |
| 6 | 02609261 | Usha Sanwan | Non-Executive - Nominee Director | Member | 30-01-2019 | | |
| 7 | 02541753 | Rajiv Anand | Executive Director | Member | 30-01-2019 | | |
| 8 | | | | | | | |
| 9 | | | | | | | |
| 10 | | | | | | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00074842 | Son Mittal | Non-Executive - Independent Director | Chairperson | 01-04-2014 | | |
| 2 | 07508488 | Rajesh Dahiya | Executive Director | Member | 20-06-2018 | | |
| 3 | 02541753 | Rajiv Anand | Executive Director | Member | 20-06-2018 | | |
| 4 | | | | | | | |
| 5 | | | | | | | |
| 6 | | | | | | | |
| 7 | | | | | | | |
| 8 | | | | | | | |
| 9 | | | | | | | |
| 10 | | | | | | | |

| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
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explanatory[Add Notes](#)

Sr

Date(s) of meeting (Enter dates of Previous quarter
and Current quarter in chronological order)Maximum gap between
any two consecutive (in
number of days)[Add](#)[Delete](#)

1

08-12-2018

2

29-01-2019

51

3

12-03-2019

41

4

27-03-2019

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| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Add Notes | Name of other committee |
|----|---------------------------------------|---|--|---------------------------|---|--|-----------|-------------------------|
| | | | | | | | | |
| 1 | Audit Committee | 07-01-2019 | Yes | | 15-11-2018 | 52 | | |
| 2 | Audit Committee | 29-01-2019 | Yes | | | 21 | | |
| 3 | Audit Committee | 19-02-2019 | Yes | | | 20 | | |
| 4 | Audit Committee | 07-03-2019 | Yes | | | 15 | | |
| 5 | Audit Committee | 20-03-2019 | Yes | | | 12 | | |
| 6 | Audit Committee | 27-03-2019 | Yes | | | 6 | | |
| 7 | Nomination and remuneration committee | 07-01-2019 | Yes | | 08-12-2018 | 29 | | |
| 8 | Nomination and remuneration committee | 28-01-2019 | Yes | | | 20 | | |
| 9 | Nomination and remuneration committee | 19-02-2019 | Yes | | | 21 | | |
| 10 | Nomination and remuneration committee | 12-03-2019 | Yes | | | 20 | | |
| 11 | Nomination and remuneration committee | 26-03-2019 | Yes | | | 13 | | |
| 12 | Nomination and remuneration committee | 27-03-2019 | Yes | | | 0 | | |
| 13 | Stakeholders Relationship Committee | 17-01-2019 | Yes | | 15-10-2018 | 93 | | |
| 14 | Stakeholders Relationship Committee | 26-03-2019 | Yes | | | 67 | | |

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V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--|--|-------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |
| Disclosure of notes on related party transactions | | | Add Notes |
| Disclosure of notes of material transaction with related party | | | Add Notes |

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| Sr | Subject | Compliance status (Yes/No) |
|----|---|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | Yes |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Add Notes |

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| Sr | Subject | Compliance status |
|----|-------------------|-------------------------|
| 1 | Name of signatory | Shri Girish V. Koliyote |
| 2 | Designation | Company Secretary |



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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| Sr | Item | Compliance status | If status is "No" details of non-compliance may be given here. | Web address |
|----|---|-------------------|--|--|
| 1 | Details of business | Yes | | https://www.axisbank.com/shareholders-corner |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://www.axisbank.com/shareholders-corner |
| 3 | Composition of various committees of board of directors | Yes | | https://www.axisbank.com/shareholders-corner |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://www.axisbank.com/shareholders-corner |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://www.axisbank.com/shareholders-corner |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://www.axisbank.com/shareholders-corner |
| 7 | Policy on dealing with related party transactions | Yes | | https://www.axisbank.com/shareholders-corner |
| 8 | Policy for determining 'material' subsidiaries | Yes | | https://www.axisbank.com/shareholders-corner |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://www.axisbank.com/shareholders-corner |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://www.axisbank.com/shareholders-corner |
| 11 | email address for grievance redressal and other relevant details | Yes | | https://www.axisbank.com/shareholders-corner |
| 12 | Financial results | Yes | | https://www.axisbank.com/shareholders-corner |
| 13 | Shareholding pattern | Yes | | https://www.axisbank.com/shareholders-corner |
| 14 | Details of agreements entered into with the media companies and/or their associates | Yes | | https://www.axisbank.com/shareholders-corner |
| 15 | New name and the old name of the listed entity | NA | | https://www.axisbank.com/shareholders-corner |
| 16 | Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block] | Yes | | https://www.axisbank.com/shareholders-corner |

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| Annexure II | | |
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| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| Any other information to be provided | | Add Notes |

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| Annexure II | | |
|-------------|-------------------|-------------------------|
| 1 | Name of signatory | Shri Girish V. Koliyote |
| 2 | Designation | Company Secretary |



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Signatory Details

| | |
|-----------------------|-------------------------|
| Name of signatory | Shri Girish V. Koliyote |
| Designation of person | Company Secretary |
| Place | Mumbai |
| Date | 03-04-2019 |

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