

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

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

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

U64990MH2005PLC157853

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	AXIS CAPITAL LIMITED	AXIS CAPITAL LIMITED
Registered office address	Axis House, 1st Floor,,Pandurang Budhkar Marg, Worli,Prabhadevi,Mumbai,Mumbai,Maharashtra ,India,400025	Axis House, 1st Floor,,Pandurang Budhkar Marg, Worli,Prabhadevi,Mumbai,Mumbai,Maharashtra ,India,400025
Latitude details	19.00782	19.00782
Longitude details	72.82941	72.82941

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photo of the External Building - ACL.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****7M

(c) *e-mail ID of the company

*****h.sharma@axiscap.in

(d) *Telephone number with STD code

02*****08

(e) Website

www.axiscapital.co.in

iv *Date of Incorporation (DD/MM/YYYY)

06/12/2005

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Non-government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

25/06/2025

(c) Due date of AGM (DD/MM/YYYY)

19/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

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 activities	64	Financial service activities, except insurance and pension funding	100

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

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

2

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L65110GJ1993PLC020769		AXIS BANK LIMITED	Holding	100
2		20175535427	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	175000000	73500000	73500000	73500000
Total amount of equity	1750000000.00	735000000.00	735000000.00	735000000.00

shares (in rupees)				
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	175000000	73500000	73500000	73500000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1750000000.00	735000000.00	735000000.00	735000000.00

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	73500000	73500000.00	735000000	735000000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div></div>			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0.00			
At the end of the year	0.00	73500000.00	73500000.00	735000000.00	735000000.00	
(ii) Preference shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div></div>			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0.00			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE950N01029

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

0

Class of shares		<div></div>
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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				
Partly convertible debentures				
Fully convertible debentures				
Total				

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	0.00		0.00		0.00

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

i *Turnover

7054550452

ii * Net worth of the Company

10881020775

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	73499940	100.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others				
	Nominee of Axis Bank	60	0.00	0	0.00
	Total	73500000.00	100.00	0.00	0.00

Total number of shareholders (promoters)

7

B 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	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	0.00	0.00	0.00	0.00

Total number of shareholders (other than promoters)

0

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

7.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1
2	Individual - Male	5
3	Individual - Transgender	0
4	Other than individuals	1
	Total	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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
A Promoter	0	0	0	0	0	0
B Non-Promoter	2	5	2	6	0.00	0.00
i Non-Independent	2	2	2	2	0	0
ii Independent	0	3	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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
Total	2	5	2	6	0.00	0.00

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

10

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
AMITABH CHAUDHRY	00531120	Director	0	
SAMIRKUMAR BARUA	00211077	Director	0	23/06/2025
BAHRAM NAVROZ VAKIL	00283980	Director	0	23/06/2025
SUTAPA BANERJEE	02844650	Director	0	
NEELKANTH MISHRA	10221641	Whole-time director	0	

ATUL MEHRA	00095542	Whole-time director	0	
GURUMURTHY RAMANATHAN	10366010	Additional Director	0	
VIJAY KRISHNA MULBAGAL	10740060	Additional Director	0	
VILMA MATHIAS GANGAHAR	AJHPM0215B	Company Secretary	0	
MUKESHKUMAR SITARAM SHARMA	AADPS6512L	CFO	0	

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

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
ATUL MEHRA	00095542	Additional Director	02/05/2024	Appointment
ATUL MEHRA	00095542	Whole-time director	02/05/2024	Change in designation
ATUL MEHRA	00095542	Director	19/06/2024	Change in designation
ATUL MEHRA	00095542	Whole-time director	19/06/2024	Change in designation
GANESH SANKARAN	07580955	Director	19/06/2024	Change in designation
GANESH SANKARAN	07580955	Director	30/11/2024	Cessation
VIJAY KRISHNA MULBAGAL	10740060	Additional Director	06/02/2025	Appointment
SALIL BHARAT PITALE	07824218	Whole-time director	07/04/2024	Cessation
GURUMURTHY RAMANATHAN	10366010	Additional Director	04/12/2024	Appointment

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

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance
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			Number of members attended	% of total shareholding
Annual General Meeting	19/06/2024	7	5	100
Extraordinary General Meeting	09/08/2024	7	5	100

B BOARD MEETINGS

*Number of meetings held

9

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2024	6	6	100.00
2	30/05/2024	7	7	100.00
3	02/07/2024	7	5	71.43
4	10/07/2024	7	5	71.43
5	09/08/2024	7	5	71.43
6	03/10/2024	7	7	100.00
7	10/10/2024	7	5	71.43
8	10/01/2025	7	5	71.43
9	29/03/2025	8	8	100.00

C COMMITTEE MEETINGS

Number of meetings held

12

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	15/04/2024	4	4	100.00

2	Audit Committee Meeting	10/07/2024	5	4	80.00
3	Audit Committee Meeting	10/10/2024	5	4	80.00
4	Audit Committee Meeting	10/01/2025	4	3	75.00
5	Nomination and Remuneration Committee	15/04/2024	4	4	100.00
6	Nomination and Remuneration Committee	26/11/2024	4	3	75.00
7	Nomination and Remuneration Committee	10/01/2025	3	2	66.67
8	Risk Management Committee	15/04/2024	4	4	100.00
9	Risk Management Committee	10/07/2024	5	4	80.00
10	Risk Management Committee	10/10/2024	5	4	80.00
11	Risk Management Committee	10/01/2025	5	3	60.00
12	Corporate Social Responsibility Committee	15/04/2024	3	3	100.00

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	
								25/06/2025 (Y/N/NA)
1	AMITABH CHAUDHRY	9	7	77.78	0	0	0.00	No
2	SAMIRKUMAR BARUA	9	8	88.89	11	11	100.00	Not applicable
3	BAHRAM NAVROZ VAKIL	9	3	33.33	12	5	41.67	Not applicable
4	SUTAPA BANERJEE	9	8	88.89	11	11	100.00	No
5	NEELKANTH MISHRA	9	8	88.89	5	4	80.00	No

6	ATUL MEHRA	8	8	100.00	6	6	100.00	Yes
7	GURUMURTHY RAMANATHAN	2	2	100.00	0	0	0.00	No
8	VIJAY KRISHNA MULBAGAL	1	1	100.00	0	0	0.00	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Atul Mehra	Whole-time director	26759919	0	0	60000000	86759919.00
2	Salil Pitale	Whole-time director	399000	0	0	54200000	54599000.00
3	Chirag Negandhi	Whole-time director	0	0	0	2000000	2000000.00
4	Neelkanth Mishra	Whole-time director	20500000	0	0	61336875	81836875.00
	Total		47658919.00	0.00	0.00	177536875.00	225195794.00

B *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	Mukesh Kumar Sharma	CFO	8000000	0	0	1750000	9750000.00
2	Vilma Gangahar	Company Secretary	11750000	0	0	1100000	12850000.00
	Total		19750000.00	0.00	0.00	2850000.00	22600000.00

C *Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Samir Barua	Director	0	0	0	2100000	2100000.00
2	Bahram Vakil	Director	0	0	0	1150000	1150000.00

3	Sutapa Banerjee	Director	0	0	0	2100000	2100000.00
4	Gurumurthy Ramanathan	Additional director	0	0	0	300000	300000.00
	Total		0.00	0.00	0.00	5650000.00	5650000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

7

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder-Axis
Capital_31.03.2025.xlsm

(b) Optional Attachment(s), if any

Shareholding Pattern-
31.03.2025.pdf
MGT-8_Axis Capital_2025.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of AXIS CAPITAL LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we 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 & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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 were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 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

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;
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 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Aashish K. Bhatt

Date (DD/MM/YYYY)

23/08/2025

Place

Mumbai

Whether associate or fellow:

☒ Associate ☐ Fellow

Certificate of practice number

7*2*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

AJHPM0215B

*(b) Name of the Designated Person

VILMA MATHIAS GANGAHAR

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

13

dated*

(DD/MM/YYYY)

15/04/2024

to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*0*5*4*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

1*4*8

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB6231527

eForm filing date (DD/MM/YYYY)

23/08/2025

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



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

AASHISH K. BHATT & ASSOCIATES

Practicing Company Secretaries

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, 2025. 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 including the circular resolutions have been recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members, Security holders under Section 91 of the Act – **Not Applicable**;
 6. No advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act for the year under review;
 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. Issue or allotment or transfer 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. Constitution/ appointment/ re-appointment / retirement/ resignation / ~~filling up casual vacancies~~/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
 13. No appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act for the 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 for the year under review;

15. Acceptance/ renewal/ repayment of deposits – **Not Applicable**;
16. (a) Borrowings by way of overdraft facilities from banks; creation, modification and satisfaction of charges 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)

Place: Mumbai
Date: 21.08.2025

Signature:
Aashish K. Bhatt
Membership No.:19639, C.P. No.: 7023
UDIN: A019639G001047402
Peer Review Certificate No.: 2959/2023

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

APPENDIX A

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 my audit, we have expressed my 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.
5. The management is responsible for compliances with corporate laws. My examination was limited to the verification of procedure and documents wherever required.
6. The certificate 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: 21.08.2025

Signature:
Aashish K. Bhatt
Membership No.:19639, C.P. No.: 7023
UDIN: A019639G001047402
Peer Review Certificate No.: 2959/2023

List of Directors of Axis Capital Limited as on March 31, 2025

Sr. No.	Name of the Director	Designation	DIN
1.	Mr. Amitabh Chaudhry	Chairperson	00531120
2.	Prof. Samirkumar Barua	Independent Director	00211077
3.	Mr. Bahram Navroz Vakil	Independent Director	00283980
4.	Ms. Sutapa Banerjee	Independent Director	02844650
5.	Mr. Neelkanth Mishra	Whole Time Director	10221641
6.	Mr. Atul Mehra	MD & CEO, Whole Time Director	00095542
7.	Mr. Gurusurthy Ramanathan	Additional Director (Independent)	10366010
8.	Mr. Vijay Krishna Mulbagal	Additional Director (Non-Executive)	10740060

List of Key Managerial Personnel as per Companies Act 2013, as on March 31, 2025

Sr. No.	Name of the Key Managerial Personnel	Designation	PAN
1.	Mr. Neelkanth Mishra	Whole Time Director	10221641
2.	Mr. Atul Mehra	MD & CEO, Whole Time Director	00095542
3.	Ms. Vilma Mathias Gangahar	Company Secretary	AJHPM0215B
4.	Mr. Mukesh Sharma	Chief Financial Officer	AADPS6512L

For **Axis Capital Limited**

Sd/-

Vilma Mathias Gangahar
Company Secretary

April 01, 2025

Shareholding Pattern of Axis Capital Limited as on March 31, 2025

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. Balaji Narayanamurthy	10	0.01
3.	Mr. Sameer Shetty	10	
4.	Mr. Munish Sharda	10	
5.	Mr. Neeraj Gambhir	10	
6.	Mr. Subrat Mohanty	10	
7.	Ms. Rajkamal Vempati	10	
	Total	7,35,00,000	100

Notes:

- 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.
- All individual shareholders listed above are Indian Residents.

For **Axis Capital Limited**

Sd/-

Vilma Mathias Gangahar
Company Secretary

April 01, 2025

