

AXIS CAPITAL LIMITED
Notice of 1st (2024-25) Extra-Ordinary General Meeting

NOTICE is hereby given that the 1st (2024-25) Extra-Ordinary General Meeting (EGM) of the Members of **Axis Capital Limited** will be held on Friday, 9th day, of August 2024 at 4:45 p.m., at **Axis House, 8th Floor, Wadia International Centre Pandurang Budhkar Marg, Worli, Mumbai 400 025.**

Special Business:

1. To increase the Borrowing Limits:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of resolution passed by the members at Extra-ordinary General Meeting held on August 13, 2021 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sum of moneys from time to time by way of loans and / or issue of bonds, debentures, commercial papers or any other securities / debt instruments for the purpose of business of the Company, so that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed sum of Rs. 1,500/- crores (Rupees One Thousand Five Hundred Crores Only) over & above the existing paid-up share capital and free reserves of the Company on such terms and conditions as it may deem fit.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including to delegate the borrowing power to any Director(s) or Committee."

**By Order of the Board of Directors
For Axis Capital Limited**

Vilma

Vilma Mathias Ganaghar

Company Secretary & Compliance Officer

A16448



Date: 9th August 2024

Place: Mumbai



NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Extra – Ordinary General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.

3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. to 1.00 p.m.



ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

INCREASE IN BORROWING LIMITS:

The members at the Extra-Ordinary General Meeting held on August 13, 2021, approved the borrowing limits of Rs. 1000 crore. The members are informed that the existing limit of Rs. 1000 crore is entirely utilized through BG & intraday facility. The Business proposes that India witnessed weight in Emerging market basket up to ~18%, highest that India has ever witnessed. Increased weight leads to increased volumes, client activity, especially during passive re-balance on pre specified dates ('event days') and at current margin levels, ACL will not be able to execute all orders and will have to deny trades and this may lead into a significant reputational risk. Hence, there is a requirement of additional margin borrowings to ensure event days are well capitalized and managed. Hence, it is proposed to increase the borrowing limit from Rs.1000 Crore to Rs.1500 Crore.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves and Securities Premium at any one time except with the consent of the members of the Company in a general meeting. Accordingly, approval of the members of the Company is sought by way of a Special Resolution.

The Board recommends the Special Resolution set out at the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way concerned or interested, financially or otherwise, in the proposed special resolution set out at the Notice.

**By Order of the Board of Directors
For Axis Capital Limited**

Vilma



Vilma Mathias Gangahar

**Company Secretary & Compliance Officer
A16448**

Date: 9th August 2024

Place: Mumbai

AXIS CAPITAL LIMITED

CIN: U51900MH2005PLC157853

Axis House, 1st Floor, Pandurang Budhkar Marg, Worli, Mumbai 400 025

Phone No.: 022-4325 1199 Fax No.: 022-4325 3000

Email address: complianceibd@axiscap.in Website: www.axiscapital.co.in

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]

Name of the member (s) :			
Registered address :			
E-mail Id :			
Folio No. / Client Id :		DP ID :	

(* Applicable for members holding share(s) in electric form)

I/We, being the member (s) of shares of the above-named company, hereby appoint

1.	Name		
	Address		
	E-mail Id	or failing him	
	Signature		
2.	Name		
	Address		
	E-mail Id	or failing him	
	Signature		
3.	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 1st (2024-25) Extra-Ordinary General Meeting of the Company, to be held on Friday, August 9, 2024, at 4:45 P.M. at Axis House, 8th Floor, P.B. Marg, Worli, Mumbai 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.	Matter of Resolution	For	Against
SPECIAL BUSINESS			
1.	To increase in Borrowing Limits		

Signed this _____ day of _____ 2024

Signature of Shareholder: _____

Signature of Proxy holders(s): _____

Notes: The form should be signed across the Stamp.

Affix

Revenue
Stamp

(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 CAPITAL LIMITED

CIN: U51900MH2005PLC157853

Axis House, 1st Floor, Pandurang Budhkar Marg, Worli, Mumbai 400 025

Phone No.: 022-4325 1199 Fax No.: 022-4325 3000

Email address: complianceibd@axiscap.in Website: www.axiscapital.co.in

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

Name and Address of the registered shareholder	
D.P. ID / Client ID	
No. of share(s) held	

I/We hereby record my/our presence at the 1st (2024-25) Extra-Ordinary General Meeting of the Company to be held on Friday, 9th August, 2024 at 4:45 P.M., at Axis House, 8th Floor, Pandurang Budhkar Marg, Worli, Mumbai 400 025.

Member's / Proxy's Signature

(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.)

**Route Map to the 1st (2024-25) EGM Venue
From Prabhadevi (erstwhile Elphinstone Road) Railway Station**

