



AXIS/CO/CS/18/2016-17

6<sup>th</sup> April, 2016

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

Attn.: Shri Avinash Kharkar

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

Attn.: Shri Bhushan Mokashi

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 31<sup>ST</sup> MARCH, 2016 - AXIS BANK LIMITED**

We are pleased to enclose a copy of the Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2016, 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

**Compliance Report on Corporate Governance**

1. Name of Listed Entity – Axis Bank Ltd.
2. Quarter ending – 31<sup>st</sup> March, 2016

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non- Executive/in dependent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Dr.	Sanjiv Misra (Re-appointed on 8 <sup>th</sup> March, 2016)	DIN: 03075797 PAN: AAAPM1646G	Chairman/SUUTI Nominee	08.03.2016	-	-	3	1	
Ms.	Shikha Sharma	DIN: 00043265 PAN: ALFSP244J	Managing Director & CEO	01.06.2015	-	-	-	-	
Mr.	K. N. Prithviraj (Term expired on 8 <sup>th</sup> January, 2016)	DIN: 00115317 PAN: AAHPF7721Q	SUUTI Nominee/Non Executive	08.01.2016	-	-	3	1	
Mr.	V. R. Koundinya	DIN: 00043067 PAN: AAEPK5832C	Independent/Non Executive	01.04.2014	2 years	1	4	1	
Mr.	Prasad Menon (1 <sup>st</sup> term – 1 <sup>st</sup> April 2014 till 22 <sup>nd</sup> January 2016) (2 <sup>nd</sup> Term – 23 <sup>rd</sup> January 2016 till date)	DIN: 00005078 PAN: AECPM1352B	Independent/Non Executive	23.01.2016	2 months and 9 days	2	2	1	
Prof.	Samir Barua	DIN: 00211077 PAN: AALPB2005R	Independent/Non Executive	01.04.2014	2 years	2	4	2	
Mr.	Som Mittal	DIN: 00074842 PAN: AAWPM7639P	Independent/Non Executive	01.04.2014	2 years	2	2	1	
Mr.	Rohil Bhagat	DIN: 02968574 PAN: ACAPB6287E	Independent/Non Executive	01.04.2014	2 years	1	-	-	
Ms.	Usha Sangwan	DIN: 02409263 PAN: AAKPS4806L	LIC Nominee/Non Executive	24.07.2015	-	-	1	-	
Mr.	S. Vishvanathan	DIN: 02255828 PAN: ABZPV2473J	Independent/Non Executive	11.02.2015	1 year, 1 month & 20 days	2	2	-	
Mr.	Rakesh Makhlja	DIN: 00117692 PAN: AEZPM2436D	Independent /Non Executive	27.10.2015	5 months & 4 days	2	4	-	
Ms.	Ketaki Bhagwati	DIN: 07367868 PAN: ARNPB1105H	Independent/Non Executive	19.01.2016	2 months & 13 days	1	-	-	



Mr.	B. Babu Rao	DIN: 00425793 PAN: ACEPB1735F	SUUTI Nominee/ Non Executive	19.01.2016	-	1
Mr.	V. Srinivasan	DIN: 00033882 PAN: AACPV1790Q	Deputy Managing Director	21.12.2015	-	2
Mr.	Sanjeev Kumar Gupta (Retired from close of business hours on 18 <sup>th</sup> March, 2016)	DIN: 00237353 PAN: AAA PG1605K	Executive Director (Corporate Centre)	18.03.2016	-	-

\$PAN number of any director would not be displayed on the website of Stock Exchange  
 &Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen  
 \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee)*
1. Audit Committee (Re-constituted on 19 <sup>th</sup> January, 2016)	Prof. Samir Barua Shri V. R. Kaundinya Shri S. Vishwanathan Shri Rakesh Makhija	Chairperson of Committee / Independent/Non Executive Independent/Non Executive Independent/Non Executive Independent/Non Executive
2. Nomination & Remuneration Committee	Shri Prasad Menon Shri V. R. Kaundinya Prof. Samir Barua Shri Rohit Bhagat	Chairperson of Committee / Independent/Non Executive Independent/Non Executive Independent/Non Executive Independent/Non Executive
3. Risk Management Committee (Re-constituted on 19 <sup>th</sup> January, 2016)	Prof. Samir Barua Dr. Sanjiv Misra Smt. Shikha Sharma Shri Rohit Bhagat Smt. Ketaki Bhagwati	Chairperson of Committee / Independent/Non Executive SUUTI Nominee / Non-Executive Managing Director & CEO (Executive) Independent/Non Executive Independent/Non Executive
4. Stakeholders Relationship Committee (Re-constituted on 19 <sup>th</sup> January, 2016)	Shri V. R. Kaundinya Shri V. Srinivasan Shri B. Babu Rao	Chairperson of Committee / Independent/Non Executive Deputy Managing Director (Executive) SUUTI Nominee/ Non Executive

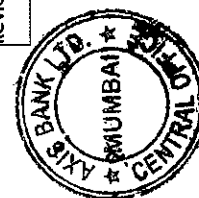
\*Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
27 <sup>th</sup> October, 2015	19 <sup>th</sup> January, 2016	83 days

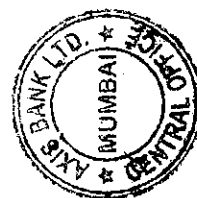


IV. Meeting of Committees	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Committee of Directors:	2.2.2016, 26.2.2016 and 17.3.2016	Yes	6.11.2015, 1.12.2015 and 23.12.2015	35 days
Audit Committee:	18.1.2016, 20.1.2016, 25.2.2016 and 17.3.2016		08.10.2015, 27.10.2015, 1.12.2015 and 18.12.2015	
Nomination and Remuneration Committee:	19.1.2016 and 23.3.2016		8.10.2015 and 26.10.2015	
Risk Management Committee:	19.1.2016 and 23.3.2016		26.10.2015	
Customer Service Committee:	20.1.2016		26.10.2015	
Stakeholders Relationship Committee:	14.1.2016		14.10.2015	
Special Committee of the Board of Directors for Monitoring of Large Value Frauds:	17.3.2016		18.12.2015	
IT Strategy Committee:	18.3.2016		16.12.2015	
Acquisition, Divestment and Merger Committee:	-		-	
Corporate Social Responsibility Committee:	-		-	
Committee of Whole-Time Directors:	28.1.2016, 4.3.2016 and 30.3.2016		28.10.2015 and 23.12.2015	
Review Committee:	16.3.2016		-	



\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

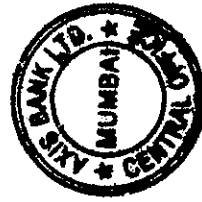
V. Related Party Transactions		Compliance status (Yes/No/NA) refer note
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>		



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2015 was placed before the Board of Directors of the Bank at its meeting held on 19<sup>th</sup> January, 2016. The Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2016 will be placed before the Board of Directors of the Bank at the ensuing Board Meeting scheduled to be held on 25<sup>th</sup> April, 2016.



A handwritten signature in black ink, appearing to read "Girish V. Koliyote".

**Girish V. Koliyote**  
Company Secretary

7.4.2016