Remuneration Policy for Directors of Axis Finance Limited

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Version	Policy Owner Department	Details of Board Sub-Committee		Details of Board / Committee Approval	
		Name	Date	Name	Date
1.0	Secretarial Department	Nomination and Remuneration Policy	January 8, 2026	Board	January 14, 2026

1. Introduction and Philosophy

Axis Finance Limited's ('AFL or the Company') remuneration practices are underpinned by principles of meritocracy and fairness. The Company strives to maintain strong focus in the areas of compensation governance and ensures the compensation systems are in line with emerging compensation regulations as applicable.

2. Objective

The Remuneration Policy for Directors of the Company ('the Policy') provides the overarching governance framework and criteria for determining and payment of remuneration to the Directors of the Company.

3. References to Regulations

I. Master Directions issued by Reserve Bank of India for Non-Banking Financial Comapnies

II. Section 178 of the Companies Act, 2013 and regulation 62D of SEBI (Listing Obligation and Disclosure Requirements, 2015)

4. Applicability

The policy document is applicable to the Directors of the Company.

5. Remuneration Guidelines

I. Non–Executive Directors / Independent Directors

The terms and conditions relating to the appointment, including remuneration payable to the Non-Executive Directors / Independent Directors of the Company, are governed by relevant provisions of the Companies Act, 2013, the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), RBI guidelines, Master Directions (issued from time to time) and any other applicable regulatory guidelines.

II. Remuneration including the criteria for determining and payment of remuneration

i. Sitting Fees:

a. The Non-Executive Directors / Independent Directors of the Company shall be entitled to sittings fees for attending meetings of the Board and Committees as approved by the Board of Directors of the Company and within the overall limits as prescribed under Rule 4 of the Companies (Appointment & Remuneration) Rules, 2014, as amended, from time to time. The Board has the flexibility to enhance the sitting fees within the parameters prescribed by law.

b. The Non- Executive Directors who are currently in employment with Axis Bank Limited or in any of the group companies shall not be entitled to the sitting fees for attending the meetings of the Board or any committee(s) of the Board.

ii. Remuneration by way of Commission:

a. The remuneration to be paid to Directors shall be as per the provisions of Companies Act, 2013 including any Rules framed thereunder read with Schedule V of the Companies Act, 2013, the Listing Regulations and other applicable provisions, guidelines and circulars issued by various statutory / regulatory authorities.

b. The Non-Executive Directors / Independent Directors in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees of the Board and such other expenses, as may be incurred by them in discharge of their duties for the Company, the Company may provide for payment of compensation to its Non-Executive Directors / Independent Directors [who are currently in employment with Axis Bank Limited or in any of the group companies] in the form of fixed remuneration commensurate with the individual Non-Executive Directors / Independent Directors responsibilities and demands on his time and which are considered sufficient to attract qualified competent individuals.

c. However, the fixed remuneration for an amount of Rs. 10,00,000/- (Rupees Ten lakh only) shall be payable such that the aggregate commission to be capped to 1% of the net profit of the Company in the preceding year and in case the net profits are lower in any year, then the fixed commission shall be adjusted to the capped limit. In case of inadequacy or absence of profits of the Company, in any financial year, the remuneration shall be payable as per the relevant provisions of Companies Act, 2013 read with rules framed thereunder and Schedule V of the Companies Act, 2013 and other applicable guidelines and circulars.

d. The payment of said compensation, shall be effective from 1st April 2024 and paid on an annual basis subject to deduction of tax at source and such other charges, as per extant income tax laws.

e. The payment of the commission in terms of this Policy, shall be subject to the approval of the shareholders of the Company, under the extant norms.

f. In case any Non-Executive Director of the Company, who is appointed or resigns or retires during the financial year, he/she would be paid remuneration on a pro-rata basis for the tenor served during the financial year, subject to the compliance with the conditions as aforesaid.

iii. Stock Options:

The Non-Executive Directors / Independent Directors of the Company shall not be entitled to grant of stock options.

6. Reporting requirements

The Company shall make disclosure on remuneration paid to the directors on an annual basis in its Annual Financial Statements and Annual Report.

7. Review and Amendment of the Policy

The Policy shall be reviewed at least annually pursuant to provisions the Companies Act, 2013, the relevant rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, along with circulars / guidelines issued by the RBI, from time to time.

Any amendment to this Policy would be subject to its review by the Nomination and Remuneration Committee and approval by the Board of the Company.

This Policy has been last reviewed and approved by the Board of the Company at its meeting held on January 14, 2026 and shall come into effect from the date of this meeting.

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