

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Axis Trustee Services Limited (CIN: U74999MH2008PLC182264) will be held on 29th May, 2019, Wednesday, 11:00a.m. at Axis House, 08th Floor, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli, Mumbai – 400 025, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2019 and the Report of the Directors and the Auditors thereon.
2. To declare final dividend for the Financial Year ended 31st March 2019.
3. To re-appoint Mr. Ram Bharoseylal Vaish (holding DIN: 00150310) Director of the Company, who retires by rotation at this meeting and being eligible offers himself for re-appointment.
4. To approve the re-appointment of M/s S.R. Batliboi & Co. LLP, as the Statutory Auditors of the Company for a continuous period of 5 years i.e. (from FY 2019-2020 till 2023-2024) from the conclusion of Eleventh Annual General Meeting till the conclusion of Sixteenth Annual General Meeting and to fix their remuneration in this regard, to consider and pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of The Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members, be and is hereby accorded for the re-appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI Firm Registration No: 301003E/E300005, as the Statutory Auditors of the Company, to hold office for a term of 5 years i.e. (from FY 2019-2020 till 2023-2024) from the conclusion of Eleventh Annual General Meeting till the conclusion of Sixteenth Annual General Meeting on such terms and conditions including remuneration as approved by the Board of Directors of the Company."

AXIS TRUSTEE SERVICES LTD.*(A wholly owned subsidiary of Axis Bank)*

Corporate Identity Number (CIN): U74999MH2008PLC182264

CORPORATE & REGISTERED OFFICE : Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

TEL : 022-6226 0054 / 6226 0050 Website: www.axistrustee.com



SPECIAL BUSINESS

5. Appointment of Mr. Ganesh Sankaran (DIN 07580955) as a Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT**, pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014; the provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Ganesh Sankaran (DIN 07580955) as a Director liable to retire by rotation"

"**FURTHER RESOLVED THAT**, the Board of Directors be and is hereby authorized to undertake all the necessary steps for the purpose of giving effect to the above resolution in all respects"

By Order of the Board of Axis Trustee Services Ltd,


Sanjay Sinha
Managing Director &
DIN 08253225



Mumbai

Date: 18th April, 2019

NOTES:

1. A member of the Company entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. The instrument appointing the proxy should, however be deposited at the registered office of the company not less than 48 hours before the time of the annual general meeting. Shareholders are requested to use the proxy form MGT -11 attached to this notice for the purpose of registering the proxy.
3. In accordance with the provisions of Section 123 of the Companies Act, 2013, the Dividend, if declared, will be paid to those Members whose names appear in the Register of Members of the Company as on the date of Annual General Meeting.
4. The map to the venue of the Annual General Meeting is attached, in terms of the requirements of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI) for the perusal of the members.

5. The Explanatory Statement in pursuance to the provisions of Section 102 of the Companies Act, 2013 towards the special business proposed to be undertaken in the Annual General Meeting is attached to this Notice

By Order of the Board of Axis Trustee Services Ltd,


Sanjay Sinha
Managing Director & CEO
DIN 08253225



Mumbai
Date: 18th April, 2019



Explanatory Statement (Pursuant To Section 102 of The Companies Act, 2013)

ITEM NO. 4:

In the Sixth Annual General Meeting of the Company held on June 9, 2014, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company (ICAI Firm Registration No: 301003E/ E300005), were appointed as the Statutory Auditors of the Company to hold office as such from the conclusion of the Sixth Annual General Meeting until the conclusion of the Eleventh Annual General Meeting, subject to the ratification of their appointment at every Annual General Meeting.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the term of appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No: 301003E/ E300005, as the Statutory Auditors of the Company expires at the ensuing Annual General Meeting (Eleventh Annual General Meeting) of the Company.

It is proposed to appoint M/s S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No: 301003E/ E300005) as the Statutory Auditors of the Company for a term of continuous period of 5 years from FY 2019-2020 till 2023-2024. i.e. from the conclusion of Eleventh Annual General Meeting till the conclusion of Sixteenth Annual General Meeting of the Company. The Board of Directors has considered the proposal for reappointment and recommended for members approval. The Auditors have confirmed their eligibility for appointment under section 141 of the companies Act, 2013.

Further, the Board of Directors may be authorized to fix the remuneration as deemed fit, from time to time.

None of the Directors, KMP or their relatives are interested in the said resolution.

SPECIAL BUSINESS:

ITEM NO. 5: Appointment of Mr. Ganesh Sankaran (DIN 07580955) as a Director of The Company

The Company has received communication from Axis Bank Ltd (Holding Company) for appointment of Mr. Ganesh Sankaran (DIN: 07580955) as an Additional Director (Non -Executive) on the Board of Directors of the Company. Accordingly, he was appointed as an Additional Director in the meeting held on April 18, 2019, to hold office till the date of the ensuing Annual General Meeting.

The Company has received a Notice U/s 160 of the Companies Act, 2013, proposing the appointment of Mr. Ganesh Sankaran as a Non-Executive Director, liable to retire by rotation in the ensuing Annual General Meeting of the Company. Further, the Company has received a certificate in Form DIR-8 confirming the eligibility of Mr. Ganesh Sankaran for being appointed as a Director of the Company.

Brief Background of Mr. Ganesh Sankaran:

Mr Ganesh Sankaran joined Axis Bank on March 2019 as the Group Executive - Wholesale Banking Coverage Group. He has nearly 25 years of experience across coverage, credit and risk functions and has handled verticals like Corporate Credit, Financial Institutions, Business Banking, Mortgages, Commercial Transportation, Equipment Finance & Rural Lending.



At Axis Bank he supervises all functions under Strategic Clients Group (SCG), Corporate Client Coverage Group, Mid - Corporates Group, Financial Institution Groups (FIG), Government Coverage Group, MNC/New Economy Group and Commercial Banking Coverage Group.

Before joining Axis Bank, he was Executive Director at Federal Bank. His responsibilities included creation of a robust business architecture across the Wholesale Bank, Micro/Rural bank and Business Banking. He was also responsible for the international offices of Federal Bank. Additionally, he has also served as a Member of the Board of Directors for Equirus Capital and Fedbank Financial Services. Prior to that he was associated with HDFC Bank where he was Co-Head, Corporate Banking and was responsible for leveraging relationships across corporate and wholesale segments.

Mr. Ganesh Sankaran holds a Master's degree in Business Administration from Symbiosis Institute of Business Management, Pune & a graduate degree in engineering from VJTI, Mumbai.

The Board of Directors recommend the resolution for the approval of the members as an Ordinary Resolution.

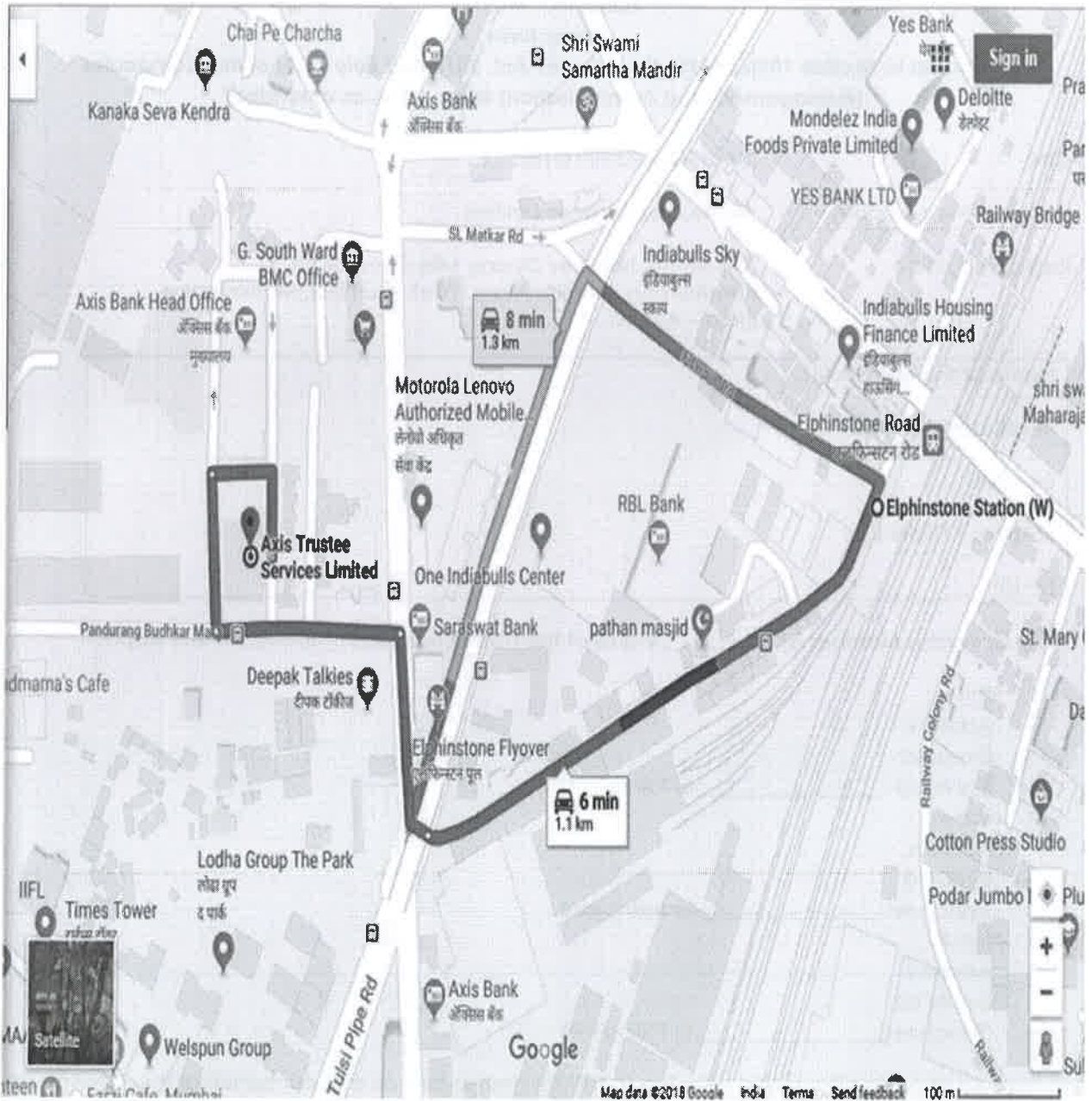
None of the Directors, KMP or their relatives, except Mr. Ganesh Sankaran, are interested in the resolution in any manner whatsoever.





Venue: Axis House, 08th Floor, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli, Mumbai – 400 025

11th ANNUAL GENERAL MEETING - AXIS TRUSTEE SERVICES LIMITED





(A Wholly Owned Subsidiary of Axis Bank Limited)
REGD. OFFICE : AXIS HOUSE, BOMBAY DYEING MILLS COMPOUND, PANDHURANG BUDHKAR
MARG, WORLI, MUMBAI- 400 025
CIN: U74999MH2008PLC182264
Tel No: 022-66260054, Email Address - debenturetrustee@axistrustee.com,
Website Address - www.axistrustee.com

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, as amended]**

CIN: U74999MH2008PLC182264
Name of the company: Axis Trustee Services Limited
Registered office: Axis House, Bombay Dyeing Mills Compound,
Pandhurang Budhkar Marg, Worli, Mumbai, Maharashtra
India – 400025

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No./ Client ID:

DP ID:

I/We, being the Member (s) ofshares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: _____, or failing him
2. Name:
Address:
E-mail Id:
Signature: _____, or failing him
3. Name:
Address:
E-mail Id:
Signature: _____, or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 11th Annual General Meeting of the company, to be held on 29th May, 2019, Wednesday, at 11:00 a.m. Axis House, 08th floor, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli.



Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend for the Financial Year ended 31st March 2019.
3. Re-appointment of Mr. RBL Vaish (holding DIN: 00150310), who retires by rotation.
4. To approve the re -appointment of M/s S.R. Batliboi & Co. LLP, as the Statutory Auditors of the Company for a continuous period of 5 years i.e. (from FY 2019-2020 till 2023-2024) from the conclusion of Eleventh Annual General Meeting till the conclusion of Sixteenth Annual General Meeting and to fix their remuneration in this regard,

SPECIAL BUSINESS

5. Appointment of Mr. Ganesh Sankaran (DIN 07580955) as a Director Of The Company

Signed this..... day of..... 2019

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

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.





(A Wholly Owned Subsidiary of Axis Bank Limited)

REGD OFFICE: AXIS HOUSE, BOMBAY DYEING MILLS COMPOUND, PANDHURANG BUDHKAR MARG,

WORLI, MUMBAI- 400 025

CIN: U74999MH2008PLC182264

Tel No: 022-66260054, Email Address - debenturetrustee@axistrustee.com,

Website Address - www.axistrustee.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I/We hereby record my/our presence at the Eleventh Annual General Meeting of Axis Trustee Services Limited held on 29th May, 2019, Wednesday, at 11:00 a.m. at Axis House, 08th Floor, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli, Mumbai – 400 025

Full Name of Member:

Regd. Folio No.

No. of Shares Held ()

Full Name of the Proxy (In Block Letters) _____

Signature of the Member (s) or Proxy present _____

Please complete and sign this attendance slip and handover at the entrance of the meeting hall. Only member(s) or his/her/their proxy with this attendance slip will be allowed entry to the meeting. Duplicate slips will not be issued at the entrance.

.....
.....
.....

