NSE

AXIS BANK

AXIS/CO/PJO/486 /2012-13

31st December, 2012

The Vice President (Listing)
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: ShriHari K. (VP)

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

Attn: ShriGopalakrishnanIyer (GM)

ALLOTMENT OF UNSECURED REDEEMABLE NON-CONVERTIBLE SUBORDINATED DEBENTURES (LOWER TIER II DEBENTURES) AGGREGATING TO RS. 2500 CRORES (INCLUDING GREEN SHOE OPTION OF RS. 1500 CRORES)

We are pleased to inform that the Board of Directors of the Bank has passed a resolution today approving Allotment of Unsecured Redeemable Non-Convertible Subordinated Debentures on private placement basis as the Bank's Lower Tier II capital aggregating to Rs. 2500 crores (including green shoe option of Rs. 1500 crores). The Debentures are issued as per the term sheet enclosed.

The Debentures will be listed on The Bombay Stock Exchange (BSE) and The National Stock Exchange (NSE) in India.

You are requested to take the above on record.

P. J. Oza
Company Secretary

CC to : Shri Chandrashekhar Tilak, Executive Vice President, National Securities Depository Ltd
Shri Krishnamurthy Iyer, Assistant Vice President, Central Depository Services (India) Ltd.

1

Coupon Payment Dates	Annually on 31st December each year till maturity of debentures
Coupon Type	Fixed
Step Up/ Step Down Coupon Rate	None
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Not Applicable
Default Interest Rate	Not Applicable
Day Count Basis	Actual/ Actual Interest shall be computed on an "actual/actual basis".
Interest on Application Money	Interest on application money will be same as the Coupon rate (subject to deduction of Tax at Source at the rate prevailing from time to time under the provisions of the Income Tax Act, 1961 or any other statutory modifications or re-enactment thereof) will be paid on application money to the applicants from the date of realisation but excluding the Date of Allotment.
Listing	Proposed on the Wholesale Debt Market (WDM) Segment of National Stock Exchange of India Limited ("NSE") and BSE Limited (BSE)
Trustees	IDBI Trusteeship Services Limited
Depository	National Securities Depository Limited and Central Depository Services (India) Limited
Settlement	Payment of interest and repayment of principal shall be made by way of RTGS/NEFT or any other electronic mode or in absence of electronic mode then by cheque(s)/ Demand Drafts / redemption warrant(s).
Business Day Convention	'Business Day' shall be a day on which commercial banks are open for business in the city of Mumbai, Maharashtra. If any of the interest or principal payment dates is a holiday in Mumbai, interest will be payable on the next succeeding business day in Mumbai and shall be the interest / principal payment date. No additional interest shall be paid on account of such days. Such payment on the next working day would not constitute non-payment on due date.
Record Date	15 days prior to each coupon payment date and redemption date
Transaction Documents	The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue: 1. Letter appointing Trustees to the Debenture Holders; 2. Debenture Trusteeship Agreement; 3. Letter appointing Registrar. 4. Rating Agreement with CARE; 5. Rating Agreement with ICRA; 6. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of NCD's in dematerialized form; 7. Tripartite Agreement between the Issuer, Registrar and CDSL for issue of NCD's in dematerialized form; 8. Application made to BSE & NSE for seeking its in-principle approval for listing; 9. Listing Agreement with BSE & NSE.
Conditions precedent to subscription of Debentures	The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following: 1. Rating letters from CARE/ICRA not being more than one month old from the issue opening date; 2. Letter from the Trustees conveying their consent to act as Trustees for the Bondholder(s); 3. Letter from BSE/NSE conveying its in-principle approval for listing of Bonds.

xxiii. TERM SHEET

Tier - II Capital (Series – 21)

Issuer	**Axis Bank Limited ("Axis"/ the "Bank"/ the "Issuer")**
Issue Size	Rs.1000 crore plus unspecified green shoe option
Option to retain oversubscription	Unspecified green shoe
Objects of the Issue	Augmenting Tier II Capital of the Bank for strengthening its capital adequacy and for enhancing its long-term resources
Instrument	Unsecured Redeemable Non-Convertible Subordinated Lower Tier II Debentures ("Debt Capital Instruments for inclusion as Tier II Capital") (Lower Tier II) (Series – 21)
Nature and status of Bonds	The claims of debenture holder(s) shall be (i) senior to the claims of investors in instruments eligible for inclusion in Tier I capital of the Bank and (ii) subordinate to the claims of all depositors and general creditors of the Bank.
Security Name	9.15% Axis Bank 2022
Issuance Mode	In demat mode only
Trading Mode	In demat mode only
Credit Rating	"AAA" by ICRA and CARE
Mode of Issue	Private Placement
Security	Unsecured
Face Value	Rs. 10,00,000/- per Debenture (Rupees Ten Lacs per Debenture)
Premium/ Discount on issue	Nil
Issue Price	Rs. 10,00,000/- per Debenture (Rupees Ten Lacs per Debenture)
Premium/ Discount on redemption	Nil
Redemption Amount	At par Rs. 10,00,000/- per Debenture (Rupees Ten Lacs per Debenture)
Minimum Application	1 Debenture and in multiples of 1 Debenture thereafter
Tenor	120 Months (10 Years) from the Deemed Date of Allotment
Put Option	None
Put Option Price	Not applicable
Put Option Date	Not applicable
Put Notification Time	Not applicable
Call Option	None
Call Option Price	Not applicable
Call Option Date	Not applicable
Call Notification Time	Not applicable
Redemption/ Maturity	Bullet Redemption at par at the end of 10 years from the Date of Allotment. In terms of RBI master circular no RBI/2012 – 13/95 - DBOD.No.BP.BC.16 /21.06.001/2012-13 dated July 02, 2012; these Debentures are free of restrictive clauses and are not redeemable at the initiative of the holder or without the consent of the Reserve Bank of India.
Redemption Date	December 31, 2022
Coupon Rate	9.15% p.a.
Coupon Payment Frequency	Annual

AXIS BANK LTD. CENTRAL OFFICE MUMBAI

Conditions subsequent to subscription of Bonds	The Issuer shall ensure that the following documents are executed/ activities are completed as per terms of this Disclosure Document: 1. Credit of demat account(s) of the allottee(s) by number of Bonds allotted within 2 working days from the Deemed Date of Allotment; 2. Making application to NSE within 15 days from the Deemed Date of Allotment to list the Bonds and seek listing permission within 20 days from the Deemed Date of Allotment in terms of sub-section (1) of Section 73 of the Companies Act, 1956 (1 of 1956); 3. Neither the Bank nor a related party over which the Bank exercises control or significant influence (as defined under relevant Accounting Standards) shall purchase the Bonds, nor would the Bank directly or indirectly fund the purchase of the Bonds. The Bank shall not grant advances against the security of the Bonds. Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Disclosure Document.
Event of Default	In pursuance of circular no.RBI/2012 – 13/95 - DBOD.No.BP.BC.16 /21.06.001/2012-13 dated July 02, 2012 issued by the Reserve Bank of India
Cross Default	Not Applicable
Role and Responsibilities of Trustees	The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the debentures and shall further conduct itself, and comply with the provisions of all applicable laws. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Debenture Trusteeship Agreement, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty. The Issuer shall, till the redemption of Bonds, submit its latest audited/ limited review half yearly consolidated (wherever available) and standalone financial information such as Statement of Profit & Loss, Balance Sheet and Cash Flow Statement and auditor qualifications, if any, to the Trustees within the timelines as mentioned in Simplified Listing Agreement issued by SEBI. Besides, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Trustees and the Trustees shall be obliged to share the details so submitted with all 'Qualified Institutional Buyers' (QIBs) and other existing debenture holder(s) within two working days of their specific request.
Governing Law and Jurisdiction	The debentures are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of courts at Mumbai, Maharashtra.
Additional Covenant	The Issuer shall complete all the formalities and seek listing permission within 20 days from the Deemed Date of Allotment.
Applicable RBI Guidelines	The present issue of Bonds is being made in pursuance of circular no. DBOD.No.BP.BC. 16 /21.06.001/2012-13 dated July 02, 2012 issued by the Reserve Bank of India laying down the terms and conditions for inclusion of debt capital instruments as Tier II capital for capital adequacy purposes.
Issue Opening Date *	27-December-2012, Thursday
Issue Closing Date *	31-December-2012, Monday
Pay-in Dates *	27th to 31st December 2012
Deemed Date of Allotment	31-December-2012, Monday

* The Bank reserves the right to change the issue closing date and in such an event, the Date of Allotment for the Debentures may also be revised by the Bank at its sole and absolute discretion. In the event of any change in the above issue programme, the Bank will intimate the investors about the revised issue programme.