

AXIS/CO/PJO/558/2012-13

4th February, 2013

✓ Shri Hari K, Vice President
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 Gopalakrishnan Iyer
General Manager (Listing)
Bombay Stock Exchange Limited
1st Floor, New Trading Ring, Rotunda Building
P. J. Towers, Dalal Street
Fort, Mumbai – 400 001

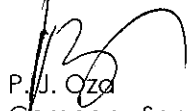
Dear Sir,

Sub: Qualified institutions placement of equity shares of Rs. 10 each ("Equity Shares") by Axis Bank Limited (the "Bank") under the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") to qualified institutional buyers ("QIBs") as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations

We wish to inform you that, in respect of our equity issue under Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations, the committee of the Board has, decided to issue and allot today (i.e. February 4, 2013), 34,000,000 Equity Shares at a price of Rs. 1,390 per Equity Share (including a premium of Rs. 1,380 per Equity Share), aggregating to Rs. 47,260 million.

We have enclosed herewith a certified copy of the resolution passed by the committee of the Board of Directors on February 4, 2013, for your information and records.

For Axis Bank Limited


P. J. Oza
Company Secretary

Encl: Resolution of the committee of the board

CC to: Shri Chandrashekhar Tilak, Executive Vice President, NSDL

✓ Shri Krishnamurthy Iyer, Assistant Vice President, CDSL

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE COMMITTEE OF THE BOARD OF
DIRECTORS OF AXIS BANK LIMITED AT ITS MEETING HELD ON 4th FEBRUARY, 2013, IN
CONNECTION WITH THE ISSUE AND ALLOTMENT OF EQUITY SHARES UNDER QUALIFIED
INSTITUTIONS PLACEMENT**

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956, as amended, the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, the provisions of all other applicable laws and regulations, provisions in the Memorandum of Association and the Articles of Association of the Bank and pursuant to the resolution passed by the shareholders of the Bank through postal ballot on January 28, 2013, the powers delegated to the committee by the Board of Directors at its meeting held on December 17, 2012 and the Placement Document dated January 31, 2013, the approval of the committee of the Board be and is hereby accorded for the issue and allotment of 34,000,000 equity shares of Rs. 10 each ("**Equity Shares**") to the applicants as per the list placed before the Committee, at the Issue Price of Rs. 1,390 per Equity Share (including Rs. 1,380 per Equity Share towards share premium) against receipt of full payment of application monies in the Axis Bank Limited - QIP Escrow Account aggregating to Rs. 47,260 million, in accordance with the details specified in the confirmation of allocation note ("**CAN**") and the application form ("**Application Form**") for the QIP."

"RESOLVED FURTHER THAT the Equity Shares allotted as above, subject to the provisions of the Memorandum of Association and Articles of Association of the Bank, shall rank *pari passu* with the existing Equity Shares of the Bank and shall be entitled to such dividends and corporate benefits, if any declared by the Bank after the allotment."

"RESOLVED FURTHER THAT the Managing Director & CEO and any one Director of the Bank and the Company Secretary of the Bank or any officer/s of the Bank as may be authorised by the Managing Director & CEO of the Bank, be and are hereby jointly and severally authorised to execute and issue the letters of allotment and/or the share certificate/s in respect of the aforesaid equity shares under the QIP and affix the common seal of the Bank thereon, and that the said share certificate/s be signed by the Managing Director & CEO and any one Director of the Bank and the Company Secretary of the Bank or by any officer of the Bank as may be authorised by the Managing Director & CEO of the Bank, in their presence and do such other acts and execute such documents and writings as they think fit for giving effect to this resolution."

"RESOLVED FURTHER THAT one or more share certificate(s) in respect of 34,000,000 equity shares under QIP bearing distinctive numbers 42,71,55,634 to 46,11,55,633 be got printed and the same be machine numbered in serial order."

"RESOLVED FURTHER THAT the authority of the committee be and is hereby given for shifting the common seal of the Bank from its registered office at Ahmedabad to the Bank's registrar M/s. Karvy Computershare Private Limited at Hyderabad or to the Bank's corporate office at Mumbai or any other place in India, for the purpose of affixing common seal on share certificate(s)."

"RESOLVED FURTHER THAT the Bank shall make an application for listing approvals to the BSE Limited and the National Stock Exchange of India Limited (together, the "**Stock Exchanges**") for the Equity Shares allotted by the Bank by way of the Placement Document dated January 31, 2013 and the aforesaid resolution, which are to be listed on the Stock Exchanges."





"RESOLVED FURTHER THAT the Equity Shares be credited to the beneficiary accounts of the allottees through corporate action with National Securities Depository Limited/Central Depository Services (India) Limited after obtaining listing approvals from the Stock Exchanges."

"RESOLVED FURTHER THAT the Managing Director & CEO and any one of the Directors of the Bank, President & CFO and the Company Secretary of the Bank be and are hereby severally authorized to apply for the final listing and trading approvals with Stock Exchanges and ensure the listing and trading of the shares allotted in consultation with the Registrar and the book running lead managers and make necessary disclosures, if any, to the Stock Exchanges in accordance with the terms of the Equity Listing Agreement and the relevant SEBI Regulations as may be required, to file the return of allotment of Equity Shares in prescribed form with the Registrar of Companies and also inform other regulatory authorities about the allotment, wherever necessary and to do such all acts and deeds as may be required to give effect to the aforesaid resolutions."

"RESOLVED FURTHER THAT the names of the allottees as per the list placed before the committee, be entered in the Register of Members of the Bank as the members of the Bank."

"RESOLVED FURTHER THAT the Managing Director & CEO and any one of the Directors of the Bank, President & CFO and the Company Secretary of the Bank be and are hereby severally authorized to do all such acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolutions."

A handwritten signature in black ink, appearing to read 'P. J. Oza', written over a horizontal line.

P. J. Oza
Company Secretary