

**NOTICE**

**NOTICE** is hereby given that the Fourth Extra-Ordinary General Meeting of Axis Trustee Services Limited (CIN: U74999MH2008PLC182264) will be held on Thursday, November 5, 2015 at 11.00 a.m. at Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai- 400 025:

**SPECIAL BUSINESS****1. Alteration in the Memorandum of Association of the Company**

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


**"RESOLVED THAT**, pursuant to the provisions of Section 13 read with other applicable Sections of the Companies Act, 2013 and the Rules, Regulations, Notifications and Circulars issued by the Ministry of Corporate Affairs, in this regard and as applicable to the Company and pursuant to the approval of the Registrar of Companies, Maharashtra, Mumbai and the terms and conditions stated in such approval for the same, the approval of the members be and is hereby granted for alterations in the Memorandum of Association of the Company as stated in the Explanatory Statement attached to this Notice."

**"FURTHER RESOLVED THAT**, the Board of Directors, be and are hereby severally authorised to sign all such returns, records, forms, records and other documents and to undertake all such deeds and acts, as may be required, to give effect to the above stated resolution."

**By Order of the Board  
Axis Trustee Services Limited**

**Place: Mumbai**

**Date: November 2, 2015**



**Asokraj Selvaraj Thanjavur  
DIN- 02741752**

**Notes:**

1. The explanatory statement as per the provisions of Section 102 is attached to this Notice for the perusal of the members.
2. The proxy form in Form MGT-11 is attached herewith. Proxy need not be a member of the Company. For a proxy to be effective, it must be received by the Company 48 hours prior to the Extra-Ordinary General Meeting. A proxy form must be duly completed in all respects.

**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 Website: www.axistrustee.com

3. The draft of the Memorandum of Association of the Company, with the changes shall be available for inspection at the Registered Office of the Company between 11:00 AM to 2:00 PM on all working days (till the date of EGM)

## **EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

### **Item No. 1: Alteration in the Memorandum of Association of the Company**

The Company proposes to expand its business activities by venturing into family services, and providing financial and other related services to individuals, companies, funds, etc. It is also proposed to expand the Trustee ship services to include real estate investment trust, infrastructure trust funds, and other allied areas.

In order to enable the company to provide such services, it is required that the Main Objects of the Company reflect the same. Further, the incidental and ancillary objects of the company are also proposed to be amended to enable the company to carry out the proposed main objects smoothly and to undertake all the necessary steps in this regard.

The proposed main objects and incidental and ancillary objects are in line with the existing business of the Company. Further, the name of the company also reflects the said main objects.

Further, with the notification of the Companies Act, 2013, with effect from 1<sup>st</sup> April, 2014, the format of the Memorandum of Association has undergone a change wherein the clause pertaining to "Other Objects" stands deleted. In order to align the Memorandum of Association of the Company with the requirements of the Companies Act, 2013, it is proposed to delete the "Other Objects" clause in the Memorandum of Association.

The table with the proposed amendments is attached as Annexure I to this Explanatory Statement.

A draft copy of the Memorandum of Association of the Company, with the proposed changes, shall be available at the Registered Office of the Company on all working days (Mon-Fri) between 11:00 AM to 2:00 PM for the review and inspection of the members.

None of the Board of Directors or Key Managerial Personnel or their relatives is interested in the above resolution in any manner whatsoever.

The Board proposes the approval of the above resolution as a Special Resolution.

Place: Mumbai  
Date: November 2, 2015

By Order of the Board  
Axis Trustee Services Limited



Asokraj SelvarajThanjavur  
DIN- 02741752

Enclosed:

- (a) Annexure-I
- (b) Map for the venue of the EOGM along with landmark nearby
- (c) Proxy For the EGM.

**Alterations in the Memorandum of Association of the Company as summary stated in the Annexure I is as follows:**

**Annexure I**

**PROPOSED ALTERATIONS IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Existing Clause No	Existing Clause	New Clause No	Proposed Amendment
III. (A)	The Main Objects For Which The Company Is Established Are:	III (A)	The Main Objects Of The Company To Be Pursued:
1.	To act as trustee for mutual funds, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment schemes, employee welfare or compensation schemes or any other schemes, bonds or debentures and as security trustees and for that purpose to set up, promote, settle and execute trusts and devise various scheme for dealing with or in connection with the aforesaid purposes including raising funds in any manner from any person, bodies, corporate, trust, society, association of persons in India and abroad and to deploy funds raised and earn reasonable returns on their investments and to act as trustees generally for any purpose and to acquire, hold, manage, dispose off all or any securities or money market instruments or property or assets and receivables or financial assets or any other assets or property.	1	To act as trustees for mutual funds, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, alternate investment funds, Infrastructure Investment Trust/funds, real estate investment trust/funds, collective or private investment schemes, employee welfare or compensation schemes or any other trusts, schemes, bonds, deposits, or debentures and as security trustees/agents or any related trustee/agency activities as may be permitted/mandated/regulated/ required by Applicable Laws, for the time being in force, and for that purpose to set up, promote, sponsor, settle and execute trusts and devise various scheme for dealing with or do any other act in connection with the aforesaid purposes including raising funds in any manner from any person, bodies, corporate, trust, society, association of persons in India and abroad and to deploy funds raised and earn reasonable returns on their investments and to acquire, hold, manage, dispose off all or any securities or money market instruments or property or assets and receivables or financial assets or any other assets or property and to act as monitoring agency, facility agents, escrow agents, trustees, co-trustees, custodians, managers, executors, administrators, nominee or advisor of any individual, person, corporation, association or other body corporate in India and/or in any part of the world and connected thereto and generally for any purpose or as maybe permitted by Applicable laws.
			To insert the following new clauses after the existing Clause III (A)(1)  2. To render services with regard to safe keeping of documents, articles, of any nature whatsoever including Wills, trust deeds, title documents, agreements, etc.

			3. All types of Services in the field of finance, local or international investment, real estate, rendering of services to any individual, person, corporation, association, multinational organisations or other body corporate in India and/or in any part of the world.
III(B)	OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:	III(B)	MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE III (A) ARE:
			The existing Clause No. III (B) (2) onwards shall be renumbered by addition of the Clause No. III (A)(2) and (3) above.
		4	The following Point shall be added as Point No. 4:  To undertake the following business, in relation to the main objects of the company.
2.	To register the schemes of the mutual fund, unit trusts, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment schemes, employee welfare or compensation schemes or any other schemes and bonds, debentures or security with the prescribed authorities and set the scheme objectives and investment objectives for the schemes and ensure their proper disclosure in offer documents for private and public placements and advertisements for public offers.	a.	To register the schemes of the mutual fund, unit trusts, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, alternate investment funds, Infrastructure Investment Trust/funds, real estate investment trust/funds, or any other Trust Fund as maybe permitted /mandated /regulated/ required by Applicable law, collective or private investment schemes, employee welfare or compensation schemes or any other schemes and bonds, debentures or security with the prescribed authorities and set the scheme objectives and investment objectives for the schemes and ensure their proper disclosure in offer documents for private and public placements and advertisements for public offers and to do any things connected or incidental to it or any way connected to its main object and in furtherance thereof.
3.	To call or authorize any person to call for such information concerning operations of the mutual fund, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment schemes, employee welfare or compensation	b.	To call or authorize any person to call for such information concerning operations of the mutual fund, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment schemes, alternate investment funds, Infrastructure Investment Trust/funds, real estate investment trust/funds or any other Trust fund/Agencies ,employee

	<p>schemes or any other schemes, and bonds, debentures or security as may be required to ensure that the relevant guidelines are being complied with and to check that the investments are of the permitted kind and within the said limits, that the mutual fund, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment assets, employee welfare or compensation schemes or any other schemes or and bondholders and mutual fund, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment scheme, employee welfare or compensation schemes or any other schemes or exercise of security are properly made.</p>		<p>welfare or compensation schemes or any other schemes, and bonds, debentures or security as may be required to ensure that the relevant guidelines are being complied with and to check that the investments are of the permitted kind and within the said limits, that the mutual fund, offshore funds, pension funds, provident funds, venture capital funds, alternate investment funds, Infrastructure Investment Trust/funds, real estate investment trust/funds, insurance funds or any other Trust Funds/Agencies, collective or private investment assets, employee welfare or compensation schemes or any other schemes, and bonds, debenture or security are duly protected, that income due to the mutual fund, offshore funds, pension funds, provident funds, venture capital funds, alternate investment funds, Infrastructure Investment Trust/funds, real estate investment trust/funds, insurance funds, or any other Trust Funds/Agencies, collective or private investment scheme, employee welfare or compensation schemes or any other schemes and bondholders and mutual fund, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment scheme, employee welfare or compensation schemes or any other schemes or Trust or Agencies or exercise of security are property made.</p>
		c.	<p>To act as trustees, executors co-executors, administrators, managers, custodian, escrow agents, nominee or advisor either alone or in conjunction with others and/or either by or through agents, contractors, trustees or otherwise and to carry on business which may seem to the Company capable of being conveniently carried on or which are calculated directly or indirectly to enhance the value or render profitable to any of the Company's property or rights.</p>
		d.	<p>To take part in the management, supervision or control of the business or operations of any company, association, firm or person and to act as, trustees, administrators, managers, advisors of any other company, trust, association, firm or person, and for that purpose, to appoint and remunerate any directors, managers, trustees, accountants or other experts or</p>

			agents or any other employees of any company in which the Company is or may be interested.
		e.	To undertake and execute any trust or discretion and the distribution amongst the beneficiaries, pensioners or other person entitled to it, of any income, capital or annuity and whether in money or specie. In furtherance of any discretion, obligation or permission and for the said purpose to hold, deal with, manage direct the management of buying, selling, exchange, mortgage, charge, dispose of or grant any right or interest in, over or upon and real or personal property of any kind including estate, securities, investments, movable and immovable assets including or contingent and reversionary interests in any property of any nature whatsoever and to undertake and carry on any business undertaking or transaction
		f.	To act as custodians, executors, co-executors, administrators, managers, custodian, escrow agents, nominee or trustees of all kinds of property/ies and assets (movable and immovable) and to do all of the above or any other activities either as trustees, executors, co-executors, administrators, managers, custodian, escrow agents, nominee, advisors or otherwise either alone or in conjunction with others in India and/ or any part of the world to the extent permitted by law.
4.	To keep the money belonging to the mutual fund, offshore funds, pension funds, provident funds, venture capital funds, insurance funds or collective or private investment scheme, employee welfare or compensation schemes or any other schemes with Scheduled Banks, custodians or such other institutions as may be specified:	g.	To keep the money belonging to the mutual fund, offshore funds, pension funds, provident funds, venture capital funds, insurance funds or collective or private investment scheme, employee welfare or compensation schemes or any other schemes/Trusts/Agencies with Scheduled Banks, custodians or such other institutions as may be specified in the respective schemes/Trusts/Agencies or as may be permitted/mandated/regulated/required under Applicable Laws.
5.	To determine the terms and conditions applicable to schemes and to decide the category of persons who may participate in any scheme and to formulate, introduce, make, announce or	h.	To determine the terms and conditions applicable to schemes/Trusts and to decide the category of persons who may participate in any scheme/become a beneficiary/contributor of the Trust and to formulate, introduce, make, announce or

	launch one or more schemes to provide such other benefits in connection with the scheme as may be found appropriate and/or to discontinue, suspend, close, extend, alter or amend any scheme in operations.		launch one or more schemes or engage any person to formulate, introduce, make, announce or launch one or more Trust/schemes or to provide such other benefits in connection with the Trust/scheme as may be found appropriate and/or to discontinue, suspend, close, extend, alter or amend any Trust/scheme in operations and to act in any way in connection thereto as maybe permitted/mandated/regulated /requiredby Applicable law.
6.	To appoint, engage or enter into arrangements with any asset management company or manager (hereinafter referred to as "the manager") for management of the assets, properties and investments of the company and of any mutual fund, offshore fund, pension fund, provident fund, venture capital fund, insurance fund, trust fund, collective or private investment scheme, employee welfare or compensation schemes or any other schemes or any other investment vehicle promote, settled or belonging to the company and to remunerate the said manager in such manner as the company deem fit and to delegate to the manager such functions and authorities as may be required for this purpose.	i.	To appoint, engage or enter into arrangements with any asset management company, advisor, consultant or manager or any other experts (hereinafter referred to as "the manager") for management of the assets, properties and investments of the company and of any mutual fund, offshore fund, pension fund, provident fund, venture capital fund, insurance fund, any other trust fund, collective or private investment scheme, employee welfare or compensation schemes or any other schemes or any other investment vehicle promoted, settled or belonging to the company or as maybe permitted/mandated/regulated/requiredby Applicable Laws and to remunerate the said managers in such manner as the company deem fit and to delegate to the manager such functions and authorities as may be required for this purpose.
7.	To promote, set up a custodian company or to instruct or enter into any kind of arrangement with a custodian or to receive money, deeds, documents or writings, personal property or deposit, share and debenture certificates and other kind of paper securities and valuables of all kinds on deposit of for safe custody and generally to carry on the business of a safe deposit company.	j.	To promote, set up a custodian company or to instruct or enter into any kind of arrangement with a custodian or to receive money, deeds, documents or writings, personal property or deposit, share and debenture certificates and other kind of paper securities, articles and valuables of all kinds on deposit of for safe custody and generally to carry on the business of a safe deposit company and to do all such acts and things as may be connected or incidental in carrying out the business.
8	To assist in calculating the Net Asset Value of Venture Capital Funds investments and to assist Venture Capital Funds in publishing quotations for the	5	To assist in calculating the Net Asset Value of Venture Capital Funds investments or any other Trusts/Schemes/Agencies etc.and to assist Venture Capital Funds or any Trust/Scheme in publishing quotations for

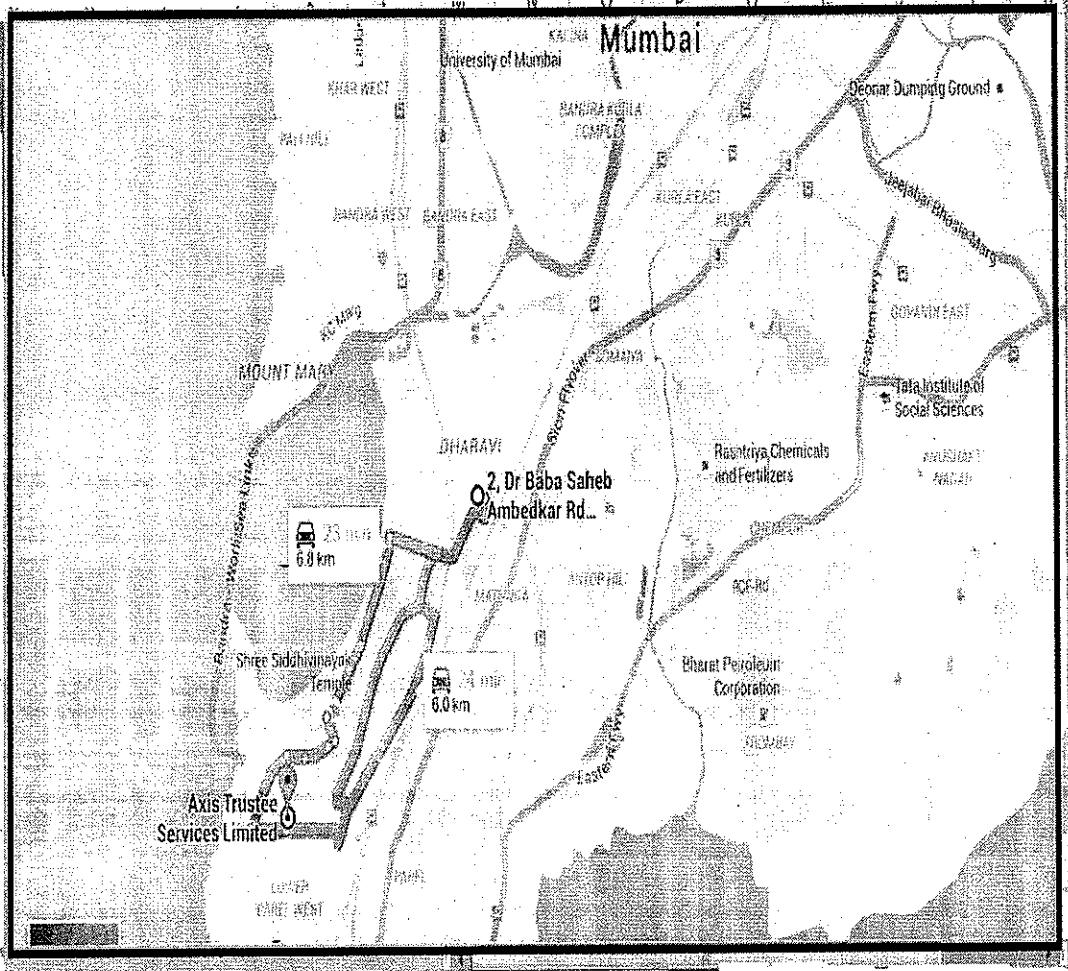


	various schemes that may be floated.		the various schemes that may be floated by the Company as per the main objects.
9	To call or authorise any person to call for such information concerning operation of the Venture Capital Funds and/or their schemes as may be required to ensure that the relevant regulations specified by the prescribed authorities are being complied with and to check that the investments are of permitted kind and within the limits, that the Venture Capital Fund assets are duly protected, income due to the Venture Capital Fund is properly accounted for and that the distribution from the Venture Capital Fund are properly made.	6.	To call or authorise any person to call for such information concerning operation of the Venture Capital Funds and/or any schemes /Trust/Agencies etc. as may be required to ensure that the relevant regulations specified by the prescribed authorities are being complied with and to check that the investments are of permitted kind and within the limits, that the Venture Capital Fund assets/Schemes/Trust/Agencies are duly protected, income due to the Venture Capital Fund/Schemes/Trust/Agencies is properly accounted for and that the distribution from the Venture Capital Fund/Schemes/Trust/Agencies are properly made.
10	To keep the capital and moneys belonging to the Venture Capital Fund on deposit with scheduled banks, custodians or such other institutions as may be specified and to take all actions in connection therewith, including the opening of one or more account(s) with such banks, custodians etc., as may be required.	7.	To keep the capital and moneys belonging to the Venture Capital Fund/any other Trust/Scheme/Agencies on deposit with scheduled banks, custodians or such other institutions as may be specified and to take all actions in connection therewith, including the opening of one or more account(s) with such banks, custodians etc., as may be required and as maybe permitted under the respective Fund/Trust/Scheme/Agencies documents and/or Applicable Laws.
11	To determine the terms and conditions applicable to schemes of Venture Capital Fund(s) and to decide the category of persons who may participate in any scheme and to formulate, introduce, make, announce or launch one or more schemes to provide such other benefits in connection with the scheme as may be found appropriate, and/or to discontinue, suspend, close, extend, alter or amend any scheme in operation.	8	To determine (by itself or acting through a person or with the consultation of any Person being an individual / company / anybody corporate or an unincorporated body, trust, society etc.,) the terms and conditions applicable to schemes of Venture Capital Fund(s)/any other Trust/Funds/Schemes and to decide the category of persons who may participate in any scheme and to formulate, introduce, make, announce or launch one or more schemes to provide such other benefits in connection with the scheme as may be found appropriate, and/or to discontinue, suspend, close, extend, alter or amend any Trust/Fund/scheme in operation.
12	To appoint, engage, continue or enter into arrangement with any company, firm or person for carrying out the custodial services	9	To appoint, engage, continue or enter into arrangement with any company, firm or person for carrying out the custodial services for the schemes of Venture Capital

	for the schemes of Venture Capital Funds.		Funds/any other Trust Fund/Schemes or anything in connection with the main objects of the Company and in furtherance thereof.
13	To appoint, engage, continue to enter into arrangement with any company, firm or person for carrying out the functions of Registrar and Transfer agents for the assets, properties and investments of any Venture Capital Funds and the Company and to remunerate the Registrar and Transfer agents in such manner as the Company deems fit and to delegate to the Registrar and Transfer agents such functions and authorities as may be required for this purpose.	10	To appoint, engage, continue to enter into arrangement with any company, firm or person for carrying out the functions of Registrar and Transfer agents for the assets, properties and investments of any Venture Capital Funds/Investment Funds /Any other Trust/Scheme/Agencies or in any manner as maybe permitted under Applicable Laws and the Company and to remunerate the Registrar and Transfer agents in such manner as the Company deems fit and to delegate to the Registrar and Transfer agents such functions and authorities as may be required for this purpose.
		11	To do any other act, deed or enter into any arrangement or contracts or make any appointment that is in connection with or incidental to its main objects or in furtherance thereof.
14	To assure any reasonable rate of return to unit holders or investors.		The same shall stand deleted.
23	To take part in the management, supervision or control of the business or operation of any individual, company, partnership or undertaking and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents, and to enter into any partnership or arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business company, firm or person carrying on or proposing to carry on any business within the objects of Company to acquire and hold, sell deal with or dispose of shares, stock or securities of any such company and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company.	20	To take part in the management, supervision or control of the business or operation of any individual, company, partnership ,undertaking or Trust and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents, and to enter into any partnership or arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business company, firm or person carrying on or proposing to carry on any business within the objects of Company to acquire and hold, sell deal with or dispose of shares, stock or securities of any such company and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company or do anything in connection thereof.

24	To receive money and personal property on deposit or loan on such terms as the Company may approve to receive securities and valuables of all kinds on deposit or for safe custody and generally to carry on the business of a safe deposit company.	21	To receive money and personal property on deposit or loan on such terms as the Company may approve to receive securities, articles and valuables of all kinds on deposit or for safe custody and generally to carry on the business of a safe deposit company.
42	To act as a Monitoring Agency in terms of the Guidelines issued by Securities and Exchange Board of India as amended from time to time.	39	To act as a Monitoring Agency (if permitted as per Applicable laws) and in terms of the Guidelines issued by Securities and Exchange Board of India as amended from time to time.
			Renumbering of Clause No. III (B) 5 onwards.
			Clause No III (B) 12 to 19 & 22 to 38 remains the same as that of <b>Existing Clause B</b> 15 to 22 & 25 to 41
III (C)	Other Objects		The entire Other Objects shall stand deleted

Map for the venue of the EOGM along with landmark nearby



**AXIS TRUSTEE SERVICES LTD**

**CIN: U74999MH2008PLC182264**

(A Wholly Owned Subsidiary of Axis Bank Limited)

**REGD. OFFICE : AXIS HOUSE, 2<sup>ND</sup> FLOOR, BOMBAY DYEING MILLS COMPOUND,  
PANDURANGBUDHKAR 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,  
Pandurang 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 **Axis Trustee Services Limited**, shares of the above  
named company, hereby appoint

Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_

As my proxy to attend and vote (on a poll) for me and on my behalf at the **Fourth Extra-Ordinary General Meeting** of the company, to be held on **Thursday, November 5, 2015 at 11.00 a.m. at Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai- 400 025** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Alteration in the Memorandum of Association of the Company

Signed this..... day of November , 2015

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.**