



AXIS/CO/PJO/557/2012-13

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

Sub: Allotment of equity shares by Axis Bank Limited (the "Bank") on a preferential basis (the "Preferential Issue") to Promoters of the Bank.

Dear Sirs,

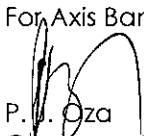
We wish to inform you that, in terms of the special resolution passed by the shareholders of the Bank through postal ballot on January 28, 2013 and in respect of the Preferential Issue in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Committee of the Board of Directors has decided to issue and allot today i.e. February 4, 2013, 5,837,945 equity shares of face value Rs. 10 each ("**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. 8,114.74 million, to the Promoters as per the details provided below:

- (a) 4,240,450 Equity Shares to Life Insurance Corporation of India;
- (b) 771,990 Equity Shares to General Insurance Corporation of India;
- (c) 363,157 Equity Shares to National Insurance Company Limited;
- (d) 353,102 Equity Shares to The New India Assurance Company Limited; and
- (e) 109,246 Equity Shares to United India Insurance Company Limited.

A certified copy of the resolution is enclosed for your information and record.

Thanking you,

Yours truly,
For Axis Bank Limited


P. V. Oza
Company Secretary

Encl: Certified copy of the resolution

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 (THE "BANK") AT ITS MEETING HELD ON 4th FEBRUARY, 2013, IN CONNECTION WITH THE ISSUE AND ALLOTMENT OF EQUITY SHARES TO PROMOTERS ON A PREFERENTIAL BASIS

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), (the "**Companies Act**"), the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, the provisions of all other applicable laws and regulations applicable thereunder, provisions of the Memorandum of Association and the Articles of Association of the Bank and the special resolution passed by the shareholders of the Bank through postal ballot on January 28, 2013 and the powers delegated to the committee by the Board of Directors at its meeting held on December 17, 2012 the approval of the committee be and is hereby accorded for the issue and allotment to promoters as per details below at a price of Rs. 1,390 per Equity Share (including Rs. 1,380 per Equity Share towards share premium)(floor price of Rs. 1340.80 with 28th December, 2012 reckoned as the relevant date) against receipt of full payment of subscription money, aggregating to Rs. 8,114.74 million.

Name of Promoter	Number of equity shares	Distinctive numbers
Life Insurance Corporation of India	4,240,450	46,11,55,634 to 46,53,96,083
General Insurance Corporation of India	771,990	46,53,96,084 to 46,61,68,073
National Insurance Company Limited	363,157	46,61,68,074 to 46,65,31,230
The New India Assurance Company Limited	353,102	46,65,31,231 to 46,68,84,332
United India Insurance Company Limited	109,246	46,68,84,333 to 46,69,93,578
Total	5,837,945	

"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, 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."

"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 and affix the common seal of the Bank thereon, and that the said the 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 to do such other acts and execute such documents and writings as they think fit for giving effect to this resolution."



"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 aforesaid resolution, which are to be listed on the Stock Exchanges."

"RESOLVED FURTHER THAT the Equity Shares be credited to the demat account of the allottee 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 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 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."


P. J. Oza
Company Secretary