

NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of Axis Trustee Services Limited (CIN: U74999MH2008PLC182264) will be held at 2nd Floor, Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025 on Monday, May 16, 2016 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Auditors' Reports and the Report of the Board of Directors thereon.
2. To declare final dividend.
3. To re-appoint Mr. Rajaraman Viswanathan (DIN: 01308488) Director of the Company, who retires by rotation at this meeting and being eligible offers himself for re-appointment.
- 4. Ratification of Appointment of Statutory Auditors**

To consider and, if thought fit, to 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), and in furtherance of the resolution passed in the 6th AGM of the Company in this regard, the consent of the Members, be and is hereby accorded for the ratification of the appointment of Messrs S. R. Batliboi & CO LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No. 301003E, as the Statutory Auditors of the Company, for the financial year 2016-17"

SPECIAL BUSINESS:

5. Appointment of Mr. M. Raghuraman (DIN: 07397084) as a Director of the Company

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

"RESOLVED THAT, pursuant to the provisions of Section 152, 160 and 161 of the Companies Act, 2013 (including any statutory amendments thereto) read with the applicable rules, regulations, notifications and circulars issued in this regard, and the applicable provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. M. Raghuraman (DIN: 07397084), who was appointed as an Additional Director of the Company, and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received the requisite Notice, as a Director of the Company."

AXIS TRUSTEE SERVICES LTD.

(A wholly owned subsidiary of Axis Bank)

Corporate Identity Number (CIN): U74999MH2008PLC182264

CORPORATE & REGISTERED OFFICE : Axis House, 2nd Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

TEL : 022-2425 5215 / 2425 5216 FAX : 022-4325 3000 Website: www.axistrustee.com

"RESOLVED FURTHER THAT, the Board of Directors, be and are authorized to undertake all the necessary acts, deeds and steps for the purpose of giving effect to the above resolution and appointment."

6. Appointment of Mr. M. Raghuraman (DIN: 07397084) as a Managing Director & Chief Executive Officer of the Company .

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

"RESOLVED THAT, pursuant to the provisions of Section 152, 196, 197 and other applicable provisions of the Companies Act, 2013 (including any statutory amendments thereto) read with the applicable rules, regulations, notifications and circulars issued thereto and the applicable provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. M. Raghuraman (DIN: 07397084) as a Managing Director and Chief Executive Officer (CEO) of the Company with effect from 15th January, 2016 till 31st July, 2018 on the terms and conditions as stated in the Explanatory Statement to this Notice."

"RESOLVED FURTHER THAT, the remuneration of the Managing Director & CEO shall be as specified in the Explanatory Statement attached to this Notice and that in the event of loss or inadequacy of profits of the Company, the remuneration payable to Mr. M. Raghuraman shall not exceed the limits specified in Section II to Part II of Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT, the Board of Directors, be and are hereby authorised to revise, modify and amend the terms and conditions or tenure of the appointment of the Managing Director & CEO, as it may deem fit, subject to the stated limits and compliances of the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorised to undertake all the necessary deeds, acts and steps for the purpose of giving effect to the above resolution and appointment."

7. Appointment of Mr. Sidharth Rath (DIN: 00682901), as Director

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

"RESOLVED THAT, pursuant to the provisions of Section 152, 160 and 161 of the Companies Act, 2013 (including any statutory amendments thereto) read with the applicable rules, regulations, notifications and circulars issued in this regard, and the applicable provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Sidharth Rath (DIN: 00682901), who was appointed as an Additional Director of the Company, and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received the requisite Notice, as a Director of the Company, liable to retire by rotation."

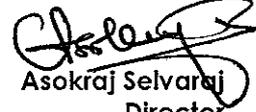
"RESOLVED FURTHER THAT, the Board of Directors be and are authorized to undertake all the necessary acts, deeds and steps for the purpose of giving effect to the above resolution and appointment."

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the company. Proxies in order to be effective should reach 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.
2. The Explanatory Statement, pursuant to the provisions of Section 102 is attached to this Notice for the purpose of the Special Business proposed to be transacted at the Meeting.
3. The Dividend, if declared, will be paid to those persons whose names appear in the Register of Members as on the date of Annual General Meeting.
4. The map to the venue of the AGM is attached, in terms of the requirements of the Secretarial Standard-2 issued by the ICSI for the perusal of the members.

Place: Mumbai
Date: April 21, 2016

By Order of the Board
Axis Trustee Services Ltd


Asokraj Selvaraj
Director
DIN: 02741752

The Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM NO.5 AND ITEM NO. 6

Mr. M. Raghuraman (DIN: 07397084) was appointed as an Additional Director on the Board of the Company w.e.f. January 15, 2016, via Circular Resolution. Further, Mr. M. Raghuraman was appointed as a Managing Director & CEO of the Company with effect from January, 15, 2016 in the meeting of Board of Directors held on February 9, 2016, subject to the approval of the members in the ensuing General Meeting of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013) he holds office upto the date of ensuing Annual General Meeting of the Company. Further, the Company has received a notice under section 160 of the Companies Act, 2013, from a Member proposing his candidature to the office of Director.

Further, Mr. M. Raghuraman has confirmed that he fulfills all the conditions specified in Part I of Schedule V to the Companies Act, 2013 in respect of his appointment as a Managing Director.

Attention of the members is drawn to the provisions of Section 196(5) of the Companies Act, 2013 which require the terms and conditions of appointment of the Managing Director of the Company, to be approved by the members in the ensuing General Meeting. Accordingly, the details of the appointment, along with the terms and conditions and remuneration details of Mr. M. Raghuraman are as follows:

Terms and Conditions:

The appointment will be on deputation from Axis Bank Ltd and accordingly the remuneration will be decided by Axis Bank Limited from time to time. The Board of Directors may at any time, vary the terms and conditions of your appointment, subject to the provisions of the Act.

All other terms and conditions as per Axis Bank Staff Rules shall be applicable.

Details of Remuneration payable to Mr. M. Raghuraman:

i.	Basic Salary:	Rs. 24,91,860/- per annum
ii.	House Rent Allowance	Rs. 21,18,081/- per annum
iii.	Fixed Allowance	Rs. 22, 42, 674/- per annum
iv.	Medical:	(i) Group Medclaim facility as available to other employees of Axis Bank (ii) Rs. 30,000 per annum
v.	Leave Fare Concession	Rs. 1,20,000 per annum
vi.	Variable Pay	As may be decided by the Board from time to time <u>subject to prior approval from the Axis Bank Ltd. and that the same shall not exceed the monetary limits set / decided by the Axis Bank Ltd., from time to time.</u> Variable Pay to be paid as decided by the Company

		and Axis Bank Ltd. AND further subject to max. of 200% of salary drawn during the financial year.
vii.	Employees Stock Option (ESOP):	As may be granted to him by the Board of Directors of Axis Bank and Board of Directors of the Company from time to time.
viii.	Provident Fund	12% of Basic Pay with equal contribution by the Company or as may be decided by the Board / Trustees from time to time.
ix.	Supperannuation:	10% Basic Pay p.a.
x.	Gratuity	15 days Basic salary for each completed year of service or part thereon, with a maximum ceiling of Rs. 10 Lacs
xi.	Leave	As per the company's rules
xii.	Travelling Allowance	As per the expenses fixed by the Board (conveyance, boarding and lodging in appropriate hotels, etc) + halting allowance as may be approved by the Board from time to time.
xiii.	Conveyance & Telephone	Free use of Company's car with reimbursement of petrol (presently 300 liters p.m.) and as may be decided by the Board from time to time. Maintenance and insurance of vehicle as applicable to the grade in Axis Bank . Telephone and mobile expenses as applicable to the grade in Axis Bank .
xiv.	Child Education Allowance	Rs. 2,400/- p.a.
xv.	Utility Allowance	Rs. 48,000/- p.a.
xvi.	Furniture Allowance	Rs. 60,000/- p.a.
xvii.	Personal Insurance:	Shall be covered under the Group's Savings Linked Insurance Scheme (GSLI) and the Personal Accident Policy as applicable to other employees of Axis Bank .
xviii.	Housing, Personal loans	Loan facilities to be provided as per the limits, at the rate of interest and as per the terms and conditions applicable to other employees of Axis Bank

Tenure:

Mr. M. Raghuraman shall be appointed with effect from 15th January, 2016 for a period not exceeding 30th July, 2018.

The above terms and conditions may be reviewed and revised, modified or amended by the Board of Directors at any time, during his appointment subject to the limits and compliance of the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

The above terms and conditions may be reviewed and revised, modified or amended by the Board of Directors at any time, during his appointment subject to the limits and compliance of the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

Further, in the event of loss or inadequacy of profits for the company, in any financial year, the remuneration payable to Mr. M. Raghuraman shall be within the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013.

None of the Directors, except Mr. M. Raghuraman or any Key Managerial Personnel or their relatives are interested in the resolution.

The Board of Directors recommends the resolutions proposed in Item No. 5 and Item No. 6 as Ordinary resolutions, respectively, for the approval of the members.

ITEM NO. 7

Mr. Sidharth Rath was appointed as an Additional Director on the Board of the Company w.e.f. February 9, 2016. Pursuant to Section 161(1) of the Companies Act, 2013) he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received a notice under section 160 of the Companies Act, 2013, from a Member proposing his candidature to the office of Director.

None of the Directors, except Mr. Sidharth Rath or the Key Managerial Personnel or their relatives is concerned or interested in this resolution.

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

Place: Mumbai
Date: April 21, 2016

By Order of the Board
Axis Trustee Services Ltd


Asokraj Selvaraj
Director
DIN: 02741752

AXIS TRUSTEE SERVICES LTD
(A Wholly Owned Subsidiary of Axis Bank Limited)
CIN: U74999MH2008PLC182264

**AXIS HOUSE, 2nd Floor, BOMBAY DYEING MILLS COMPOUND, PANDURANG BUDHKAR MARG,
WORLI, MUMBAI- 400 025**

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the **Eighth Annual General Meeting of Axis Trustee Services Limited held on Monday, May 16, 2016 at 11.00 a.m. at 2ND Floor, Axis House, Bombay Dyeing Mills Compound, Pandurang 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 _____

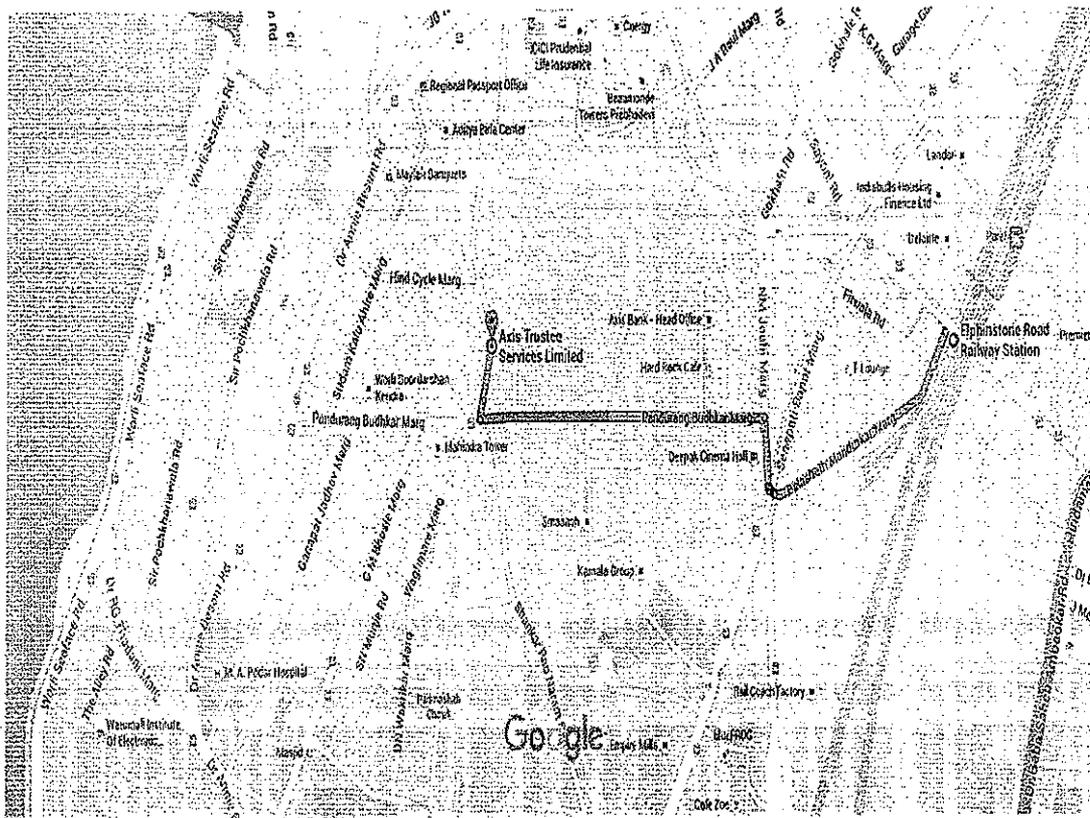
Please complete and sign this attendance slip and handover at the entrance of the meeting hall. Only member(s) or his/her/their proxy with this attendance slip will be allowed entry to the meeting. Duplicate slips will not be issued at the entrance.

Google Maps

Elphinstone Road Railway Station to Axis
Trustee Services Limited

Drive 1.7 km, 10 min

Venue to the 8th AGM of Axis Trustee Services Ltd



Map data ©2016 Google 200 m



via Balasheth Mandurkar Marg and Pandurang Budhkar Marg

10 min

7 min without traffic

1.7 km

Google Maps

AXIS TRUSTEE SERVICES LTD
CIN: U74999MH2008PLC182264
(A Wholly Owned Subsidiary of Axis Bank Limited)
REGD. OFFICE : **AXIS HOUSE, 2ND FLOOR, BOMBAY DYEING MILLS COMPOUND, PANDURANG
BUDHKAR MARG, WORLI, MUMBAI- 400 025**

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: U74999MH2008PLC182264

Name of the company: Axis Trustee Services Limited

Registered office: Axis House, 2nd Floor, Bombay Dyeing Mills Compound,
PandurangBudhkar 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 **Axis Trustee Services Limited**, shares of the above
named company, hereby appoint

Name:

Address:

E-mail Id:

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual
General Meeting of the company, to be held on the Monday of 16th May, 2016 at 11:00 a.m. at
Axis House, Bombay Dyeing Mills Compound, PandurangBudhkar 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, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend.
3. Re-appointment of Mr. Rajaraman Viswanathan, (DIN: 01308488) who retire by rotation.
4. Ratification of Appointment of Statutory Auditors
5. Appointment of Mr. M. Raghuraman as a Director of the Company
6. Appointment of Mr. M. Raghuraman as a Managing Director & CEO of the Company
7. Appointment of Mr. Sidharth Rath as a Director of the Company, liable to retire by rotation

Affix
Revenue
Stamp

Signed this..... day of..... 2016

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.