NSE

AXIS BANK

O/c

AXISB/CO/2012-13/
April 27, 2012

To,

1. **The General Manager (Listing)**
BSE Limited,
New Trading Ring,
Rotunda Building, 1st Floor,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001
Fax: + 91 22 22723121/ 22722037

2. **The Vice President (Listing)**
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051
Fax: + 91 22 26598237/ 26598238

Dear Sirs,

Re: Meeting of the Board of Directors of Axis Bank Limited (the "Company") held on April 27, 2012
&
Notice pursuant to Clause 22 and 36 of the Listing Agreement

In continuation of our notices dated November 17, 2010, April 11, 2011 and September 16, 2011, we wish to inform you that at a meeting of the Board of Directors of the Company (**"Board"**) held today, the Board has, in consideration of the prevailing market conditions and having regard to underlying commercial factors, approved the reassessment of the valuation of the financial services business of Enam Securities Private Limited (**"ESPL"**) namely the businesses of investment banking, equity capital markets, debt capital markets, stock broking (retail and institutional) and initial public offering (**"IPO"**) application financing and loans against shares for the purpose of share acquisitions, distribution of third party products (including broking and commission of mutual funds, equity IPOs, capital gain bonds, fixed deposits, Reserve Bank of India bonds) and other financial products, advisory services in relation to the aforesaid and research, conducted by ESPL directly and through its wholly owned subsidiaries in India and overseas, namely, Enam Securities Direct Pvt. Ltd., Enam International Ltd. (UAE), Enam Securities Europe Limited (UK), Enam Finance Pvt. Ltd. The amended scheme of arrangement under Sections 391-394 of the Companies Act, 1956 (the **"Amended Scheme"**) will comprise of:

(a) a demerger of the Enam Financial Services Business from ESPL to the Company, in consideration of which the Company will issue shares to the shareholders of ESPL in the ratio of 5 (Five) equity shares of the face value of Rs. 10 (Rupees Ten only) of the Company for every 1 (One) equity share of Rs. 10 (Rupees Ten only) of ESPL (the **"Share Entitlement Ratio"**) resulting in an aggregate of 1,20,90,000 (One

Axis House C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025
Tel No : 022-24252525/43252525
REGISTERED OFFICE : "Trishul" - 3rd Floor Opp. Samartheswar Temple, Near Law Garden, Ellisbridge, Ahmedabad - 380006.

Crore Twenty Lakhs Ninety Thousand) new equity shares of Rs. 10 (Rupees Ten only) of the Company being issued under the Amended Scheme; and

(b) immediately upon completion of the demerger under the Amended Scheme, a simultaneous sale of the Enam Financial Services Business will be undertaken from the Company to Axis Securities and Sales Private Limited, a wholly owned subsidiary of the Company ("**ASSL**"), for a cash consideration of Rs. 274,15,02,154 (Rupees Two Hundred Seventy Four Crores Fifteen Lakhs Two Thousand One Hundred and Fifty Four Only).

The Amended Scheme was tabled and approved by the Board at its meeting today. The Board also approved the execution of agreements amending the transaction as expressed in terms of the Amended Scheme, including an amendment to the Implementation Agreement between the Company, ESPL, ASSL and certain identified shareholders of ESPL.

The Share Entitlement Ratio has been arrived at based on the valuation report prepared by Haribhakti & Co. and confirmed under a fairness opinion prepared by Macquarie Capital Advisors (India) Pvt. Ltd. submitted to the Board at its meeting.

The Reserve Bank of India had, *vide* letter dated March 30, 2012, accorded their no-objection to the structure of the transaction set forth in the Amended Scheme. The Amended Scheme is subject to the receipt of necessary approvals under applicable law, including the approval of the shareholders and creditors of the Company, ESPL and ASSL and the relevant High Courts.

The Amended Scheme will be filed with the stock exchanges for their approval in accordance with Clause 24 of the listing agreement in due course.

This is for your information and record.

Yours faithfully
For Axis Bank Limited

Company Secretary