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]

Form language
(●) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

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) — 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) — 31/03/2026

(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) | Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Non-government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign 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) | 25/06/2026

(c) Due date of AGM (DD/MM/YYYY) | 25/09/2026

(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/Joint 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)				

Number of classes

1

Class of shares Equity	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
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	735000000

(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			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			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			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			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		
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 | 7661789441

ii * Net worth of the Company | 13586969258

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	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	6	2	6	0.00	0.00
i Non-Independent	2	2	2	2	0	0
ii Independent	0	4	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	6	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	
NEELKANTH MISHRA	10221641	Whole-time director	0	
ATUL MEHRA	00095542	Whole-time director	0	
VIJAY KRISHNA MULBAGAL	10740060	Director	0	
SUTAPA BANERJEE	02844650	Director	0	

GURUMURTHY RAMANATHAN	10366010	Director	0	
RAJESH NARAIN GUPTA	00229040	Additional Director	0	
MAHESH RAMCHAND CHHABRIA	00166049	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 6

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)
SAMIR KUMAR BARUA	00211077	Director	23/06/2025	Cessation
BAHRAM NAVROZ VAKIL	00283980	Director	23/06/2025	Cessation
VIJAY KRISHNA MULBAGAL	10740060	Director	25/06/2025	Change in designation
GURUMURTHY RAMANATHAN	10366010	Director	25/06/2025	Change in designation
RAJESH NARAIN GUPTA	00229040	Additional Director	01/08/2025	Appointment
MAHESH RAMCHAND CHHABRIA	00166049	Additional Director	19/09/2025	Appointment

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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	
			Number of members attended	% of total shareholding
Annual General Meeting	25/06/2025	7	5	100
Extra Ordinary General Meeting	30/03/2026	7	5	100

B BOARD MEETINGS

*Number of meetings held: 6

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	16/04/2025	8	8	100.00
2	12/06/2025	8	7	87.50
3	11/07/2025	6	6	100.00
4	10/10/2025	8	8	100.00
5	29/12/2025	8	8	100.00
6	15/01/2026	8	8	100.00

C COMMITTEE MEETINGS

Number of meetings held: 14

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	16/04/2025	4	4	100.00
2	Audit Committee Meeting	11/07/2025	3	3	100.00
3	Audit Committee Meeting	10/10/2025	3	3	100.00
4	Audit Committee Meeting	15/01/2026	3	3	100.00
5	Audit Committee Meeting	27/03/2026	3	3	100.00
6	Nomination and Remuneration Committee	16/04/2025	3	3	100.00
7	Nomination and Remuneration Committee	11/07/2025	3	3	100.00

8	Nomination and Remuneration Committee	27/03/2026	4	4	100.00
9	Risk Management Committee Meeting	16/04/2025	5	5	100.00
10	Risk Management Committee Meeting	11/07/2025	4	4	100.00
11	Risk Management Committee Meeting	10/10/2025	4	4	100.00
12	Risk Management Committee Meeting	15/01/2026	5	5	100.00
13	Risk Management Committee Meeting	27/03/2026	5	5	100.00
14	Corporate Social Responsibility Committee Meeting	16/04/2025	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	25/06/2026 (Y/N/NA)
1	AMITABH CHAUDHRY	6	6	100.00	0	0	0.00	No
2	NEELKANTH MISHRA	6	6	100.00	6	6	100.00	No
3	ATUL MEHRA	6	6	100.00	9	9	100.00	Yes
4	VIJAY KRISHNA MULBAGAL	6	6	100.00	4	4	100.00	Yes
5	SUTAPA BANERJEE	6	6	100.00	12	12	100.00	No
6	GURUMURTHY RAMANATHAN	6	6	100.00	8	8	100.00	No
7	RAJESH NARAIN GUPTA	3	3	100.00	3	3	100.00	No
8	MAHESH RAMCHAND CHHABRIA	3	3	100.00	3	3	100.00	No

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: 2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ATUL MEHRA	Whole-time director	28616852	0	34906095	102000000	165522947.00
2	NEELKANTH MISHRA	Whole-time director	20500000	0	31581705	50000000	102081705.00
	Total		49116852.00	0.00	66487800.00	152000000.00	267604652.00

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	MUKESHKUMAR SITARAM SHARMA	CFO	8500000	0	0	4500000	13000000.00
2	VILMA MATHIAS GANGAHAR	Company Secretary	12258000	0	0	7500000	19758000.00
	Total		20758000.00	0.00	0.00	12000000.00	32758000.00

C *Number of other directors whose remuneration details to be entered: 6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SAMIRKUMAR BARUA	Director	0	0	0	500000	500000.00
2	BAHRAM NAVROZ VAKIL	Director	0	0	0	450000	450000.00
3	SUTAPA BANERJEE	Director	0	750000	0	2300000	3050000.00
4	GURUMURTHY RAMANATHAN	Director	0	750000	0	1900000	2650000.00
5	RAJESH NARAIN GUPTA	Director	0	499315	0	1100000	1599315.00
6	MAHESH RAMCHAND CHHABRIA	Director	0	398630	0	1100000	1498630.00
	Total		0.00	2397945.00	0.00	7350000.00	9747945.00

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

The CSR report was inadvertently dated 12/06/2025. The Company has taken a corrective measure by submitting a clarification letter to the MCA / ROC. For detailed observation, pl. refer point no. 11 of attached Form MGT-8.

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_31032026.xlsm

(b) Optional Attachment(s), if any

MGT-8_Axis Capital_2025-26_signed.pdf
ACL - Shareholding Pattern - March 31 2026.pdf
ACL Transfer of Demat shares.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) 31/03/2026

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): 29/06/2026

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)

AC5443268

eForm filing date (DD/MM/YYYY)

21/08/2026

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

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, 2026. 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, the Tribunal, Court or other authorities;

4. Calling/ convening and holding meetings of Board of Directors, its committees and the meetings of the members of the Company on 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.
No resolution(s) were required to be passed through postal ballot;

AASHISH K. BHATT & ASSOCIATES * COMPANY SECRETARIES * MUMBAI

5. Closure of Register of Members/ Security holders as the case may be – **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. Contracts/arrangements entered into by the Company with related parties are in the ordinary course of business and at arm's length basis. Therefore, Section 188 of the Act is not attracted;

8. (a) Transfer of equity shares of the Company;
   (b) Issue or allotment or transmission or buy back of any 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 – **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; *The Company had approved the CSR Report at the CSR Committee meeting followed by the Board meeting on April 16, 2025. Subsequently, at the Board Meeting held on June 12, 2025, the Board's Report noting the change in its Auditors, was approved. The CSR Report, which is an Annexure to the Board's Report, and approved on April 16, 2025, was inadvertently dated as June 12, 2025. The Company has taken note of the observation and, as a corrective measure submitted a clarification letter dated April 14, 2026 via e-mail to the Ministry of Corporate Affairs / Registrar of Companies, Mumbai, requesting that the date appearing on Annexure C be read as April 16, 2025, and has requested the same to be taken on record. The aforesaid matter is procedural in nature and does not have any material impact on the overall compliance position of the Company;*

12. (a) Constitution of Board & Committees/ appointment/ re-appointment/ retirement/ Disclosures of Directors and remuneration paid to Directors & Key Managerial Personnel;

AASHISH K. BHATT & ASSOCIATES MUMBAI COMPANY SECRETARIES

(b) Constitution/ appointment/ re-appointment / retirement/ disclosures of Key Managerial Personnel and filling up casual vacancies of Director and Key Managerial Personnel – **Not Applicable**;

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 – **Not Applicable**;

15. Acceptance/ renewal/ repayment of deposits – **Not Applicable;**

16. (a) Borrowings by way of overdraft facilities from banks and creation/ satisfaction of charges in that respect; No charges were modified during the year;
    (b) Borrowings from its directors, members, public financial institutions and others– **Not Applicable;**

17. (a) Investments made by the Company during the year are within the prescribed limits of section 186 of the Act;
    (b) Loans or guarantees given or securities provided to other bodies corporate or persons falling under the provisions of section 186 of the Act – **Not Applicable**;

18. (a) Alteration of main object clause of the Memorandum of Association of the Company;
    (b) Alteration of Articles of Association of the Company – **Not Applicable**.

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

Place: Mumbai
Date: June 29, 2026

Signature:
Aashish K. Bhatt
Membership No.:19639, C.P. No.: 7023
UDIN: A019639H000705412
Peer Review Certificate No.: 2959/2023

Shareholding Pattern of Axis Capital Limited as on March 31, 2026

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. Bipin Kumar Saraf	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

*0.01% is held by nominee shareholders on behalf of Axis Bank Limited.

For Axis Capital Limited

Vilma

Vilma Mathias Gangahar

Company Secretary

AXIS CAPITAL LIMITED MUMBAI

July 08, 2026