



NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF AXIS SECURITIES LIMITED WILL BE HELD ON THURSDAY, MARCH 12, 2015 AT 11:30 A.M. AT 8TH FLOOR, AXIS HOUSE, WADIA INTERNATIONAL CENTRE, PANDURANG BUDHKAR MARG, WORLI, MUMBAI – 400025 TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

1) APPOINTMENT OF MS. NITHYA EASWARAN AS A DIRECTOR AND 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 Ms. Nithya Easwaran , DIN: 03605392, who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 09, 2015 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 Ms. Nithya Easwaran 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, Ms. Nithya Easwaran (DIN: 03605392), who has submitted a declaration that she 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 with effect from March 12, 2015, not liable to retire by rotation.”

2) APPOINTMENT OF JAGDISH MASTER AS 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 pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“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 and in pursuance of



General Circular No. 14/2014 dated June 09, 2014, Mr. Jagdish Master (DIN: 00202500), a non-executive Director of the Company, 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, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five years with effect from March 12, 2015, not liable to retire by rotation.”

By Order of the Board of Directors
For Axis Securities Limited

Sd/-

Shilpi Jaiswal
Company Secretary

Date: March 09, 2015
Place: Mumbai

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. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days of the Company, between 11.00 a.m. to 1.00 p.m.
4. The relative Explanatory Statement, as required by Section 102 of the Companies Act, 2013 is annexed hereto.