

AXIS/CO/CS/29/2023-24

April 13, 2023

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

Listing Department
BSE Limited
1st Floor,
P. J. Towers,
Dalal Street
Fort, Mumbai – 400 001

NSE Symbol: AXISBANK

BSE Scrip Code : 532215

Dear Sir(s),

SUB: COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER REGULATION 27(2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS") FOR THE YEAR ENDED MARCH 31, 2023 - AXIS BANK LIMITED

We are pleased to enclose a copy of the Compliance Report on Corporate Governance for the year ended March 31, 2023 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.

Thanking You.

Yours sincerely,

For Axis Bank Limited

Sandeep Poddar
Company Secretary

Encl: a/a

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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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

Enter the quarter
ended date only

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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																		Add Notes									
Whether the listed entity has a Regular Chairperson																		Yes									
Whether Chairperson is related to MD or CEO																		Yes									
Disqualification of Directors under section 164 of the Companies Act, 2013																											
Sr	Title (Mr / Ms)	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 315A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 316 of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 317(2) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee) including this listed entity (Refer Regulation 318 of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 319) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN		
Add		Delete																									
1	Mr	Abhishek Mishra	AJZPA2458D	20117920	Non-Executive - Independent Director	Chairperson		24-07-1951	No				Active	NA		27-10-2022	27-10-2022		8925	2	2	2	2				
2	Mr	Srinivas Choudhary	ABPFL2496D	2051120	Executive Director	Not Applicable	CEO-MD	02-07-1964	No				Active	NA		01-01-2022	01-01-2022			2	0	0	0				
3	Mr	Srinivas Vishwanathan	ABPFL2475D	20510208	Non-Executive - Independent Director			26-01-1964	No				Inactive	NA		11-01-2022	11-01-2022	10-02-2022	9635	2	2	2	2				
4	Mr	Vishal Bhargava	ABPFL2451N	27879808	Non-Executive - Independent Director			26-01-1964	No				Active	NA		19-01-2022	19-01-2022		8613	2	2	2	2				
5	Mr	Vishal Paragpal	ABPFL2377C	20117725	Non-Executive - Nominee Director			26-03-1958	No				Active	NA		02-11-2022	02-11-2022		5235	2	2	2	2				
6	Mr	Prasanna Chandrashekar Subramanian	ABPFL2007L	20453130	Non-Executive - Independent Director			01-02-1961	No				Active	NA		01-01-2022	01-01-2022			2	1	2	2				
7	Mr	Rajeev Ganeshi	ABPFL2456L	20528252	Non-Executive - Independent Director			31-08-1963	No				Active	NA		01-08-2022	01-08-2022		3235	2	2	2	2				
8	Mr	Pradumantharan Gopalaraman	AAAP97738C	27139008	Non-Executive - Nominee Director			29-03-1955	No				Active	NA		28-10-2022	28-10-2022		2934	2	2	2	2				
9	Mr	Vishal Mishra	AAOPK2705R	22384614	Non-Executive - Nominee Director			12-01-1976	No				Active	NA		19-12-2021	19-12-2021			2	0	0	0				
10	Ms	Vasanthika Govindan	AAOPK2414D	22239909	Female			27-03-1957	No				Inactive	NA		27-01-2021	27-01-2021	27-03-2021		1	1	1	1				
11	Mr	Kishanrao Deshkar	AAAPK5213L	20519809	Non-Executive - Independent Director			03-12-1958	No				Active	NA		14-06-2021	14-06-2021		2113	2	1	1	1				
12	Mr	Kishay Kish	AAAPK0279P	20102071	Female			03-05-1960	No				Active	NA		17-06-2022	17-06-2022		633	1	1	1	1				
13	Mr	PARAMESWARANAPILLAI NAGA PRASAD	AAAPK0232R	27430926	Female			22-01-1962	No				Active	NA		20-10-2022	20-10-2022		512	2	2	2	2				
14	Mr	Sathishkumar Muralikrishnan Ch	AAAPK0215H	27667941	Non-Executive - Independent Director			22-01-1962	No				Active	NA		01-02-2022	01-02-2022		200	1	1	1	1				
15	Mr	Rajy Anand	AAZPA2807A	22541753	Executive Director	Not Applicable		03-01-1964	No				Active	NA		04-08-2022	04-08-2022			0	0	0	0				

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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

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 September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30.2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit 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	02172725	Girish Paranjpe	Non-Executive - Independent Director	Chairperson	30-01-2019		15
2	06519869	Mahendra Dev Sanjeeva Suryadev	Non-Executive - Independent Director	Member	14-06-2021		
3	06453310	Tharavanat Chandrasekharan Suse	Non-Executive - Nominee Director	Member	14-06-2021		
4	00528252	Meena Ganesh	Non-Executive - Independent Director	Member	20-10-2022		
5							
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9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration 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	00528252	Meena Ganesh	Non-Executive - Independent Director	Chairperson	25-08-2020		16
2	00117692	Rakesh Makhija	Non-Executive - Independent Director	Member	12-10-2016		
3	02172725	Girish Paranjpe	Non-Executive - Independent Director	Member	25-08-2020		
4	06453310	Tharavanat Chandrasekharan Suse	Non-Executive - Nominee Director	Member	20-10-2022		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00162071	Manoj Kohli	Non-Executive - Independent Director	Chairperson	20-10-2022		17
2	02541753	Rajiv Anand	Executive Director	Member	10-01-2022		
3	07430506	PARAMESWARANPILLAI NAGA PRA	Non-Executive - Independent Director	Member	11-02-2023		
4	07667641	Seshabhadrasrinivas Mallikarjunra	Non-Executive - Independent Director	Member	11-02-2023		
5	02255828	Srinivasan Vishvanathan	Non-Executive - Independent Director	Member	20-10-2018	10-02-2023	
6	02230959	Vasantha Govindan	Non-Executive - Nominee Director	Member	16-03-2021	27-03-2023	
7							
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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	07367868	Ketaki Bhagwati	Non-Executive - Independent Director	Chairperson	19-01-2016		23
2	00531120	Amitabh Chaudhry	Executive Director	Member	01-01-2019		
3	02172725	Girish Paranjpe	Non-Executive - Independent Director	Member	25-08-2020		
4	07130908	Padmanabhan Gopalaraman	Non-Executive - Independent Director	Member	14-12-2020		
5	00162071	Manoj Kohli	Non-Executive - Independent Director	Member	20-10-2022		
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00117692	Rakesh Makhija	Non-Executive - Independent Director	Chairperson	16-09-2019		20
2	02541753	Rajiv Anand	Executive Director	Member	12-10-2016		
3	00528252	Meena Ganesh	Non-Executive - Independent Director	Member	14-06-2021		
4	06519869	Mahendra Dev Sanjeeva Suryadev	Non-Executive - Independent Director	Member	20-10-2022		

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Disclosure of notes on meeting of board of directors 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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add	Delete					
1	20-10-2022			Yes	14	13	9
2	08-12-2022	48		Yes	14	13	8
3	23-01-2023	45		Yes	14	14	9
4	23-02-2023	30		Yes	13	13	9

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IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Add Notes			
Sr	Name of Committee	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)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Add Delete										
1	Audit Committee	17-10-2022				Yes	3	3	2	0
2	Audit Committee	20-10-2022	2			Yes	3	3	2	0
3	Audit Committee	26-10-2022	5			Yes	4	4	3	0
4	Audit Committee	22-11-2022	26			Yes	4	4	3	0
5	Audit Committee	20-12-2022	27			Yes	4	4	3	0
6	Audit Committee	18-01-2023	28			Yes	4	4	3	0
7	Audit Committee	23-01-2023	4			Yes	4	4	3	0
8	Audit Committee	07-02-2023	14			Yes	4	4	3	0
9	Audit Committee	20-03-2023	40			Yes	4	4	3	0
10	Nomination and remuneration committee	19-10-2022				Yes	3	3	3	0
11	Nomination and remuneration committee	05-12-2022	46			Yes	4	4	3	0
12	Nomination and remuneration committee	22-01-2023	47			Yes	4	4	3	0
13	Nomination and remuneration committee	24-03-2023	60			Yes	4	4	3	0
14	Stakeholders Relationship Committee	07-10-2022				Yes	3	3	1	0
15	Risk Management Committee	18-10-2022	10			Yes	4	4	3	0
16	Risk Management Committee	20-01-2023	93			Yes	5	4	3	0
17	Corporate Social Responsibility Committee	06-12-2022				Yes	4	4	3	0
18	Corporate Social Responsibility Committee	10-03-2023	93			Yes	4	4	3	0

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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	Yes	
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 1000 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	Sandeep Poddar
2	Designation	Company Secretary

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Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	

32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

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Annexure II		
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	Sandeep Poddar
2	Designation	Company Secretary

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Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Add Notes	

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below The Figure should be mentioned in Actual INR only

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) Additional Information	Add Notes
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II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to		Add Notes
Name		
Designation		
Place		
Date		

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Signatory Details

Name of signatory	Sandeep Poddar
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	13-04-2023

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