



AXIS/CO/CS/340/2018-19

9th July, 2018

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

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 Avinash Kharkar

Attn.: Shri Khushru Balsara

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 30TH JUNE, 2018 - AXIS BANK LIMITED

We are pleased to enclose a copy of the Compliance Report on Corporate Governance for the quarter ended 30th June, 2018, 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 Limited
 2. Quarter ending – 30th June 2018

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non- Executive/Independent/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 past of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Dr.	Sanjiv Misra	DIN: 03075797 PAN: AAAPM1646G	Independent / Non - Executive (Part Time) Chairman	18-07-2016	1 year, 11 months	3	2	1
Ms.	Shikha Sharma	DIN: 00043265 PAN: ALFPS9244J	Managing Director & CEO	01-06-2015	-	-	-	-
Mr.	Prasad Menon	DIN: 00005078 PAN: AECPM1352B	Independent/Non Executive	23-01-2016	2 years, 5 months	3	2	1
Prof.	Samir Barua	DIN: 00211077 PAN: AALPB2005R	Independent/Non Executive	01-04-2014	4 years, 3 months	2	5	4
Mr.	Som Mittal	DIN: 00074842 PAN: AAWPM7639P	Independent/Non Executive	01-04-2014	4 years, 3 months	3	3	2
Mr.	Rohif Bhagat	DIN: 02968574 PAN: ACAPB6287E	Independent/Non Executive	01-04-2014	4 years, 3 months	1	-	-
Ms.	Usha Sangwan	DIN: 02609263 PAN: AAKPS4806L	LIC Nominee/Non Executive	26-07-2017	-	-	3	1
Mr.	S. Vishvanathan	DIN: 02255828 PAN: ABZPV2473J	Independent/Non Executive	11-02-2015	3 years, 4 month	2	3	1
Mr.	Rakesh Makhija	DIN: 00117692 PAN: AEZPM2436D	Independent /Non Executive	27-10-2015	2 years, 8 months	2	6	2
Ms.	Ketaki Bhagwat	DIN: 07367868 PAN: ARNPB1105H	Independent/Non Executive	19-01-2016	2 years, 5 months	1	-	-
Mr.	B. Babu Rao	DIN: 00425793 PAN: ACEPB1735F	SUUTI Nominee/ Non Executive	26-07-2017	-	-	2	1
Mr.	Stephen Pagliuca	DIN: 07995547 PAN: Not Applicable	Bain Capital Nominee / Non Executive	19-12-2017	-	-	-	-
Mr.	V. Srinivasan	DIN: 00033882 PAN: AACPV1790Q	Deputy Managing Director	22-07-2016	-	-	-	-
Mr.	Rajiv Anand	DIN: 02541753 PAN: AACPA2997A	Executive Director (Retail Banking)	04-08-2016	-	-	-	-
Mr.	Rajesh Dahiya	DIN: 07508488 PAN: ADXPD9316Q	Executive Director (Corporate Centre)	04-08-2016	-	-	1	-



³PAN number of any director would not be displayed on the website of Stock Exchange

⁴Category of directors means executive/non-executive/independent/Nominee- if a director fits into more than one category write all categories separating them with hyphen

⁵ 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) ⁵
1- Audit Committee	Prof- Samir Barua Shri S- Vishvanathan Shri Rakesh Makhija Shri B- Baburao	Chairperson of Committee / Independent/Non Executive Independent/Non Executive Independent/Non Executive SUUTI Nominee/Non Executive
2- Nomination & Remuneration Committee	Shri Prasad Menon Shri Rohit Bhagal Shri Rakesh Makhija Shri Som Mittal	Chairperson of Committee/ Independent/Non Executive Independent/Non Executive Independent/Non Executive Independent/Non Executive
3- Risk Management Committee	Prof- Samir Barua Dr- Sanjiv Misra Smt- Shikha Sharma Shri Rohit Bhagal Smt- Ketaki Bhagwati	Chairperson of Committee/ Independent/Non Executive Independent/Non Executive Managing Director & CEO (Executive) Independent/Non Executive Independent/Non Executive
4- Stakeholders Relationship Committee	Shri B- Babu Rao Shri Rajesh Dahiya	Chairperson of Committee/ SUUTI Nominee/ Non Executive Executive Director (Corporate Centre)
5- Corporate Social Responsibility Committee	Shri Som Mittal Shri Rajesh Dohiya Shri Rajiv Anand	Chairperson of Committee/ Independent/Non Executive Executive Director (Corporate Centre) Executive Director (Retail Banking)

⁶Category 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 relevant quarter	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
09-04-2018; 26-04-2018; 16-05-18; 19-06-2018	22-01-2018; 23-03-2018	33





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*
Audit Committee: 09-04-2018; 26-04-2018; 09-05-2018; 16-05-2018; 25-05-2018;25-06-2018	Yes	22-01-2018, 22-02-2018, 22-03-2018	76 days
Nomination and Remuneration Committee: 25-04-2018; 26-05-2018; 19-06-2018		22-1-2018, 23-3-2018	
Risk Management Committee: 27-04-2018 16-05-2018; 15-06-2018		23-01-2018, 22-02-2018	
Stakeholders Relationship Committee: 13-04-2018		15-01-2018	
Corporate Social Responsibility Committee: 21-06-2018		15-03-2018	



* 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	
Subject	Compliance status (Yes/No/NA)^{refer note}
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*

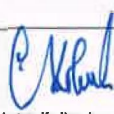
Note

- 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-
- If status is "No" details of non-compliance may be given here-
- * Review of Related Party Transactions (RPT) entered into pursuant to omnibus approval is placed at Audit Committee of the Board (ACB) on quarterly basis- In this respect, the details of RPT for the quarter and year ended 31st March 2018 have been reviewed by ACB at its meeting held on 26th April 2018- The RPT for quarter ended 30th June 2018 will be placed for review to the ACB at its meeting to be held on 30th July 2018-

VI- Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee (applicable to the top 100 listed entities)
- The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-
- 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-
- 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 31st December, 2017 was placed before the Board of Directors of the Bank at its meeting held on 22nd January, 2018- The Compliance Report on Corporate Governance for the quarter ended 31st March, 2018 will be placed before the Board of Directors of the Bank at the ensuing Board Meeting scheduled to be held in April, 2018-


 Girish V. Kollyote
 Company Secretary
 09-07-2018

