



AXIS/CO/CS/172/2019-20

23rd May 2019

Shri Kautuk Upadhyay
The Assistant Vice President,
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 Sir(s),

SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT OF AXIS BANK LIMITED (THE BANK) FOR THE YEAR ENDED MARCH 31, 2019.

REF: SEBI CIRCULAR CIR/CFD/CMD1/27/2019 DATED FEBRUARY 8, 2019.

This is to inform you that, in terms of Clause 3(b) of the SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed the Annual Secretarial Compliance Report of the Bank, for the year ended 31st March 2019, issued by the Secretarial Auditor of the Bank, M/s. BNP & Associates, Company Secretaries, Mumbai (Certificate of Practise No.2311).

You are requested to take the above on record and bring this to the notice of all concerned.

Kindly acknowledge receipt.

Thanking You.

Yours sincerely,
For Axis Bank Limited

Girish V Koliyote
Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF AXIS BANK LIMITED FOR THE FINANCIAL YEAR
ENDED MARCH 31, 2019**

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **Axis Bank Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Company,
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") compliance with respect to provisions of:


- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008,
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (g) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992; and
- (h) The Securities and Exchange Board of India (Banker to Issue) Regulations, 1994.

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:




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- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Nil	-	-

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

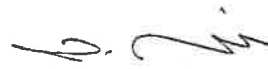

Sr.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL			

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended. <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not Applicable			

Date: May 22, 2019
Place: Mumbai

For BNP & Associates
Company Secretaries
[Firm Registration. No. P2014MH937400]

B. Narasimhan
Partner
FCS No:1303 COP No:10440