

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- Axis House, 8th Floor, Wadia International Centre  
Pandurang Budhkar Marg, Worli  
Mumbai  
Mumbai City  
Maharashtra  
400025
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company   | Sub-category of the Company   |
|---------------------|---------------------------|-------------------------------|
| Public Company      | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K7	Financial Advisory, brokerage and Consultancy Services	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AXIS BANK LIMITED	L65110GJ1993PLC020769	Holding	100
2	AXIS CAPITAL USA LLC		Subsidiary	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	175,000,000	73,500,000	73,500,000	73,500,000
Total amount of equity shares (in Rupees)	1,750,000,000	735,000,000	735,000,000	735,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	175,000,000	73,500,000	73,500,000	73,500,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,750,000,000	735,000,000	735,000,000	735,000,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	73,500,000	73500000	735,000,000	735,000,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	73,500,000	73500000	735,000,000	735,000,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="28/07/2022"/>	
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>			
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Ledger Folio of Transferor				<input type="text"/>		
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Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Ledger Folio of Transferee				<input type="text"/>		
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Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

4,400,890,839

**(ii) Net worth of the Company**

10,751,116,236

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	73,499,940	100	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Acting as Nominee of Axis Bank Ltd	60	0	0	
	<b>Total</b>	73,500,000	100	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	



	<b>Total</b>	0	0	0	0
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**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	6	6
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	5	2	5	0	0
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	2	5	2	5	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SAMIRKUMAR BARUA	00211077	Director	0	
BAHRAM NAVROZ VAI	00283980	Director	0	
CHIRAG RANJIT NEGA	06988113	Whole-time director	0	
SALIL BHARAT PITALE	07824218	Whole-time director	0	
RAJIV ANAND	02541753	Director	10	
AMITABH CHAUDHRY	00531120	Director	0	
SUTAPA BANERJEE	02844650	Director	0	
MAHADEVAN NATARA	AAGPI3399Q	Company Secretary	0	30/06/2023
NEELESH RADHESHY.	AFFPB8660M	CFO	0	10/07/2023

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/07/2022	7	7	100

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2022	7	7	100
2	20/07/2022	7	7	100
3	15/10/2022	7	7	100
4	11/01/2023	7	7	100
5	02/03/2023	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/04/2022	5	5	100
2	Audit Committee	20/07/2022	5	5	100
3	Audit Committee	15/10/2022	5	5	100
4	Audit Committee	11/01/2023	5	5	100
5	Nomination & I	15/04/2022	4	4	100
6	Nomination & I	11/01/2023	4	4	100
7	Nomination & I	02/03/2023	4	4	100
8	Risk Management	15/04/2022	5	5	100
9	Risk Management	20/07/2022	5	5	100
10	Risk Management	15/10/2022	5	5	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 20/07/2023 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SAMIRKUMAR	5	5	100	11	11	100	Yes

2	BAHRAM NAV	5	5	100	12	12	100	Yes
3	CHIRAG RAN	5	5	100	5	5	100	Yes
4	SALIL BHARA	5	5	100	9	9	100	Yes
5	RAJIV ANAND	5	5	100	8	8	100	Yes
6	AMITABH CH	5	5	100	0	0	0	Yes
7	SUTAPA BAN	5	5	100	11	11	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SALIL BHARAT PIT	Whole Time Dire	20,520,000	0	32,859,200	70,700,018	124,079,218
2	CHIRAG RANJIT N	Whole Time Dire	20,520,000	0	32,859,200	70,700,018	124,079,218
	Total		41,040,000	0	65,718,400	141,400,036	248,158,436

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MAHADEVAN NAT	Company Secre	12,000,000	0	11,948,800	7,350,000	31,298,800
2	NEELESH RADHES	CFO	8,500,000	0	0	2,550,000	11,050,000
	Total		20,500,000	0	11,948,800	9,900,000	42,348,800

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAMIRKUMAR BAF	Independent Dir	0	0	0	1,700,000	1,700,000
2	BAHRAM NAVROZ	Independent Dir	0	0	0	1,750,000	1,750,000
3	SUTAPA BANERJE	Independent Dir	0	0	0	1,700,000	1,700,000
	Total		0	0	0	5,150,000	5,150,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Aashish K. Bhatt & Associates

Whether associate or fellow

Associate  Fellow

Certificate of practice number

7023

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

## Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

### To be digitally signed by

Director

Digitally signed by  
SALIL BHARAT PITALE  
Date: 2023.09.15  
16:01:05 +05'30'

DIN of the director

### To be digitally signed by

Digitally signed by  
Aashish Kamlesh Bhatt  
Date: 2023.09.15  
17:16:40 +05'30'

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

ACL - List of Shareholders.pdf  
ACL - Annx to MGT-7 - Point IX-C Meeting  
MGT-8\_Axis Capital Ltd.pdf  
UDIN\_MGT-7.pdf  
ACL - Attach to MGT-7 -.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**MGT-7 – ANNUAL RETURN – F.Y. 2022-23**

**POINT NO. IX(C) – COMMITTEE MEETINGS:**

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee Meeting	15/04/2022	5	5	100
2.	Audit Committee Meeting	20/07/2022	5	5	100
3.	Audit Committee Meeting	15/10/2022	5	5	100
4.	Audit Committee Meeting	11/01/2023	5	5	100
5.	Nomination & Remuneration Committee Meeting	15/04/2022	4	4	100
6.	Nomination & Remuneration Committee Meeting	11/01/2023	4	4	100
7.	Nomination & Remuneration Committee Meeting	02/03/2023	4	4	100
8.	Risk Management Committee Meeting	15/04/2022	5	5	100
9.	Risk Management Committee Meeting	20/07/2022	5	5	100
10.	Risk Management Committee Meeting	15/10/2022	5	5	100
11.	Risk Management Committee Meeting	11/01/2023	5	5	100
12.	Corporate Social Responsibility Committee Meeting	20/07/2022	4	4	100

For Axis Capital Limited

*Chirag Negandhi*

**Chirag Negandhi**  
**Jt. MD & Co-CEO**  
**DIN: 06988113**

Date: September 1, 2023  
Place: Mumbai



**ATTACHMENT TO FORM MGT-7 -**

**POINT NO. IV. (III) - DETAILS OF SHARES/DEBENTURES TRANSFERS SINCE CLOSURE DATE OF LAST FINANCIAL YEAR (OR IN THE CASE OF THE FIRST RETURN AT ANY TIME SINCE THE INCORPORATION OF THE COMPANY):**

Sr. No	Date of registration of transfer (Date, Month, Year)	Type of transfer	Number of Shares/ Debentures/ Units Transferred	Amount per Share/ Debenture/ Unit (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1.	July 20, 2022*	Equity	10	10.00	N.A.	MR. RUDRAPRIY O RAY	N.A.	MR. VINEET AGRAWAL
2.	July 20, 2022	Equity	10	10.00		MR. HIMADRI SHEKHAR CHATTERJEE		MR. PEEYUSH AGARWAL

\*The Board took note of the above transfer being Demat transfer.

For Axis Capital Limited

  
Sali Pitale  
Jt. MD & Co-CEO  
DIN: 07824218



Date: September 14, 2023

Axis Capital Limited  
(Erstwhile "Axis Securities and Sales Limited")  
SEBI Merchant Regn No.: MB/INM000012029  
Member Of: BSE Ltd, & National Stock  
Exchange of India Ltd., Mumbai.  
CIN No. U51900MH2005PLC157853

Corporate Office  
Axis House, C-2, Wadia International Centre,  
P.B Marg, Worli, Mumbai - 400 025  
Tel No.: 022-43251199 Fax No.: 022-43253000  
www.axiscapital.co.in

Registered Office  
Axis House, 8<sup>th</sup> Floor, Wadia International Centre,  
Pandurang Budhkar Marg, Worli, Mumbai - 400 025



**AXIS CAPITAL**




Shareholding pattern of Axis Capital Limited as on March 31, 2023

Sr. No.	Name of the Shareholder	No. of Shares held (Face Value per share is Rs. 10/-)	% of total Share Capital
1.	Axis Bank Limited	7,34,99,940	99.99
2.	Mr. Peeyush Agarwal	10	0.01
3.	Mr. Bimal Bhattacharyya	10	
4.	Mr. Rajiv Anand	10	
5.	Mr. Vineet Agrawal	10	
6.	Mr. Ravi Narayanan	10	
7.	Mr. Ganesh Sankaran	10	
	<b>Total</b>	<b>7,35,00,000</b>	<b>100</b>

Notes:

1. Shares of Axis Bank Limited, Majority Shareholder, are listed on BSE Limited and National Stock Exchange of India Limited. The BSE Scrip code is 532215.
2. All individual shareholders listed above are Indian Residents.

For Axis Capital Limited



Chirag Negandhi  
Jt. MD & Co-CEO  
DIN: 06988113

Date: September 1, 2023  
Place: Mumbai





# AASHISH K. BHATT & ASSOCIATES

## Practicing Company Secretaries

**Aashish K. Bhatt**  
B.Com., A.C.S., PGDSL

**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

### **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records, books and papers of **AXIS CAPITAL LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act;
  2. Maintenance of registers/ records and making entries therein within the time prescribed thereof;
  3. Filing of forms and returns as stated in the annual return with the Registrar of Companies. No forms were required to be filed with the Regional Director, Central Government, Tribunal, Court or other authorities.
  4. Calling/ Convening/ Holding meetings of Board of Directors, its Committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices including shorter notice were given and the proceedings have been recorded in the Minute Book/registers maintained for the purpose and the same have been signed;



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5. Closure of Register of Members, Security holders under Section 91 of the Act – Not Applicable;
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act – Not Applicable;
7. All Contracts/arrangements entered into by the Company with related parties as specified in section 188 of the Act are in ordinary course of business and at arm's length basis;
8.
  - a. Transfer of Shares;
  - b. Issue or allotment of securities or transmission or buy back of any securities/ redemption of Debentures/preference shares / alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances– Not Applicable;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act - Not applicable;
10. Declaration/ payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act - Not Applicable;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12.
  - (a) Appointment of the Directors through retirement by rotation/ Constitution/Disclosures;
  - (b) Appointment/Resignation/Filling up of Casual Vacancies of Key Managerial personnel- Not Applicable;
  - (c) Retirement/ Filling up casual vacancies of the Directors and the remuneration paid to them – Not Applicable;



13. A. Appointment of Auditors as per the provisions of section 139 of the Act.  
B. No re-appointment / filling up casual vacancies of auditors were caused during the financial year under review;
14. No approvals were required to be taken from the Tribunal, Regional Director, Registrar of Companies, Central Government, Court or such other authorities under the various provisions of the Act;
15. Acceptance/ renewal/ repayment of deposits is not applicable, as the Company has not accepted the same;
16. (a) Borrowings from Banks and Creation, Modification and Satisfaction of Charge related thereto;  
(b) Borrowings from its Directors, Members, Public Financial Institutions – Not Applicable;
17. No Loans or guarantees were given or securities were provided to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. Alteration of Memorandum of Association and Articles of Association of the Company- Not Applicable.

For **Aashish K. Bhatt & Associates**  
**Company Secretaries**  
(ICSI Unique Code S2008MH100200)



Signature:

**Aashish K. Bhatt**

**Membership No.:19639, C.P. No. : 7023**

**UDIN: A019639E000907121**

**Peer Review Certificate No.: 2959/2023**

**Place: Mumbai**

**Date: 01.09.2023**

This Report is to be read with my letter annexed as Appendix A, which forms integral part of this report.

**TO WHOM SO EVER IT MAY CONCERN**

My report of even date is to be read along with this letter.

1. The responsibility of maintaining Secretarial record is of the management and based on our audit, I have expressed our opinion on these records.
2. I am of the opinion that the audit practices and process adopted to obtain assurance about the correctness of the Secretarial records were reasonable for verification.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The management is responsible for compliance with corporate and other applicable laws, rules, regulations, standards etc. My examination was limited to the verification of procedure and wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations etc.
5. The Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Aashish K. Bhatt & Associates  
Company Secretaries  
(ICSI Unique Code S2008MH100200)**



**Place: Mumbai  
Date: 01.09.2023**

**Signature:  
Aashish K. Bhatt  
Membership No.: 19639, C.P. No. : 7023  
UDIN: A019639E000907121  
Peer Review Certificate No.: 2959/2023**



**THE INSTITUTE OF  
Company Secretaries of India**

**भारतीय कम्पनी सचिव संस्थान**  
IN PURSUIT OF PROFESSIONAL EXCELLENCE  
Statutory body under an Act of Parliament  
(Under the jurisdiction of Ministry of Corporate Affairs)

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