

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the Members of Axis Trustee Services Limited ('the Company') (CIN: U74999MH2008PLC182264) will be held on Friday, July 16, 2021 at 11.00 a.m. (IST) at the registered office situated at Axis House, 08th floor, Bombay Dyeing Mills Compound, Pandurang 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 March 31, 2021 and the Reports of the Directors' and the Auditors' thereon; and

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare final dividend for the financial year ended March 31, 2021.

"RESOLVED THAT a dividend at the rate of 95/- (Rupees Ninety five rupees only) per equity share of ` 10/- (Ten rupees) each fully paid-up of the Company as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2021 and the same be paid out of the profits of the Company."

3. To re-appoint Mr. Ganesh Sankaran (DIN: 07580955) director of the company, who retires by rotation at this meeting and being eligible offers himself for re-appointment.

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ganesh Sankaran (DIN: 07580955), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Special Business:

4. To consider and approve appointment of Ms. Deepa Rath [DIN: 09163254] as Managing Director & CEO of the Company w.e.f. May 01, 2021.

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

"RESOLVED THAT, in pursuance to the provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 as amended from time to time and the applicable rules, regulations, notifications and circulars as may be issued by Ministry of Corporate Affairs in this regard and the applicable provisions of the Memorandum and Articles of Association, the consent of the members be and is hereby accorded for the appointment of Ms. Deepa Rath (DIN: 09163254) as the Managing Director and Chief Executive Officer of the Company with effect from May 01, 2021 for a period not exceeding 5 years.

RESOLVED FURTHER THAT, any one of the Directors of the Company, be and are hereby authorized to undertake all the necessary steps in this regard, and to file the necessary e-Forms (e-Form MGT-14, e-Form DIR-12 and e-Form MR-1) for giving effect and registering the said appointment with the Registrar of Companies, Maharashtra, Mumbai."

5. To consider and approve appointment and remuneration of Ms. Deepa Rath [DIN: 09163254] as Managing Director & CEO of the Company w.e.f. May 01, 2021.

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

“RESOLVED THAT, pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and other applicable provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and hereby accorded for the remuneration payable to Ms. Deepa Rath [DIN: 09163254], Managing Director & CEO shall be as follows:

Sr. No.	Particulars	Amount [INR]
a.	Basic Salary	21,98,275/-
b.	House Rent Allowance [HRA] / Location Pay	7,69,396/-
c.	Car Benefits	12,93,652/-
d.	Medical	-
e.	Provident Fund	2,63,793/-
f.	Gratuity	1,05,737/-
g.	Basket of Allowances [BOA]	29,76,332/-
h.	Fixed Pay	76,07,185/-
i.	Variable Pay	As per policy
j.	Employees Stock Option	As per policy
k.	Leave	As per policy
l.	Conveyance & Telephone	As per policy
m.	Personal Insurance	As per policy
n.	Housing, Personal loans	As per policy
	TOTAL	76,07,185/-

RESOLVED FURTHER THAT, the Board of Directors, be and are hereby authorized to revise, amend or modify the remuneration and terms and conditions of the appointment of Ms. Deepa Rath, Managing Director & CEO, as deemed fit, within the statutory limits and/or as recommended by Axis Bank"

RESOLVED FURTHER THAT, the remuneration payable to Ms. Deepa Rath, in the event of loss or inadequacy of profit of the company, shall not exceed the limits as specified in Section 197(3) read with Schedule V to the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof prescribed from time to time .

RESOLVED FURTHER THAT, any one of the Directors of the Company, be and are hereby authorized to undertake all the necessary steps in this regard and to file the necessary e-Forms for giving effect and registering the said appointment with the Registrar of Companies, Maharashtra, Mumbai."

By Order of the Board of Axis Trustee Services Limited,

Deepa Rath

Managing Director & CEO

DIN- 09163254

Place: Mumbai

Date: June 23, 2021

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. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. 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.
5. 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.

By Order of the Board of Axis Trustee Services Limited,

Deepa Rath
Managing Director & CEO
DIN- 09163254

Place: Mumbai
Date: June 23, 2021

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 03

Details of director retiring by rotation:

Name	Mr. Ganesh Sankaran
Age	51 years
Qualifications	An Engineer with a Master's degree in Business Administration
Experience (including expertise in specific functional area) / Brief Resume	Before joining Axis Bank, he was Executive Director at Federal Bank, responsible for business architecture across the Wholesale Bank, Micro/Rural bank, Business Banking and international operations. Additionally, he had 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.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ganesh Sankaran who was appointed as a Non-Executive Director at the Annual General Meeting held on May 29, 2019, is liable to retire by rotation
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	18-04-2019
Shareholding in the Company as on March 31, 2021	10 no. of equity shares held in the capacity of nominee shareholder of Axis Bank Limited.
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year (2020-21)	4 meetings
Directorships of other Boards as on March 31, 2021	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	Nil

Item No. 4

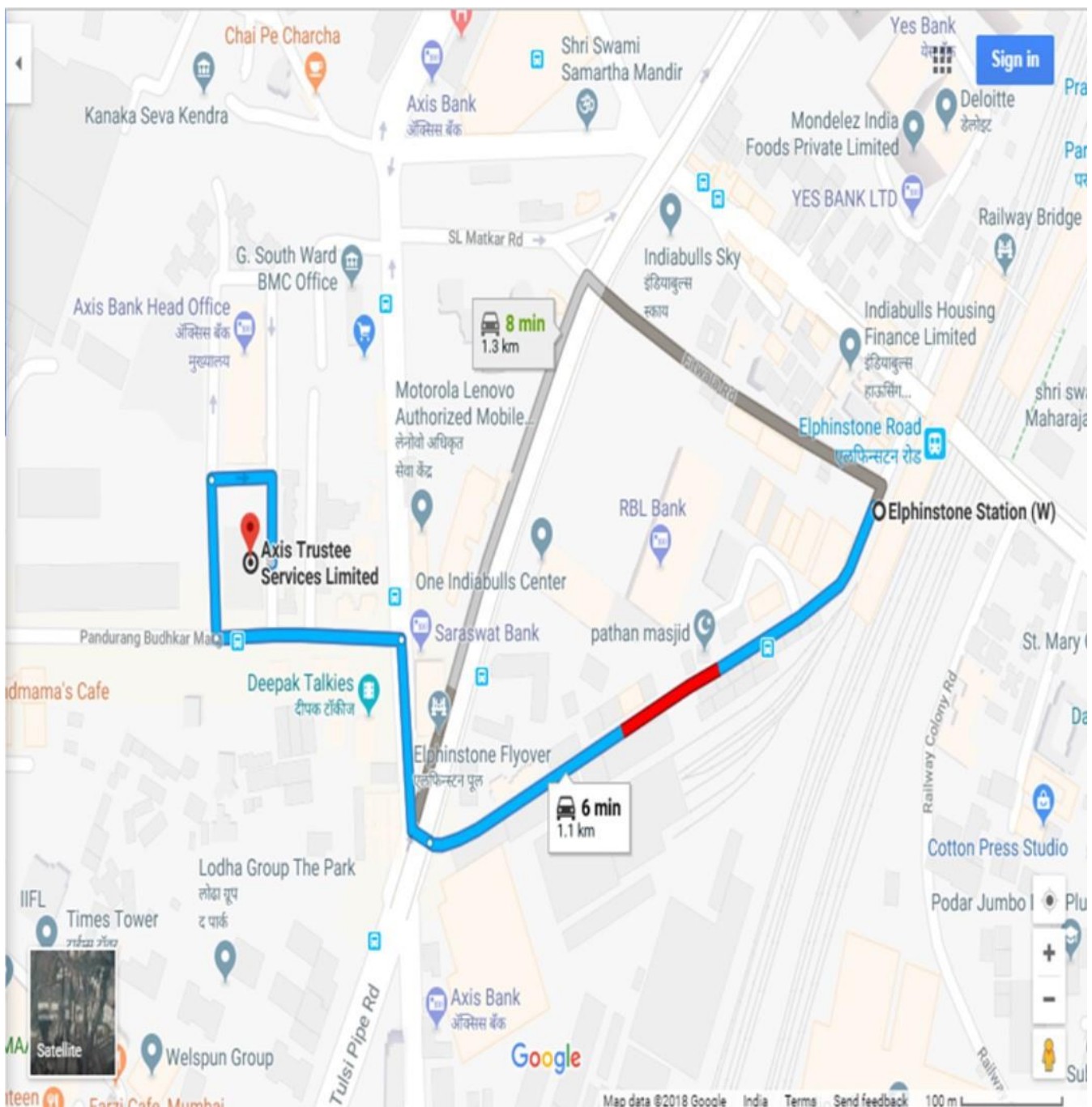
Details of director retiring by rotation:

Name	Ms. Deepa Rath
Age	44 years
Qualifications	MBA- Finance from IMT Ghaziabad with Master's in Economics and an 'Advanced Diploma in Software Technology & Systems Management', NIIT. Apart from several certifications like Coursera, Axis Business Leadership Program - ISB Hyderabad
Experience (including expertise in specific functional area) / Brief Resume	<p>Ms. Deepa Rath is a Senior Banker with more than 20 years of experience in Corporate Banking, Fintech, Credit, Project Funding, MSME Financing, Retail Banking, Supply Chain Finance, Trade Finance etc.</p> <p>Ms. Deepa is known for her strategic leadership, customer centric approach, superior people & relationship management skills which have helped her set up and scale up New Businesses & High Impact Teams across domains. Prior to taking over as MD & CEO of Axis Trustee Services Ltd, Ms. Deepa was part of the founding leadership team and spearheaded TReDS (Trades Receivable Discounting System) platform business at INVOICEMART / A. TReDS LTD (JV of Axis Bank & Mjunction), a pioneer work in the space of Digital & Transparent Financing of MSMEs, Financial Inclusion, API Integration & Blockchain implementation.</p> <p>Previous to this, she led various business functions across geographies with Axis Bank Corporate Banking department. In the early part of her career, she took several roles with IDBI Bank and ICICI Bank Ltd within the Corporate Banking & Retail Banking franchise.</p> <p>She has been a speaker on various Finance & Fintech related forums and was a part of Axis Bank's Senior Business Leadership program initiatives pertaining to Ethics & sustainability (POSH), Recruitment & Employee Engagement, Corporate social responsibility etc. She is a panel /advisory member on the International Consulting/Advisory related to Supply Chain Finance, Fintech, Go-To-Market strategy & Corporate Banking practices.</p>
Terms and Conditions of Re-appointment	
Remuneration last drawn	NA
Remuneration proposed to be paid	Rs. 76,07,185/-
Date of first appointment on the Board	May 01, 2021
Shareholding in the Company as on March 31, 2021	Nil
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year (2020-21)	Nil
Directorships of other Boards as on March 31, 2021	Ms. Deepa, apart from being an Investor, is also an Independent non-executive director on the Board of High Voltage Knowledge Solutions Ltd., [a Myanmar based Company]
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	Nil

AXIS TRUSTEE SERVICES LIMITED

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

13th ANNUAL GENERAL MEETING -AXIS TRUSTEE SERVICES LIMITED



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 - 400025, Maharashtra

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:
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 13th Annual General Meeting of the company, to be held on Wednesday, July 07, 2021 at 2.00 p.m. (IST) at Axis House, 08th floor, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli, Mumbai- 400025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2021 and the Reports of the Directors' and the Auditors' thereon; and
2. To declare final dividend for the financial year ended March 31, 2021.
3. To re-appoint Mr. Ganesh Sankaran (DIN: 07580955) director of the company, who retires by rotation at this meeting and being eligible offers himself for re-appointment. .
4. To consider and approve appointment of Ms. Deepa Rath [DIN: 09163254] as Managing Director & CEO of the Company w.e.f. May 01, 2021.
5. To consider and approve appointment and remuneration of Ms. Deepa Rath [DIN: 09163254] as Managing Director & CEO of the Company w.e.f. May 01, 2021.

Signed this..... day of..... 2021

Affix
Revenue
Stamp

Signature of shareholder

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.

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.in, Website Address - www.axistrustee.in

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the 13th Annual General Meeting of Axis Trustee Services Limited held on July 07, 2021, Wednesday at 2:00 p.m. (IST) 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 Proxypresent_____

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.

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