

NOTICE OF 1st (2026–27) EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 1st Extraordinary General Meeting (2026–27) (“EGM”) of the Members of Axis Capital Limited (“the Company”) will be held on Thursday, April 16, 2026, at 4:00 P.M. at Axis House, 8th Floor, Pandurang Budhkar Marg, Worli, Mumbai – 400 025, to transact the following Special Business:

SPECIAL BUSINESS**ITEM NO. 1****Ratification of Managerial Remuneration Paid / Payable to the Whole-time Director(s) for FY 2025–26 in Excess of Limits Prescribed under Section 197 of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 197 read with Section 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and based on the audited net profits of the Company for the relevant financial year, and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the payment of managerial remuneration to Atul Mehra, Managing Director & CEO, exceeding 5% of the net profits, amounting to Rs. 3,00,00,000, as placed before the Members, which exceeds the limits prescribed under Section 197(1) of the Act, be and is hereby approved and ratified.”

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to take all necessary steps to give effect to this resolution, including making necessary filings and disclosures.”

NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Extra-Ordinary General Meeting is annexed hereto and forms an integral part of this Notice.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a Member of the Company. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital may appoint a single person as proxy, and such person shall not act as proxy for any other Member.
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
5. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified true copy of the relevant Board Resolution authorising such representative(s) to attend and vote on their behalf.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11:00 a.m. and 1:00 p.m.
7. The Notice of the EGM will also be placed on the Company's website.

By Order of the Board of Directors

For Axis Capital Limited



Vilma Mathias Gangahar
Company Secretary & Compliance Officer
ACS 16448

Date: April 16, 2026

Place: Mumbai

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1**

The Members are informed that Atul Mehra, Managing Director & Chief Executive Officer of the Company, and the other Whole-time Director(s) have been appointed on such terms and conditions, including remuneration, as approved by the Members of the Company, in accordance with the provisions of the Companies Act, 2013 ("the Act").

As per the provisions of Section 197 read with Section 198 of the Act, the managerial remuneration payable to a Managing Director shall not exceed 5% of the net profits of the Company, and the overall managerial remuneration payable to all Whole-time Directors computed in the manner laid down under Section 198 of the Act, except with the approval of the Members.

Based on the audited net profits of the Company for the relevant financial year, the actual managerial remuneration paid / payable to Mr. Atul Mehra exceeds 5% of the net profits by an amount of Rs. 3,00,00,000.

The Nomination and Remuneration Committee, after due consideration of the roles, responsibilities, performance, and contribution of Atul Mehra and the Whole-time Directors, reviewed and recommended the payment of the aforesaid managerial remuneration. The Board of Directors, at its meeting held on April 16, 2026, considered and approved the recommendations of the Nomination and Remuneration Committee and has accordingly proposed the resolution for the approval of the Members.

The approval of the Members is therefore being sought for approval and ratification of the payment of managerial remuneration exceeding the limits prescribed under Section 197(1) of the Act, in accordance with the applicable provisions of the Act.

None of the Directors or Key Managerial Personnel of the Company, except Atul Mehra and the other Whole-time Director(s) are concerned or interested, financially or otherwise, in the resolutions set out in the Notice.

The Board recommends the resolutions for approval of the Members.



AXIS CAPITAL LIMITED

CIN: U64990MH2005PLC157853

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

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

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

FORM No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

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

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

1.	Name			
	Address			
	E-mail Id		or failing him	
	Signature			
2.	Name			
	Address			
	E-mail Id		or failing him	
	Signature			
3.	Name			
	Address			
	E-mail Id			
	Signature			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st (2026-27) Extra-Ordinary General Meeting of the Company, to be held on Thursday, April 16, 2026, at 4:00 P.M at Axis House, 8th Floor, P.B. Marg, Worli, Mumbai 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of Resolution	For	Against
SPECIAL BUSINESSES			
1.	Ratification of Managerial Remuneration Paid / Payable to Whole-time Director(s) for FY 2025–26 in Excess of Limits Prescribed under Section 197 of the Companies Act, 2013		

Signed this on 16th day of April 2026

Signature of Shareholder: _____

Signature of Proxy holders(s): _____

Notes: The form should be signed across the Stamp.

<p>Affix Revenue Stamp</p>

(Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.)



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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

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

I/We hereby record my/our presence at the 1st (2026-2027) Extra-Ordinary General Meeting of the Company to be held on Thursday, April 16, 2026, at 4:00 P.M, at Axis House, 8th Floor, Pandurang Budhkar Marg, Worli, Mumbai 400 025.

Member's / Proxy's Signature

(Please complete and sign this attendance slip and handover at the entrance of the meeting hall. Only member(s) or his/her/their proxy with this attendance slip will be allowed entry to the meeting. Duplicate slips will not be issued at the entrance.)

**Route Map to the 1st (2026-2027) EGM Venue
From Prabhadevi (erstwhile Elphinstone Road) Railway Station**



