

NOTICE

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING NO: 01/2020-21 OF THE MEMBERS OF AXIS TRUSTEE SERVICES LIMITED FOR THE FINANCIAL YEAR 2020-2021 WILL BE HELD ON TUESDAY, 3RD NOVEMBER, 2020 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT AXIS HOUSE, BOMBAY DYEING MILLS COMPOUND, PANDHURANG BUDHKAR MARG, WORLI MUMBAI-400025 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

ITEM NO. 1: TO ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 along with any other provisions of the Act, Rules, Regulations, Notifications and Circulars, as amended and applicable, and upon recommendation of the Board of Directors and subject to such necessary statutory approvals as may be required in this regard, the approval of the members be and is hereby accorded for the amendment to the Clauses of the Memorandum of Association, as detailed in the Explanatory Statement, attached to this Notice, to bring the Memorandum of Association, in line with the provisions of Companies Act, 2013.”

“RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to undertake all the necessary steps for obtaining the necessary Statutory Approvals and undertaking all the necessary steps and actions for giving effect to the above resolution, including, execution of all records, deeds and documents, as may be required for giving effect to the above resolution and to file the necessary forms with the Registrar of Companies, Maharashtra, Mumbai.”

ITEM NO. 2: TO AMEND THE PAID-UP SHARE CAPITAL CLAUSE OF THE COMPANY

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

“RESOLVED THAT subject to the provisions of Section 61 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Act, Rules, Regulations, Notifications and Circulars as applicable to the Company, issued by the Ministry of Company Affairs from time to time, and subject to the necessary statutory approvals as may be required in this regard, the consent of the members be and is hereby accorded for the amendment to the existing Share Capital Clause of the Memorandum of Association pertaining to the minimum paid-up share capital of the company, as below:

Registered Office:
Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli Mumbai - 400 025

Corporate Office:
The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai-400 028
Tel No.: 022-62300451 Fax No.: 022-6230 0700 Website- www.axistrustee.com
Corporate Identify Number: U74999MH2008PLC182264 | MSME Registered UAN: MH19E0033585



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V (b) The Minimum Paid-up Share Capital of the Company shall be Rs. 1,00,00,000 (Rupees One Crore only) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

“RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to undertake all the necessary steps for giving effect to the above resolution including filing of the necessary e-forms and intimation to the Statutory Authorities in this regard.”

ITEM NO. 3: TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 along with any other provisions of the Act, Rules, Regulations, Notifications and Circulars, as amended and applicable, upon recommendation of the Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded for the alteration of the Articles of Association, as stated in the Explanatory Statement attached to this Notice, to bring the same in line with the provisions of the Companies Act, 2013 and to adopt the same as the Articles of Association of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to undertake all the necessary steps for obtaining the necessary Statutory Approvals and undertaking all the necessary steps and actions for giving effect to the above resolution, including, execution of all records, deeds and documents, as may be required for giving effect to the above resolution and to file the necessary forms with the Registrar of Companies, Maharashtra, Mumbai.”

**FOR AND ON BEHALF OF,
AXIS TRUSTEE SERVICES LIMITED**


Sanjay Sinha



**Place: Mumbai
Date: October 28, 2020**

**SANJAY SINHA
Director
DIN: 08253225**



Notes:

1. The Explanatory Statement U/s 102 of the Companies Act, 2013, as amended, is attached to this Notice for agenda items no. 1 and 2 of this Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to the meeting to attend and vote on his behalf. A proxy need not be a member. For a proxy to be effective, it must be in Form MGT 11 as attached this Notice and registered with the company 48 hours prior to the commencement of this Meeting.
3. The Ministry of Corporate Affairs (MCA), Government of India, vide its circular nos. 17/2011, 18/2011, dated April 21, 2011 and April 29, 2011 and respectively, has allowed companies to send official documents to their shareholders electronically and also as part of its green initiative in Corporate Governance. Hence, the Notice of the EGM along with the Attendance Slip and Proxy form, are being sent by electronic mode to all members whose email address are registered with the Company, unless a member has requested for a physical copy of the documents. For members who have not registered their email address, physical copies of the documents are being sent by permitted mode.
4. Members desirous of getting any information about the company are requested to write to the company at least seven days in advance of the meeting, so that information can be kept ready at the Meeting.
5. 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.



**EXPLANATORY STATEMENT TO THE NOTICE
[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]**

ITEM NO. 1 AND ITEM NO. 2

The Company, Axis Trustee Services Ltd, was incorporated under the erstwhile Companies Act, 1956 and hence the Memorandum of Association (MOA) is drafted in line with the requirement and provisions of Companies Act, 1956.

With the advent of the Companies Act, 2013 (w.e.f. 1st April, 2014), the management is of the opinion that the existing MOA be brought in line with the requirements and format of Companies Act, 2013. Accordingly, the approval of the members is sought for the following proposed amendments:

Clause No. of MOA	Existing Clause	Proposed Amendment
Clause no. II	“The Registered Office of the Company will be situated in the State of Maharashtra.”	“The Registered office of the company will be situated in the State of Maharashtra, under the jurisdiction of Registrar of Companies, Mumbai”
Clause no. III (B)	The existing sub-clauses are numbered as [4(a)-(j)] to [39]	Renumbering of sub-clauses as [4] to [48]
Clause IV	“The liability of the members is limited.”	“The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.”
Clause V (b)	“The paid up capital of the Company shall be minimum Rs. 5,00,000 (Rupees five lakhs only)”	“The Paid-up Share Capital of the Company shall be minimum Rs. 1,00,00,000 (Rupees One Crore only), divided into 10,00,000 (Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each.”

Further, considering that the Company is a Debenture Trustee, it is required to maintain a Minimum Paid-up Share Capital of Rs. 1,00,00,000 (Rupees One Crore only) at all times. Accordingly, it is proposed to amend the Minimum Share Capital Clause in this regard.

The draft of the proposed Memorandum of Association as approved by the Board in its meeting held on 15th October, 2020 has been annexed to this explanatory statement as “**Annexure –A**” for the consideration of members and must be considered to be a part of the Notice.

Registered Office:
Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli Mumbai - 400 025

Corporate Office:
The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai-400 028
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Corporate Identify Number: U74999MH2008PLC182264 | MSME Registered UAN: MH19E0033585



The proposed Resolutions in Item 1 and Item 2 are in the interest of the Company and your Directors recommend the same for your approval. The Board proposes the resolutions as Special Resolutions for the approval of the members.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

ITEM NO. 3

The Company, Axis Trustee Services Ltd, was incorporated under the erstwhile Companies Act, 1956 and hence the Articles of Association (AOA) is drafted in line with the requirement and provisions of Companies Act, 1956.

With the advent of the Companies Act, 2013 (w.e.f. 1st April, 2014), the management is of the opinion that the existing AOA be brought in line with the requirements and format of Companies Act, 2013.

The copy of the proposed amendments to the Articles of Association is attached as **Annexure-B** to this Explanatory Statement and must be considered to form a part of this Notice.

The brief highlights of the proposed amendments are as follows:

Sr. No.	Heading	Proposed Amendments
1.	Clauses of AOA	Renumbering of the various clauses of the Articles of Association
2.	Reference to Sections	All references to Sections under Companies Act, 1956 have been amended to the corresponding sections under Companies Act, 2013.
3.	Share Capital and Variation of Rights	Additions and modification of the articles related to issue of share capital
4.	Alteration of Share Capital	Bringing the manner of alteration of share capital, as per the provisions of the Companies Act, 2013.
5.	Transmission of Shares	Bringing the manner of transmission of shares, as per the provisions of the Companies Act, 2013.
6.	Buy-back of Shares	Addition of the provision for 'Buy back of Shares'
7.	Board of Director	Revisions in the composition, manner of appointment and cessation of 'Board of Directors'
8.	Committees of Board	Bringing the composition of committees of Board, in line with the provisions of Companies Act, 2013

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9.	Loans and Investment by Company	Addition of respective clauses under the Companies Act, 2013
10.	Powers of the Board	Enabling the Board to delegate/authorize such person(s) for such purpose(s) by power of attorney/ letter of authority from time to time as the Board thinks fit.
11.	Restriction on powers of Board	Bringing the same in line with the provisions of Companies Act, 2013
12.	Dividend and Reserves	The same is amended as per the revised requirements under the Companies Act, 2013.
10.	Powers of the Board	Enabling the Board to delegate/authorize such person(s) for such purpose(s) by power of attorney/ letter of authority from time to time as the Board thinks fit.

The draft of the proposed Articles of Association as approved by the Board in its meeting held on 15th October, 2020 has annexed to this explanatory statement as “**Annexure-B**” for the consideration of the members.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval. The Board proposes the resolution as a Special Resolution for the approval of the members.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

**FOR AND ON BEHALF OF,
AXIS TRUSTEE SERVICES LIMITED**


Sanjay Sinha



Place: Mumbai
Date: October 28, 2020

SANJAY SINHA
Director
DIN: 08253225

ATTENDANCE SLIP

I/We hereby record my/our presence at the **first Extra-ordinary General Meeting of Axis Trustee Services Limited for Financial Year 2020-21 held on Tuesday, 3rd November, 2020 at 11:00 AM at the registered office of the Company situated at Axis House, Pandurang Bombay Dyeing Mills Compound, Budhkar Marg, Worli, Mumbai- 400025.**

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.

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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) 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 1st Extraordinary General Meeting of the company, to be held on the Tuesday, 3rd November, 2020 at 11:00 AM at the registered office of the Company situated at Axis House, Pandurang Bombay Dyeing Mills Compound, Budhkar Marg, Worli, Mumbai- 400025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To alter the Memorandum of Association of the Company
2. To amend the Paid-Up Share Capital Clause of the Company
3. To alter the Articles of Association of the Company

Signed this..... day of..... 2020

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

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

