

AXIS SECURITIES LIMITED
CIN: U74992MH2006PLC163204
Axis House, 8th Floor, Wadia International Centre
Pandurang Budhkar Marg, Worli, Mumbai 400 025

Notice of the 10th Annual General Meeting

NOTICE is hereby given that the 10th Annual General Meeting of the Members of **Axis Securities Limited** will be held on Thursday, June 2, 2016 at 11.00 am at the Registered Office of the Company situated at Axis House, 8th Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements viz. Balance Sheet as at March 31, 2016, the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To confirm the interim dividend already paid on equity shares as final dividend for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Rajiv Anand (DIN: 02541753), who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.
4. Appointment of Statutory Auditors of the Company:

To consider and if thought fit, to pass with or without any 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 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or as amended from time to time, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No: 301003E, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2018, subject to ratification of their appointment at every AGM, at such remuneration plus service tax, out-of-pocket expenses, etc. as may be fixed by the Board of Directors of the Company."

Special Business:

5. **Appointment of Mr. Jagdeep Mallareddy (DIN: 07492539) as the Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder, Mr. Jagdeep Mallareddy, DIN: 07492539, who was appointed as an Additional Director of the Company by passing a Resolution by Circulation on April 7, 2016 subject to the allotment of his DIN from the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT Mr. Jagdeep Mallareddy's appointment was effective from the date of receipt of his DIN i.e. from April 13, 2016 and who holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and the provisions of Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of Companies Act, 2013 from a member proposing his candidature to the office of the director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. Appointment of Mr. Busi Babu Rao (DIN: 00425793) as an Independent Director of the Company

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

"RESOLVED THAT Mr. Busi Babu Rao, DIN: 00425793, who was appointed by the Board of Directors by passing a Resolution by Circulation as an Additional Director of the Company with effect from April 7, 2016, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and The Companies (Appointment and Qualification of Directors) Rules 2014, being eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying intention to propose the candidature of Mr. Busi Babu Rao for the office of Director be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Busi Babu Rao (DIN: 00425793), who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five years for a term upto April 6, 2021, not liable to retire by rotation."

7. Re-appointment of Mr. Arun Thukral as a Whole Time Director w.e.f. May 25, 2016

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and Nomination and Remuneration policy of the Company and on the consent of the Board of Directors of the Company and such other approvals, permissions and sanctions of such other authorities and/or agencies or Central

Government as may be required in this regard and subject to the provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee at its meeting held on April 6, 2016, Mr. Arun Thukral (DIN: 03043072) be and is hereby appointed as the Whole Time Director in the capacity of Managing Director & CEO of the Company on the following terms and conditions:

Tenure of Appointment is with effect from May 25, 2016 to May 24, 2019, subject to the approval of the shareholders of the Company and Central Government, if any, on the following remuneration:

Salary Details	(Rupees p.a.)
Basic Salary	2,869,860
HRA	2,439,381
Fixed Allowance	2,582,874
Allowances & Retirals	
Medical	30,000
Leave Travel Allowance (LTA)	180,000
Superannuation	286,986
Bank's contribution to Provident Fund (@ 12% of basic)	344,383
Gratuity *	138,040
Fixed Cash and Retirals	8,871,524
Utility Allowance	72,000
Furnishing Allowance	120,000
Car Benefit valuation	864,000
Loan Benefits valuation	305,592
Insurance Benefits valuation (Group Term-Life & Group Mediclaim)	16,540
Fixed Pay	10,249,656
Variable Pay	2,915,530

*Payable as per the provisions of The Payment of Gratuity Act

RESOLVED FURTHER THAT consent of the Board be and is hereby given for entering into an Agreement with Mr. Arun Thukral regarding his appointment as Whole Time Director in the capacity of Managing Director & CEO with effect from May 25, 2016 to May 24, 2019 and any of the Directors be and are hereby severally authorized to do all such acts, deeds and things necessary and incidental thereto, and to sign the agreement and to take the necessary actions to give effect to this resolution;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to revise the terms and conditions of appointment and remuneration payable to the Whole Time Director in the capacity of Managing Director & CEO subject to the approval of the Shareholders of the Company in a General Meeting and the concerned regulatory authorities (including Central Government) if any, as necessary and applicable, as it may deem fit from time to time so that the said terms are concurrent with the applicable scale of remuneration and Grade in Axis Bank Limited from where Mr. Arun Thukral has been deputed to the Company;

RESOLVED FURTHER THAT in financial year 2016-17 during the tenure of the aforementioned Managing Director & CEO, in case the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient;

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to provide certified true copy of the said resolution to the concerned authorities whenever required."

Date: April 14, 2016
Place: Mumbai

Registered Office:
Axis House, 8th Floor,
Wadia International Centre,
Pandurang Budhkar Marg,
Worli, Mumbai – 400 025

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



**Lovelina Faroz
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members/proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, May 27, 2016 to Thursday June 2, 2016, both days inclusive.
4. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
5. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays & Sundays, upto and including the date of the Annual General Meeting of the Company.
6. The relative Explanatory Statement, as required by Section 102 of the Companies Act, 2013 is annexed hereto.

ANNEXURE TO THE NOTICE

**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

Item no. 5

Appointment of Mr. Jagdeep Mallareddy as a Director of the Company

Mr. Jagdeep Mallareddy (DIN: 07492539) was appointed as an Additional Director of the Company subject to the allotment of the Director's Identification Number (DIN) by the Ministry of Corporate Affairs (MCA) which was received on April 13, 2016. Hence, the appointment of Mr. Jagdeep Mallareddy's was effective as on April 13, 2016. He holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013.

A brief resume of Mr. Jagdeep Mallareddy is annexed herewith in Annexure I, mentioning therein his qualification, nature of expertise in specific functional areas, and the names of the Companies in which he holds the position as a Director.

A Notice has been received in writing by the Company pursuant to Section – 160 of the Companies Act, 2013, from a Member alongwith the Deposit of Rs. 100,000/- proposing his candidature for the office of Director of the Company.

The Members are requested to consider and approve the appointment of Mr. Jagdeep Mallareddy as Director of the Company.

Your Directors recommend the appointment of Mr. Jagdeep Mallareddy as the Director of the Company in the best interest of the Company. Pursuant to the provisions of the Companies Act, 2013 and the applicable rules, the resolution is proposed to be passed as an Ordinary Resolution.

Except Mr. Jagdeep Mallareddy, none of the Promoters, Directors, Key Managerial Personnel of your Company and their relatives are considered to be concerned or interested, financially or otherwise, in this Resolution.

Item No. 6

Appointment of Mr. Busi Babu Rao as an Independent Director of the Company

It is hereby informed that in terms of the Provision of Section – 149, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, every Public Company having paid - up share capital of ten crore rupees or more shall have at least two directors as Independent Directors.

Hence, pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Busi Babu Rao, DIN: 00425793 was appointed as Additional Director by the Board w.e.f April 7, 2016. Further, pursuant to the provisions of Section – 149 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) it is proposed to appoint Mr. Busi Babu Rao, DIN: 00425793, as an Independent Director for a period of five years for a period upto April 6, 2021, who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act, and who is eligible for appointment, as an

Independent Director of the Company.

A brief resume of Mr. Busi Babu Rao is annexed herewith in Annexure I, mentioning therein his qualification, nature of expertise in specific functional areas, and the names of the Companies in which he holds the position as a Director.

A Notice has been received in writing by the Company pursuant to Section – 160 of the Companies Act, 2013, from a Member alongwith the Deposit of Rs. 100,000/- proposing his candidature for the office of Director of the Company.

In the opinion of the Board, Mr. Busi Babu Rao fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director of the Company.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of the appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.axissecurities.in.

Your Directors recommend the appointment of Mr. Busi Babu Rao as an Independent Director of the Company in the best interest of the Company. Pursuant to the provisions of the Companies Act, 2013 and the applicable rules, the resolution is proposed to be passed as an Ordinary Resolution.

Except Mr. Busi Babu Rao, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this Resolution.

Item No. 7

Re-appointment of Mr. Arun Thukral as a Whole Time Director w.e.f. May 25, 2016

It is hereby informed that Mr. Arun Thukral (DIN: 03043072) was deputed by Axis Bank Limited and was appointed as a Whole Time Director in the capacity of Joint Managing Director of the Company for a period of three years from May 25, 2013 to May 24, 2016. Further, the Board of Directors re-designated Mr. Arun Thukral as the Managing Director & CEO of the Company w.e.f March 01, 2014 upto May 24, 2016 by passing a resolution by circulation on February 10, 2014. The term of Mr. Arun Thukral as Managing Director & CEO of the Company expires on May 24, 2016.

Axis Bank Limited had proposed re-appointing Mr. Arun Thukral as Managing Director and CEO of the Company for a further period of three years from May 25, 2016 to May 24, 2019. Hence, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment and remuneration of Mr. Arun Thukral as Managing Director & CEO of the Company for a period of three years from May 25, 2016 to May 24, 2019 subject to the approval of the Shareholders of the Company. The terms of appointment of Managing Director & CEO have been detailed out in the Resolution.

The shareholders are requested to consider and approve the re- appointment of Mr. Arun Thukral as Whole Time Director in the capacity of Managing Director and CEO of the Company with effect from May 25, 2016 as recommended by the Nomination and Remuneration Committee of the Company.



Your Directors recommend the re-appointment of Mr. Arun Thukral as Whole Time Director in the capacity of Managing Director and CEO of the Company and revise remuneration payable to him, in the best interest of the Company. Pursuant to the provisions of the Companies Act, 2013 and the applicable rules, the resolution is proposed to be passed as an Ordinary Resolution.

Except Mr. Arun Thukral, none of the Promoters, Directors, Key Managerial Personnel of your Company and their relatives are considered to be concerned or interested financially or otherwise, in this Resolution.

Brief Profile of Directors

Particulars	Name of Director		
	Mr. Rajiv Anand	Mr. Busi Babu Rao	Mr. Jagdeep Mallareddy
DIN No.	02541753	00425793	07492539
Date of Birth	January 3, 1966	December 05, 1958	June 22, 1971
Years of experience	25 years of experience	More than 26 years	Approx. 21 years
Field of experience	Financial Service Industry	Finance, Capital Markets and Fund Management	BFSI sector in the areas of Risk Management, Operations, Customer Service and Sales
Educational Qualification	Qualified Chartered Accountant	Bachelor degree in Engineering, MBA from Indian Institute of Management, Ahmedabad	Management post graduate with specialization in Finance
List of Other Companies in which Directorship held	Nil	<ol style="list-style-type: none"> 1. Stock Holding Corporation Of India Limited 2. UTI Infrastructure Technology And Services Limited 3. Axis Bank Limited 4. Ceybank Asset Management Limited, Colombo, Sri Lanka (Foreign Company) 	Nil



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 : U74992MH2006PLC163204

Name of the Company : Axis Securities Limited

Registered Office : Axis House, 8th Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400 025

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 :

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 10th Annual General Meeting of the Company, to be held on Thursday, June 2, 2016 at 11.00 am, at 8th Floor, Axis House, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Approval of Accounts for the Financial Year ended March 31, 2016		
2.	Approving of Interim dividend already paid on equity shares as final dividend for the financial year ended March 31, 2016		
3.	Re-appointment of Mr. Rajiv Anand (DIN: 02541753) as		



Axis Securities Limited

Regd. Office: Axis House, 8th Floor,
Wadia International Centre,
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 10th Annual General Meeting of the Company to be held on Thursday, June 2, 2016 at 11.00 am at 8th Floor, Axis House, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400025.

Full Name of Member (In Block Letters) _____

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.

	a Director of the Company, liable to retire by rotation		
4.	Appointment of M/s. S. R. Batliboi & Co. LLP (Registration No: 301003E) as Statutory Auditors of the Company.		
SPECIAL BUSINESS			
5.	Appointment of Mr. Jagdeep Mallareddy (DIN: 07492539) as the Director of the Company		
6.	Appointment of Mr. Busi Babu Rao (DIN: 00425793) as an Independent Director of the Company		
7.	Re-appointment of Mr. Arun Thukral (DIN: 03043072) as a Whole Time Director in the capacity of Managing Director & CEO alongwith his remuneration w.e.f. May 25, 2016		

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of Proxy holder (s)

Affix Revenue Stamp

Notes: 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 SECURITIES LIMITED

**Axis House, 8th Floor, Wadia International Centre
Pandurang Budhkar Marg, Worli, Mumbai 400 025**

Notice of Annual General Meeting

NOTICE is hereby given that the 9th Annual General Meeting of the Members of **Axis Securities Limited** will be held on Tuesday, June 02, 2015 at 11:00 A.M. at the Registered Office of the Company situated at Axis House, 8th Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements viz. Balance Sheet as at March 31, 2015, the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To confirm the interim dividend already paid on equity shares as final dividend for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mr. Ramesh Kumar Bammi (DIN: 03411046), who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.
4. Appointment of Statutory Auditors of the Company

To consider and if thought fit, to pass with or without any modification(s), the following resolutions 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 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or as amended from time to time, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No: 301003E, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 12th Annual General Meeting of the Company to be held in

the year 2018, subject to ratification of their appointment at every AGM, at such remuneration plus service tax, out-of-pocket expenses, etc. as may be fixed by the Board of Directors of the Company."

Special Business:

5. Appointment of Mr. Rajiv Anand as the Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder Mr. Rajiv Anand (DIN: 02541753), who was appointed as an Additional Director of the Company with effect from July 17, 2014 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and the provisions of Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of Companies Act, 2013 from a member proposing his candidature to the office of the director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. Appointment of Mr. Jairam Sridharan as the Director of the Company

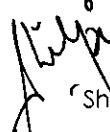
To consider and if thought fit, to pass with or without any modification(s), the following resolutions as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder Mr. Jairam Sridharan (DIN: 05165390), who was appointed as an Additional Director of the Company with effect from July 17, 2014 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and the provisions of Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of Companies Act, 2013 from a member



proposing his candidature to the office of the director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

By Order of the Board of Directors
For Axis Securities Limited


Shilpi Jaiswal
Company Secretary

Date: April 13, 2015

Place: Mumbai

Registered Office:

Axis House, 8th Floor,
Wadia International Centre,
Pandurang Budhkar Marg,
Worli, Mumbai – 400 025

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members/proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
3. The relative Explanatory Statement, as required by Section 102 of the Companies Act, 2013, in respect of the Business Item Nos. 5 and 6 of the accompanying Notice are annexed hereto.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from May 22, 2015 to June 02, 2015, both days inclusive.
5. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE

**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

ITEM NO. 5

APPOINTMENT OF MR. RAJIV ANAND AS THE DIRECTOR OF THE COMPANY

Mr. Rajiv Anand was appointed as Additional Director of the Company by the Board of Directors in their meeting held on July 17, 2014. He holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013. The Company has received a notice from a member of the Company alongwith the requisite deposit under Section 160 of the Companies Act, 2013, signifying the intention to propose appointment of Mr. Rajiv Anand, to the office of Director.

A brief resume of Mr. Rajiv Anand is annexed herewith in Annexure I, mentioning therein qualification, the nature of his expertise in specific functional areas, and the names of the Companies In which he holds the position as Director.

The Members are requested to consider and approve the appointment of Mr. Rajiv Anand as the Director of the Company.

Your Directors recommend the appointment of Mr. Rajiv Anand as the Director of the Company in the best interest of the Company. Pursuant to provisions of the Companies Act, 2013 and the rules applicable, the resolution is proposed to be passed as an Ordinary Resolution.

Except Mr. Rajiv Anand, none of the promoters, directors, key managerial personnel of your Company and their relatives are considered to be concerned or interested financially or otherwise, in this Resolution.

ITEM NO. 6

APPOINTMENT OF MR. JAIRAM SRIDHARAN AS THE DIRECTOR OF THE COMPANY

Mr. Jairam Sridharan was appointed as Additional Director of the Company by the Board of Directors in their meeting held on July 17, 2014. He holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013. The Company has

received a notice from a member of the Company alongwith the requisite deposit under Section 160 of the Companies Act, 2013, signifying the intention to propose appointment of Mr. Rajiv Anand, to the office of Director.

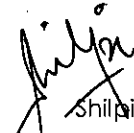
A brief resume of Mr. Jairam Sridharan is annexed herewith in Annexure I, mentioning therein qualification, the nature of his expertise in specific functional areas, and the names of the Companies In which he holds the position as Director.

The Members are requested to consider and approve the appointment of Mr. Jairam Sridharan as the Director of the Company.

Your Directors recommend the appointment of Mr. Jairam Sridharan as the Director of the Company in the best interest of the Company. Pursuant to provisions of the Companies Act, 2013 and the rules applicable, the resolution is proposed to be passed as an Ordinary Resolution.

Except Mr. Jairam Sridharan, none of the promoters, directors, key managerial personnel of your Company and their relatives are considered to be concerned or interested financially or otherwise, in this Resolution.

By Order of the Board of Directors
For Axis Securities Limited


Shilpi Jaiswal
Company Secretary

Date: April 13, 2015

Place: Mumbai

Registered Office:

Axis House, 8th Floor,

Wadia International Centre,

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: U74992MH2006PLC163204

Name of the Company: Axis Securities Limited

Registered Office: Axis House, 8th Floor, Wadia International Centre, Pandurang Budhkar
Marg, Worli, Mumbai - 400 025

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:

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the
Annual General Meeting of the Company, to be held on Tuesday, June 02, 2015 at 11:00

A.M., at 8th Floor, Axis House, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
1.	Approval of Accounts for the Financial Year ended March 31, 2015		
2.	Interim dividend already paid on equity shares as final dividend for the financial year ended March 31, 2015		
3.	Re-appointment of Mr. Ramesh Kumar Bammi as a Director of the Company, liable to retire by rotation		
4.	Appointment of M/s S. R. Batliboi & Co. LLP as Statutory Auditors of the Company in place of M/s S. R. B. C. & CO. LLP		
SPECIAL BUSINESS			
5.	Appointment of Mr. Rajiv Anand as the Director of the Company		
6.	Appointment of Mr. Jairam Sridharan as the Director of the Company		

Signed this _____ day of _____ 2015

Signature of shareholder

Signature of Proxy holder (s)

Revenue
Stamp

Notes: 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.



Regd. Office: Axis House, 8th Floor,
Wadia International Centre,
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 Annual General Meeting of the Company to be held on Tuesday, June 02, 2015 at 11:00 A.M., at 8th Floor, Axis House, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400025.

Full Name of Member (In Block Letters) _____

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.