

AXIS FINANCE LIMITED

CIN: U65921MH1995PLC212675

Reg. Office: Axis House, Ground Floor, Wadia International Centre, Worli, Mumbai – 400 025

Tel No.: 022 – 2425 2525; **Fax No.:** 022 – 4325 3000

E-mail ID: corporate.secretarial@axisfinance.in; **Website:** www.axisfinance.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that an Extra-Ordinary General Meeting ('EGM') of the members of Axis Finance Limited ('the Company') will be held on Wednesday, 18th September 2024 at 09:30 a.m. at its registered office at Axis House, Ground Floor, Wadia International Center, Worli, Mumbai – 400 025, to transact the following special business:

- 1. Payment of remuneration by way of commission to Non-Executive Directors including Independent Directors of the Company**

To consider and if thought fit to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and, subject to other approvals as may be required, consent of the members be and is hereby accorded to the payment and distribution of such sum by way of commission, with effect from financial year 2024-2025 by way of annual commission to non-executive directors including independent directors (excluding those who are currently in employment with Axis Bank Limited or in any of the group companies) for an amount of Rs. 10,00,000/- (Rupees Ten lakh only) and on a pro-rata basis to such non-executive director(s) who may be appointed during the financial year, provided that the aggregate commission to be capped to 1% of the net profit of the Company in the preceding year and in case the net profits are lower in any year, then the fixed commission shall be adjusted to the capped limit;

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and / or other meetings being paid to the non-executive Directors and Independent Directors of the Company;

RESOLVED FURTHER THAT in the event if in any of the financial year, there are no profits or profits are inadequate, the Company shall pay to the Directors of the Company, remuneration by way of commission in accordance with the limits specified in Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution."



2. Appointment of Sai Giridhar (DIN: 10757486) as an Executive Director

To consider and if thought fit to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT in pursuance of the provisions of section 152, 160, 161 read with Rule 8, 9, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company and basis the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby granted for the appointment of Sai Giridhar (DIN: 10757486) as an Executive Director of the Company for a period of 3 (three) years effective from 1st October 2024 or from the date of receipt of approval from Reserve Bank of India whichever is later, not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) / officer(s) of the Company, to give effect to this resolution.”

3. Appointment of Sai Giridhar (DIN: 10757486) as a Managing Director & CEO of the Company

To consider and if thought fit to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules, schedules made thereunder (the “Act”) read with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended, and the guidelines and circulars issued by the Reserve Bank of India (‘RBI’), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee (‘Committee’) and the Board of Directors (‘Board’) of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Sai Giridhar (DIN: 10757486), as the Managing Director & CEO (designated as Key Managerial Personnel) of the Company, for a period of three (3) years, with effect from 1st October 2024 or from the date of receipt of approval of Reserve Bank of India (both days inclusive), on the terms and conditions as may be agreed between the parties from time to time in this respect, including the following remuneration **AND THAT** Sai Giridhar (DIN: 10757486) shall not be liable to retire by rotation during the said period, in terms of the provisions of section 152 of the Act and Articles of Association of the Company:

Sr. No.	Particulars		Amount (per annum)	Remarks
1.	Basic Salary	:	Rs. 75,00,000/-	-
2.	House Rent Allowance	:	Rs. 37,50,000/-	-
3.	Basket of Allowances	:	Rs. 1,22,25,000/-	-
4.	Provident Fund	:	Rs. 9,00,000/-	-



Sr. No.	Particulars		Amount (per annum)	Remarks
5.	Gratuity	:	Rs. 6,25,000/-	One month's basis salary for each completed year of service or part thereof (on pro-rata basis)
6.	Perquisites:			
a.	Insurance Premium	:	Rs. 29,230/-	Covered under Group Mediciam and Group Term Insurance, Group Savings Linked Insurance (GSLI) and Future Service as per Company's Policy
b.	Loan Benefit	:	Rs. 4,71,317/-	As per Company's Staff Loan Policy
7.	Leave Encashment	:	-	As per Company's Policy
8.	Conveyance & Telephone	:	-	As per Company's Policy
9.	Club Fees	:	-	As per Company's Policy
10.	*Other Terms	:	-	As per the Company's Staff Policy / rules and as may be agreed by the Board, from time to time.
11.	**Variable pay	:	-	As approved by the Nomination and Remuneration Committee / Board subject to the approval of the members. The reference performance period in a given year shall be from April 1 to March 31 every year
12.	ESOPs	:	-	As per Holding Company's Policy subject to approval by Nomination and Remuneration Committee
Total		:	Rs. 2,55,00,547/-	-

*One-time pay-out commitment for FY 2025 to be paid to cover for loss of benefits and retention, for an amount not exceeding up to Rs.1,75,00,000/-

**Payment of Variable Pay is subject to achievements of performance parameters and as per Remuneration Policy of the Company and RBI guidelines on Compensation of KMP and Senior Management of NBFCs

RESOLVED FURTHER THAT the Committee and / or the Board be and are hereby authorised to revise the remuneration payable to Sai Girdhar (DIN: 10757486) during his tenure, subject to the approval of the members, as may be applicable;

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any fiscal year, remuneration as approved by the Committee / the Board shall be the minimum remuneration payable to Sai Girdhar (DIN: 10757486);

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite

forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) / officer(s) of the Company, to give effect to this resolution."

4. Appointment of Shri Narasimhan Rajashekaran (DIN: 02313710) as an Independent Director of the Company

To consider and if thought fit to pass with or without modification, the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the relevant rules made there under read with Schedule IV to the Companies Act, 2013 read with regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended, and the guidelines and circulars issued by the Reserve Bank of India ('RBI'), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee ('Committee') and the Board of Directors ('Board') of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Shri Narasimhan Rajashekaran (DIN: 02313710) as an Independent Director of the Company to hold the office for a period of five (5) years effective from June 26, 2024 up to June 25, 2029 (both days inclusive), not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) / officer(s) of the Company , to give effect to this resolution."

5. Appointment of Shri Puneet Sharma (DIN: 06964749) as a Non-Executive (Nominee) Director of the Company

To consider and if thought fit to pass with or without modification, the following resolutions as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the relevant rules made there under read with regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended, and the guidelines and circulars issued by the Reserve Bank of India ('RBI'), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee ('Committee') and the Board of Directors ('Board') of the Company, approval of the members of the Company be and is hereby accorded for



the appointment of Puneet Sharma (DIN: 06964749) as a Non-Executive (Nominee) Director of the Company to hold the office effective from June 26, 2024, whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) / officer(s) of the Company, to give effect to this resolution."

**On behalf of the Board of Directors,
For Axis Finance Limited**

**sd/-
Rajneesh Kumar
Company Secretary
Membership No.: A31230**

Place: Mumbai
Date: 4th September 2024



Notes:

1. The explanatory statement setting out the material facts pursuant to section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
3. The instrument appointing a proxy enclosed as **Annexure A**, should however be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send its authorised representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution / Corporate Authorization authorizing their representative to attend and vote on their behalf at the Meeting.
5. All documents referred to in the Notice and the Explanatory Statement, and requiring Member's approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days from the date hereof up to the date of the meeting and will also be available for inspection at the venue of the meeting and also available in electronic mode to the member upon receipt of a request for the same by the Company Secretary at corporate.secretarial@axisfinance.in up to the date of the meeting.
6. The format of the attendance slip is enclosed as **Annexure B**. Member / Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed (including the details of their DP ID and Client ID) and signed, and hand over the same at the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. EGM Notice will also be available on the website of the Company www.axisfinance.in
9. A Route Map showing directions to reach the venue of the Extra-Ordinary General Meeting annexed herewith as **Annexure C**.



Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

Item No. 1:

The Company's Non-executive Directors and Independent Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

Non-executive Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances. Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI LODR with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board.

The role and responsibilities of the Board particularly the Non-executive directors have increased more requiring greater time commitments and attention, which reflects in the financial performance.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits.

The Board has at its meeting held on August 31, 2024, subject to the approval of the Members, approved payment and distribution of such sum by way of commission, with effect from financial year 2024-2025 to non-executive directors including independent directors (excluding those who are currently in employment with Axis Bank Limited or in any of the group companies) an amount of Rs. 10,00,000/- (Rupees Ten lakh only) such that the aggregate commission to be capped to 1% of the net profit of the Company in the preceding year and in case the net profits are lower in any year, then the fixed commission would need to be adjusted to the capped limit. Further, any Non-Executive Director being appointed during the financial year shall be paid on a pro-rata basis. In the event there are no profits or profits are inadequate, the Company shall pay to the Non-Executive Directors of the Company remuneration by way of commission in accordance with the limits specified in Schedule V to the Companies Act, 2013.

The Board recommends the special resolution set out at Item No. 1 of the Notice for approval of the members.

Except for the Non-Executive Directors other than those who are in the employment of Axis Bank Limited / Key Managerial Personnel of the Company and their relatives is / are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the Notice.

Item Nos. 2 and 3:

Shri Bipin Saraf, has been Managing Director & CEO of the Company since October 2012 leading the business through a period of sustained growth. During his tenure at the helm, Axis Finance Limited has evolved as one of the growing NBFCs and a prime focus on Wholesale and Retail Lending with a consistent profitability track record. Introducing Sai Giridhar, (DIN: 10757486) as an Executive Director of the Company designated as the Managing Director & CEO of the Company shall be appointed for a tenor of three (3) years effective from 1st October 2024 or from the date of receipt of Reserve Bank of India approval (both days inclusive), whichever is later, who shall succeed Bipin Saraf effective from the date of receipt



of approval from Reserve Bank of India for appointment of Sai Giridhar.

Pursuant to the clause 42.1.1.(iii) of Chapter VI – Governance Guidelines of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended, and the guidelines and circulars issued by the Reserve Bank of India, an application shall be submitted to Reserve Bank of India for its approval for the appointment of Sai Giridhar (DIN: 10757486) as an Executive Director of the Company who shall also act as the Managing Director & CEO of the Company.

Whilst considering the proposal relating to his appointment, the Nomination and Remuneration Committee and the Board reviewed and confirmed that:

- a) He is a fit and proper person to be appointed as a Director of the Company, as per the fit and proper norms prescribed by RBI.
- b) He is not disqualified from being appointed as a Director, in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Master Directions issued by RBI and the guidelines issued in this regard, from time to time
- c) He has the requisite skills, capabilities and expertise in functional areas viz. banking, finance risk management and others through qualification or diverse experience, which are beneficial to the Company.

Profile and other details as required under Secretarial Standards – 2 – Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India are enclosed as **Annexure I** to this Notice for the perusal of the members.

The Board recommends the ordinary resolutions set out at Item No. 2 and 3 of the Notice for approval of the members.

Except for Sai Giridhar and his relatives, none of the Directors / Key Managerial Personnel of the Company and their relatives is / are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 2 and 3 of the Notice.

Item No. 4:

Pursuant to Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('hereinafter referred to as the SEBI Listing Regulations'), where the chairperson of the board of directors is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.

Pursuant to Regulation 17(1C) read with regulation 25(2A) of the SEBI Listing Regulations, the appointment of Independent Director is required to be approved by Members by way of special resolution by next general meeting or within a period of three months from the date of appointment, whichever is earlier.

With a view to comply with the above requirement and to have fair representation and optimum combination on the Board, the Board of Directors of the Company, subject to approval of the Members by way of special resolution, after careful consideration of profile of



Narasimhan Rajashekarán as stated hereinafter, and based on recommendation of the Nomination and Remuneration Committee (hereinafter referred to as 'NRC'), had appointed Narasimhan Rajashekarán (DIN: 02313710), as an Additional Director (designated as Non-Executive and Independent) with effect from June 26, 2024 for a tenor of five (5) years up to June 25, 2029, as per the provisions of sections 149, 150, 152, 160, 161 of the Companies Act, 2013 ("Act") and Rules framed thereunder and other applicable provisions of the SEBI Listing Regulations.

The Company has also received a declaration of independence from Narasimhan Rajashekarán. Further, he is neither disqualified from being appointed as a Director in terms of section 164(2) of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs. The Company has received a notice in writing under section 160 of the Act from a Member proposing the candidature of Narasimhan Rajashekarán for the office of Director of the Company, not liable to retire by rotation.

Further, the NRC had evaluated the balance of skills, knowledge and experience on Board for the said position. Based on the said attributes, the NRC recommended his candidature.

In the opinion of the Board, Shri Narasimhan Rajashekarán fulfills the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management.

Copy of the letter of appointment of Shri Narasimhan Rajashekarán setting out the terms and conditions of his appointment is available for inspection at the registered office of the Company during normal business hours on all working days. A copy of draft letter of appointment of Independent Director, setting out the general terms and conditions of appointment is available on the website of the Company at: <https://content-eu-4.content-cms.com/735827e6-7346-41e5-bd5a-da4569fbfe75/dxdam/2a/2a120167-cb8f-4c5b-a237-2caccf173d3c/Letter%20of%20Appointment%20for%20Independent%20Director.pdf>

Keeping in view his past experience and knowledge, it will be in the interest of the Company that Narasimhan Rajashekarán is appointed as an Independent Director of the Company.

Profile and other details as required under Secretarial Standards – 2 – Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India are enclosed as **Annexure II** to this Notice for the perusal of the members.

As an Independent Director of the Company, Shri Narasimhan Rajashekarán will be entitled to sitting fees for attending the meetings of the Board / Committees and to fixed remuneration, in terms of the Remuneration Policy for Directors, Key Managerial Personnel and Other Employee of the Company. However, he will not be entitled to stock options that may be granted by the Company.

The Board recommends the special resolution set out at Item No. 4 of the Notice for approval of the members.

Except for Shri Narasimhan Rajashekarán and his relatives, none of the Directors / Key Managerial Personnel of the Company and their relatives is / are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

Item No. 5:

Pursuant to Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing



Obligations and Disclosure Requirements) Regulations, 2015 ('hereinafter referred to as the SEBI Listing Regulations'), where the chairperson of the board of directors is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.

In view of the aforesaid and pursuant to appointment of Shri Narasimhan Rajashekar, Independent Director, the Board of Directors approved the appointment of Shri Puneet Sharma as (Nominee) Non-Executive, Non-Independent Director of the Company on behalf of Axis Bank Limited.

Whilst considering the proposal relating to his appointment, the Nomination and Remuneration Committee and the Board reviewed and confirmed that:

- a) He is a fit and proper person to be appointed as a Director of the Company, as per the fit and proper norms prescribed by RBI.
- b) He is not disqualified from being appointed as a Director, in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Master Directions issued by RBI and the guidelines issued in this regard, from time to time
- c) He has the requisite skills, capabilities and expertise in functional areas viz. accountancy, banking, finance and others through qualification or diverse experience, which are beneficial to the Company.

Profile and other details as required under Secretarial Standards – 2 – Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India are enclosed as **Annexure III** to this Notice for the perusal of the members.

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval of the members.

Except for Puneet Sharma and his relatives, none of the Directors / Key Managerial Personnel of the Company and their relatives is / are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice.

**On behalf of the Board of Directors,
For Axis Finance Limited**

**sd/-
Rajneesh Kumar
Company Secretary
Membership No.: A31230**

Place: Mumbai
Date: 4th September 2024



Annexure I

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name	Shri Sai Giridhar
DIN	10757486
Age	50 years
Qualification	a) Postgraduate Certificate in Business Management, General Management, Xavier Labor Relations Institute, Jamshedpur, India b) Intermediate Level, Institute of Cost & Works Accountants of India c) Bachelor of Arts, Economics, AM Jain College, University of Madras
Experience	Sai Giridhar has 28+ years of experience in retail assets – with 360-degree experience in Secured and Unsecured Lending across Product Development, Marketing, Sales & Distribution, Credit Underwriting & Policy, and Collections. He has significant experience in end-to-end P&L management and hands on experience in all aspects of consumer risk management.
Terms and conditions of appointment	As per the appointment letter
Details of remuneration sought to be paid	Please refer the resolution as mentioned in this Notice
Details of remuneration last drawn	Not Applicable
Date of first appointment on the Board	1 st October 2024 or from the receipt of approval from Reserve Bank of India, whichever is later
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during FY 2025	N.A.
Other Directorships (excluding Axis Finance Limited)	N.A.
Membership / Chairmanship of Committees of other Board	N.A.



Annexure II

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Particulars	Remarks
Name	Shri Narasimhan Rajashekarar
DIN	02313710
Age	62 years
Qualification	a. MBA from IIM Bangalore, in Finance & Systems b. B. Tech in Mechanical Engineering from Delhi College of Engineering
Experience	He began his journey as a global banker in 1985, spanning a 39-year career, With the last 24 years at Citibank across 6 countries. He has served on the boards (including as chairman) of Citi legal vehicles & Industry chambers. He is a Fintech Advisor and serves on the India Advisory Council of the Perkins School for the Blind. He has been the Chief Executive for Country Franchise and Consumer Businesses across India, China, Thailand, Korea, Japan, Bangladesh and Sri Lanka aligning and executing strategies for Growth, Digital transformation, cost efficiency improvements and turnaround of portfolios facing severe credit stresses. He has executed both merger and divestment of portfolios as part of repositioning some of the businesses which he has led. He has executed Governance for dynamic, proactive, and resilient business and risk management, covering strategic, reputation, balance sheet, market, credit, operational, and compliance risk vectors. He has executed Client Excellence and Digital Transformation including pioneering digital solutions for both consumer and institutional clients across trade, treasury management, consumer client interfaces & partner access value propositions. He has led teams of over 3,000 people for high performance, alignment, teamwork, and ethical culture transcending cultural and language barriers to build high-performing & highly satisfied teams. He has built strong relationships with clients, regulators, government, community, and other stakeholders including advocacy for ease of doing business and FDI. He has an MBA from the Indian Institute of Management, Bangalore and B.E. (Mechanical) from Delhi College of Engineering.
Terms and conditions of appointment	As per the Appointment Letter
Details of remuneration sought to be paid	As per the Remuneration Policy for Directors, Key Managerial Personnel and Other Employee of the Company
Details of remuneration last drawn	Not Applicable
Date of first appointment on the Board	26 th June 2024
Shareholding in the Company	Nil
Relationship with other	None



Particulars	Remarks
Directors, Manager and other Key Managerial Personnel	
The number of Meetings of the Board attended during FY 2025	Two (2)
Other Directorships (excluding Axis Finance Limited)	None
Membership / Chairmanship of Committees of other Board	None

Regd. Office

Axis Finance Limited, 'Axis House', Ground Floor, C-2, Wadia International Centre,
Pandurang Budhkar Marg, Worli, Mumbai - 400 025
Tel : 022-2425 2525 | Fax : 022-4325 3000
Email : info@axisfinance.in | Website : www.axisfinance.in
CIN : U65921MH1995PLC212675



AXIS FINANCE

Annexure III

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Particulars	Remarks
Name	Shri Puneet Sharma
DIN	02313710
Age	49 years
Qualification	a. Chartered Accountant b. B.Com. from University of Mumbai c. Graduation from Indian School of Business, Hyderabad
Experience	<p>Puneet Sharma is the Chief Financial Officer of Axis Bank since March 2020. He has over two decades of experience in banks, financial institutions and consulting.</p> <p>In his previous stint, he was with Tata Capital Limited for 12 years, as a senior management functionary interacting extensively with the Board. He served as the Chief Financial Officer of Tata Capital Limited and Tata Capital Financial Services Limited since 2014 and was accountable for financial control, financial planning, procurement and taxation. Prior to that, at Citibank N.A. his roles covered structured cash solutions, treasury operations, risk monitoring and reporting on fixed income securities. He started his career at Bharat S Raut & Co. and has also worked as a consultant with the Boston Consulting Group working with clients in financial services across many topics encompassing strategy, transformation and process improvement.</p>
Terms and conditions of appointment	As per the Appointment Letter
Details of remuneration sought to be paid	Not Applicable
Details of remuneration last drawn	Not Applicable
Date of first appointment on the Board	26 th June 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during FY 2025	Two (2)
Other Directorships (excluding Axis Finance Limited)	a. Axis Securities Limited
Membership / Chairmanship of Committees of other Board	a. Audit Committee b. Risk Management Committee



Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65921MH1995PLC212675
 Name of the Company : Axis Finance Limited
 Registered Office : Axis House, Ground Floor, Wadia International Centre, Worli, Mumbai – 400 025

Name of the member (s):			
Registered address:			
E-mail Id:			
Folio No. / Client Id:		DP ID:	

I / We, being the member (s) of shares of the above-named company, hereby appoint:

1.	Name			
	Address			
	E-mail Id		or failing him	
	Signature			
2.	Name			
	Address			
	E-mail Id		or failing him	
	Signature			

as my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Wednesday, 18th September 2024 at 09:30 a.m. at Axis House, Ground Floor, Wadia International Centre, Worli, Mumbai – 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Particulars
	Special Business:
1.	Payment of remuneration by way of commission to Non-Executive Directors including Independent Directors of the Company
2.	Appointment of Shri Sai Giridhar (DIN: 10757486), as an Executive Director of the Company
3.	Appointment of Shri Sai Giridhar (DIN: 10757486), as a Managing Director & CEO of the Company
4.	Appointment of Shri Narasimhan Rajashekaran (DIN: 02313710), as an Independent Director of the Company
5.	Appointment of Shri Puneet Sharma (DIN: 06964749) as a Non-Executive (Nominee) Director of the Company

Signed this _____ day of _____ 2024

Signature of Shareholder: _____

Signature of Proxy holders(s): _____

Affix
Revenue
Stamp



Notes: The form should be signed across the Stamp.

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Regd. Office

Axis Finance Limited, 'Axis House', Ground Floor, C-2, Wadia International Centre,
Pandurang Budhkar Marg, Worli, Mumbai - 400 025
Tel : 022-2425 2525 | Fax : 022-4325 3000
Email : info@axisfinance.in | Website : www.axisfinance.in
CIN : U65921MH1995PLC212675



AXIS FINANCE

**ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING DATED 18TH SEPTEMBER 2024**

Name of the Shareholder :
Registered Address of the Shareholder :

Ledger Folio No./CL ID/DP ID No. :
No. of Shares Held :
Name of the Proxy/Representative, if any :
Signature of the Member(s) or Proxy :
Signature of the Representative :

I / We certify that I / We am / are member(s) / proxy for the member(s) of the Company.

I / We hereby record my / our presence at the Extra-Ordinary General Meeting of Axis Finance Limited held on Wednesday, 18th September 2024 at 09:30 a.m. at Axis House, Ground Floor, Wadia International Centre, Worli, Mumbai – 400 025.

Signature of the Shareholder/Proxy/Representative:

Signature of 1st Joint Holder:

Signature of 2nd Holder:

Note:

1. Please complete and sign this attendance slip and handover at the entrance of the meeting hall.
2. Only member(s) or his/her/their proxy with this attendance slip will be allowed entry to the meeting.

Route map of Venue of Extra–Ordinary General Meeting of Axis Finance Limited to be held on 18th September 2024

