

**AFL/CO/2024-25/186**

**20<sup>th</sup> January 2025**

To

**BSE Limited**

General Manager

Department of Corporate Services,

Listing Department,

P J. Towers,

Dalal Street,

Fort, Mumbai – 400 001

**Sub: Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') for the quarter ended 31<sup>st</sup> December 2024**

Dear Sir / Ma'am,

Pursuant to regulation 27(2) of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 issued by SEBI dated 21<sup>st</sup> May 2024 (as amended from time to time), please find enclosed the compliance report on Corporate Governance for the quarter ended 31<sup>st</sup> December 2024.

Kindly take the same on record and oblige.

Sincerely,

For **Axis Finance Limited**

**Rajneesh Kumar**

**Company Secretary**

**Membership No. A31230**

**Email id – [rajneesh.kumar@axisfinance.in](mailto:rajneesh.kumar@axisfinance.in)**

**Encl: a/a**



## Report on Corporate Governance for the quarter ended 31<sup>st</sup> December 2024

1. **Name of listed entity:** Axis Finance Limited

2. **Quarter ending:** 31<sup>st</sup> December 2024

### I. Composition of Board of Directors:

Sr. No.	Title	Name of the Director	DIN	Category	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1.	Mr.	Amitabh Chaudhry	00531120	Chairperson related to Promoter, Non-Executive - Non Independent Director	17-01-2019	-	-	-	02-07-1964	2	0	0	0

Sr. No.	Title	Name of the Director	DIN	Category	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
2.	Mr.	Bipin Kumar Saraf	06416744	Executive Director, Managing Director and Chief Executive Officer	20-10-2012	-	31-12-2024 (w.ef. close of business hours)	-	20-07-1971	1	0	1	0
3.	Mr.	Deepak Maheshwari	08163253	Non-Executive - Non Independent Director	26-06-2019	-	-	-	11-12-1954	2	1	3	0
4.	Mr.	Baburao Busi	00425793	Non-Executive - Independent Director	16-04-2021	-	-	44.15	05-12-1958	1	1	2	1
5.	Mr.	Pravin Rao UB	06782450	Non-Executive - Independent Director	14-04-2022	-	-	32.17	12-12-1961	4	4	5	1

Sr. No.	Title	Name of the Director	DIN	Category	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
6.	Mr.	Kummamuri Narasimha Murthy	00023046	Non-Executive - Independent Director	12-01-2023	-	-	23.19	13-08-1957	4	4	7	4
7.	Mrs.	Pallavi Kanchan	07545615	Non-Executive - Independent Director	12-01-2023	-	-	23.19	06-11-1969	1	1	2	1
8.	Mr.	Puneet Mahendra Sharma	06964749	Non-Executive Director (Nominee)	26-06-2024	-	-	-	17-09-1974	1	0	2	0
9.	Mr.	Narasimhan Rajashekaran	02313710	Non-Executive - Independent Director	26-06-2024	-	-	6.05	26-12-1961	1	1	2	0

**Note-** Mr. Sai Giridhar (DIN- 10757486) was appointed as the Managing Director and Chief Executive Officer of the Company with effect from 1<sup>st</sup> January 2025.

**Whether Regular Chairperson appointed – Yes**

**Whether Chairperson is related to Managing Director or CEO – No**

**II. Composition of Committees**

<b>Sr. No</b>	<b>Name of Committee</b>	<b>Whether regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1.	Audit Committee	Yes	a) Kummamuri Narasimha Murthy	Chairperson, Non-Executive-Independent Director	12-01-2023	-
			b) Baburao Busi	Member, Non-Executive-Independent Director	19-07-2021	-
			c) Narasimhan Rajashekaran	Member, Non-Executive-Independent Director	22-07-2024	-
			d) Pallavi Kanchan	Member, Non-Executive-Independent Director	12-01-2023	-
			e) Deepak Maheshwari	Member, Non-Executive-Non-Independent Director	25-04-2020	-
			f) Puneet Mahendra Sharma	Member, Non-Executive (Nominee) Director	22-07-2024	-
2.	Nomination & Remuneration Committee	Yes	a) Pravin Rao UB	Chairperson, Non-Executive - Independent Director	14-04-2022	-
			b) Pallavi Kanchan	Member, Non-Executive - Independent Director	12-01-2023	-
			c) Kummamuri Narasimha Murthy	Member, Non-Executive - Independent Director	13-04-2023	-
			d) Baburao Busi	Member, Non-Executive - Independent Director	19-07-2021	-
3.	Risk Management Committee	Yes	a) Narasimhan Rajashekaran	Chairperson, Non-Executive, Independent Director	22-07-2024	-
			b) Deepak Maheshwari	Member, Non-Executive-Non-Independent	25-04-2020	-

Sr. No	Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category	Date of Appointment	Date of Cessation
				Director		
			c) Bipin Kumar Saraf	Member, Executive Director	20-10-2012	31-12-2024 (w.e.f. close of business hours)
			d) Pravin Rao UB	Member, Non-Executive – Independent Director	22-07-2024	-
4.	Stakeholders Relationship Committee	Yes	a) Baburao Busi	Chairperson, Non-Executive, Independent Director	22-07-2024	-
			b) Deepak Maheshwari	Member, Non - Executive Director	22-07-2024	-
			c) Bipin Kumar Saraf	Member, Executive – Managing Director & CEO	20-10-2023	31-12-2024 (w.e.f. close of business hours )
5.	Corporate Social Responsibility Committee	Yes	a) Pallavi Kanchan	Chairperson, Non-Executive–Independent Director	12-01-2023	-
			b) Pravin Rao UB	Member, Non-Executive - Independent Director	22-07-2024	-
			c) Bipin Kumar Saraf	Member, Executive – Managing Director & CEO	07-09-2024	31-12-2024 (w.e.f. close of business hours)

**Note-** Mr. Sai Giridhar (DIN- 10757486) was inducted as the Member of Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee pursuant to his appointment as the Managing Director and Chief Executive Officer of the Company with effect from 1<sup>st</sup> January 2025.

### III. Meetings of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
09-07-2024	-	-	-	-	-
31-08-2024	12-10-2024	Yes	9	5	41

### IV. Meetings of Committees

Sr. No	Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Number of directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1.	Audit Committee	-	Yes	-	-	08-07-2024	-
		10-10-2024 & 11-10-2024(Adjourned)		6	4	09-08-2024	61
		29-11-2024 & 19-12-2024(Adjourned)		6	4	-	49
2.	Risk Management Committee	03-10-2024	Yes	4	2	30-07-2024	64
		08-10-2024		4	2		4
		23-12-2024		4	2	-	75
3.	Nomination and Remuneration Committee	11-10-2024	Yes	4	4	26-08-2024	45
4.	Stakeholders Relationship Committee	-	-	-	-	-	-

### V. Related Party Transactions

Sr. No	Subject	Compliance status (Yes/No/NA)
1.	Whether prior approval of audit committee obtained	Yes
2.	Whether shareholder approval obtained for material RPT	NA

3.	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
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## VI. Affirmations

Sr. No	Particulars	Remarks
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee	Yes
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes*
No comments / observations / advice has been suggested by the Board of Directors of the Company		-

\*The Corporate Governance report for the quarter ended 30<sup>th</sup> September 2024 was placed before the Board in its meeting held on 13<sup>th</sup> January 2025 and the Corporate Governance Report for the quarter ended 31<sup>st</sup> December 2024 will be placed in subsequent Board meeting.

### Additional Disclosures:

#### **a. Details of Material Related Party Transactions during the quarter ended 31<sup>st</sup> December 2024 pursuant to regulation 27(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Name of the Related Party	Nil
Nature of Transaction	Nil
Value of Transaction	Nil

**b. Disclosure pursuant to Regulation 27(2)(ba) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Details of Cyber Security Incidence</b>	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter ended 31 <sup>st</sup> December 2024	No
Date of the event	Not Applicable
Brief details of the event	Not Applicable

For **Axis Finance Limited**

**Rajneesh Kumar**  
**Company Secretary**  
**Membership No.: A31230**

**Place:** Mumbai  
**Date:** 20-01-2025