



AXISCADES

Inspired Solutions. By Design

AXISCADES ENGINEERING TECHNOLOGIES LIMITED

CIN: L72200KA1990PLC084435

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NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FURTHER READ WITH REGULATION 44 OF THE SEBI (LODR) REGULATIONS, 2015

Dear Shareholders(s),

Sub:

1. **APPOINTMENT OF MR. MRITUNJAY SINGH (DIN: 06864030) AS WHOLE TIME DIRECTOR IN THE CAPACITY OF CHIEF EXECUTIVE OFFICER**
2. **FIXATION OF REMUNERATION OF MR. MRITUNJAY SINGH AS WHOLE TIME DIRECTOR IN THE CAPACITY OF CHIEF EXECUTIVE OFFICER**
3. **ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**
4. **ALTERATION OF ARTICLES OF ASSOCIATION OF COMPANY TO ISSUE EMPLOYEE STOCK OPTIONS (ESOP)**
5. **APPOINTMENT OF MRS. MARIAM MATHEW (DIN : 08065365) AS AN INDEPENDENT DIRECTOR**
6. **APPROVAL OF AXISCADES ENGINEERING ESOP 2018 SERIES 1 AND SERIES 2 (THE "SCHEME" / THE "PLAN") AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES/ DIRECTORS OF THE COMPANY**
7. **APPROVAL FOR GRANT OF STOCK OPTIONS TO EMPLOYEES AND DIRECTORS OF THE SUBSIDIARY COMPANIES UNDER THE AXISCADES ENGINEERING ESOP 2018 SERIES 2 (THE "SCHEME" / THE "PLAN")**
8. **APPROVAL FOR GRANT OF STOCK OPTIONS TO IDENTIFIED EMPLOYEES, DURING ANY ONE YEAR, EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL (EXCLUDING OUTSTANDING WARRANTS AND CONVERSION) OF THE COMPANY AT THE TIME OF GRANT OF OPTION UNDER THE AXISCADES ENGINEERING ESOP 2018- SERIES 1 AND SERIES 2 (THE "SCHEME" / THE "PLAN")**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification or re-enactment thereof for the time being in force that the Company is seeking shareholders consent through a Postal Ballot to pass the resolutions under Companies Act, 2013.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being February 16, 2018. The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions given overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on March 30, 2018. It is further brought to your notice that as per the provisions of Rule 22(12) of the said Rules, postal ballots,

giving consent or dissent received after thirty days from the date of dispatch of this notice (i.e. after March 30, 2018) shall be treated as if reply from the member has not been received.

1. APPOINTMENT OF MR. MRITUNJAY SINGH (DIN: 06864030) AS WHOLE TIME DIRECTOR IN THE CAPACITY OF CHIEF EXECUTIVE OFFICER

To consider and, if thought fit, to pass the following resolution as an **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196 and 203 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and also on the recommendation of the Nomination Remuneration Committee and the Board of Directors, Mr. Mritunjay Singh (DIN: [06864030](#)) be and is hereby appointed as Whole Time Director of the Company in the capacity of Chief Executive Officer and Executive Director with effect from 2nd January 2018 (the “Effective Date”) for a period of 5 years and he is liable to retire by rotation.

2. FIXATION OF REMUNERATION OF MR. MRITUNJAY SINGH AS WHOLE TIME DIRECTOR IN THE CAPACITY OF CHIEF EXECUTIVE OFFICER

To consider and, if thought fit, to pass the following resolution as a **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government, if applicable, including such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, the Company be and hereby approves the remuneration and terms and conditions as detailed hereunder, to Mr. Mritunjay Singh (DIN 06864030), Chief Executive Officer & Executive Director of the Company for a period of 5(five) years with effect from 2nd January 2018 (“Effective Date”).

A. Basic Salary:

Rs. 6,50,000/- (Rupees Six Lakhs Fifty Thousand Only) per month.

B. Perquisites & Allowances:

- Company's contribution of 12% of salary to Provident Fund.
- Gratuity payable at the rate of half a month's salary calculated on the basis of 26 days in a month, for each completed year of service.
- The company shall provide a car with driver subject to running expenses up to Rs. 40,000/- p.m.
- Leave and leave encashment as per the Rules of the Company
- Reimbursement of all expenses including entertainment and travelling incurred in the course of the business of the company.
- Medical Insurance coverage upto Rs. Five Lakhs (Rs. 5,00,000) for self, family and dependents
- Personal Accident Insurance coverage upto Rs. Ten Lakhs Only (Rs. 10,00,000) for self.

C. Joining Bonus: The Executive shall be paid a joining bonus of Rupees Thirty Five Lakhs only (INR 35,00,000/-) within a period of forty five (45) days from the Effective Date and an additional bonus payment of Rupees Forty Lakhs only (INR 40,00,000/-) upon the expiry of six (6) months from the Effective Date.

D. Performance linked incentive (Variable Pay): The Company shall subject to its discretion and based on the performance of the Executive, pay a performance linked bonus of Rupees Seventy-Five Lakhs Only (INR 75,00,000/-) per year. This component is linked to the performance of the Company and the performance of the Executive which shall be evaluated by the Nomination & Remuneration Committee for every completed Financial Year and paid accordingly subject to deduction of applicable taxes.

Guaranteed Variable Pay for the first year: The Executive will be guaranteed a minimum variable compensation payment of Rupees Forty Five Lakhs Only (INR 45,00,000) on completion six months and first anniversary of the Effective Date, split equally. The variable compensation shall be a two-time payment from the Company to the Executive.

E. ESOS: Subject to Applicable Laws, individual performance and the determination of the Nomination and Remuneration Committee of the Company, in addition to the above, the Company hereby grants to the Executive under the ESOS an option to acquire by subscription three point six percent (3.6%; the “**Executive Stake**”) of the equity shares of the Company that exist as on 2nd January 2018 on a fully diluted basis (the “**Option**”) subject to the terms herein and in accordance with the ESOS. The exercise price shall be the fair market value of Option shares as prevailing on the date the Option is granted, subject to receipt of all applicable approvals, including the special resolution of the shareholders and other terms as mentioned in the Employment Agreement.

F. Sitting Fees: He shall not be entitled to sitting fees for attending the meetings of the Board or committee thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration of Mr. Mritunjay Singh subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 and/or as approved by the Central Government.

RESOLVED FURTHER THAT any Non Independent Director of the Company or the Chief Financial Officer of the Company or Ms. Shweta Agrawal, Company Secretary, be and are hereby severally authorized to make an application, sign and execute all necessary documents, file necessary forms – manual or online, do all acts, deeds, matters and things as deemed necessary, proper or desirable including to liaise with the Central Government; with the Registrar of Companies (“**ROC**”) or any other regulatory authorities, as may be required, and to engage consultants in this regard and to authorise them to further sub delegate, if required and to execute all such deeds, documents, application, as it may deem necessary or incidental to give effect to the aforesaid resolution.”

3. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Section 4, 13 and other applicable provisions of the Companies Act, 2013, the Company shall modify/alter the Memorandum of Association (MOA) of the Company by adding the following Clause 40 in Part 3rd (B) of the MOA :

40. To provide, organise, supervise in India or elsewhere or deal with all types of intermediaries providing temporary, permanent and contract employees to clients, based on their needs, including providing staff augmentation services.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such acts, deeds and things as may be incidental or pertinent to give effect to the aforesaid resolution.”

4. ALTERATION OF ARTICLES OF ASSOCIATION OF COMPANY TO ISSUE EMPLOYEE STOCK OPTIONS

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 Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary registrations, approvals, consents, permissions and sanctions required, if any, from the jurisdictional

Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, consent of the members of the Company be and is hereby accorded for the following alteration to ARTICLES OF ASSOCIATION.

Under existing set of ARTICLES OF ASSOCIATION, the following are altered:

Under the heading **“II INTERPRETATION”**, a new definition under Article 1(i), **“Employee Stock Options”** means options representing Shares for issuance to employees, directors of the Company or its subsidiaries or holding Companies.” be inserted after the Definition **“Dividend”**;

A new Heading **“IV A” “ESOP” along with a new Article 19a** as enumerated below be inserted after Heading No. **“IV. Call on shares”**

“19a.

The Employee Stock Options may be issued from time to time under such arrangements, contracts or plans as are approved by the Board and shareholders, subject to the provisions of the Act.

RESOLVED FURTHER THAT any Director(s) of the Company or the Company Secretary be and is hereby further authorized to do all such acts, deeds, things as may be incidental or pertinent to give effect to the aforesaid resolution”.

5. APPROVING THE APPOINTMENT OF MRS. MARIAM MATHEW AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mrs. Mariam Mathew (holding DIN 08065365) who was appointed as Additional Director in the capacity of Independent Director, by the Board of Directors with effect from 13th February 2018, in terms of Sections 161 & 149 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company and whose term of office will expire at the Annual General Meeting be and is hereby reappointed as Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5(five) consecutive years with effect from February 13, 2018 upto February 12, 2023”.

6. APPROVAL OF AXISCADES ENGINEERING ESOP 2018 SERIES 1 AND SERIES 2 (THE “SCHEME” / THE “PLAN”) AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES/ DIRECTORS OF THE COMPANY

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, and the rules thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the **“SEBI SBEB Regulations”**), circular dated June 16, 2015 issued by the Securities and Exchange Board of India with respect to SEBI SBEB Regulations, and the, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include the Nomination and Remuneration Committee (hereinafter referred to as the **“Compensation Committee”**), for implementing the **AXISCADES Engineering ESOP 2018- Series 1 and Series 2** and to create, offer, issue and allot, at any time to or for the benefit of such person(s) who are in permanent employment of the Company including Director(s) of the Company whether whole-time or otherwise, (Other than Independent Directors, Promoters of the Company, or person belonging to promoter group, or a Director holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), or of a subsidiary in India or outside India or of the

holding company of the company, options exercisable into equity shares of face value of Rs. 5/- (Rupees Five only) each fully paid-up, not exceeding 30,20,762 (Thirty lakhs twenty thousand seven hundred and sixty-two only) equity shares or 8% of the paid up equity shares of the Company from time to time, on payment of the requisite exercise price to the Company, under AXISCADES Engineering ESOP 2018 Series 1 and Series 2, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board or the Compensation Committee in accordance with the provisions of the law or guidelines issued by the relevant Authority.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, sale of division, split or consolidation of shares or such other event of the Company, the number of above mentioned options shall be appropriately adjusted

RESOLVED FURTHER THAT the Board is authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Scheme and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the AXISCADES ENGINEERING ESOP 2018 SERIES 1 AND SERIES 2 on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board or the Compensation Committee be and is hereby authorised to clarify all questions, difficulties or doubts that may arise in relation to the implementation of the Plan in accordance with all applicable laws and regulations, including at the time of listing of securities but not limited to the Companies Act, 2013, and the rules thereunder, the SEBI SBEB Regulations, circular dated June 16, 2015 issued by the Securities and Exchange Board of India with respect to SEBI SBEB Regulations, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board or the Compensation Committee, subject to the approval of the shareholders, be and is hereby authorized to make from time to time such modification, variations, alterations or revisions in the said Scheme as it may deem fit in conformity with the provisions of the Companies Act 2013, and other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or the Compensation Committee be and is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto."

7. APPROVAL FOR GRANT OF STOCK OPTIONS TO EMPLOYEES & DIRECTORS OF SUBSIDIARY COMPANIES UNDER THE AXISCADES ENGINEERING ESOP 2018 SERIES 2 (THE "SCHEME" / THE "PLAN")

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, and the rules thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "**SEBI SBEB Regulations**"), circular dated June 16, 2015 issued by the Securities and Exchange Board of India with respect to SEBI SBEB Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include the Nomination and Remuneration Committee (hereinafter referred to as the "**Compensation Committee**"), to create, offer, issue and allot at any time to or for the

benefit of such person(s) who are in permanent employment of the subsidiary Company(ies) whether working in India or out of India, and to Directors of the subsidiary company(ies) (excluding the Independent Directors, Promoters of the Company, or person belonging to promoter group, or a Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) whether working in India or out of India, options exercisable into equity shares of face value of Rs. 5/- (Rupees Five only) each fully paid-up, not exceeding 15,10,381 (Fifteen lakhs ten thousand three hundred and eighty one only) equity shares or 4% of the paid up equity shares of the Company from time to time, on payment of the requisite exercise price to the Company, under AXISCADES Engineering ESOP 2018 Series 2 in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board or the Compensation Committee in accordance with the provisions of the law or guidelines issued by the relevant Authority.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, sale of division, split or consolidation of shares or such other event of the Company, the number of above mentioned options shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board is authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Scheme and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the AXISCADES ENGINEERING ESOP 2018 SERIES 2 on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board or the Compensation Committee be and is hereby authorised to clarify all questions, difficulties or doubts that may arise in relation to the implementation of the Plan in accordance with all applicable laws and regulations, including at the time of listing of securities but not limited to the Companies Act, 2013, and the rules thereunder, the SEBI SBEB Regulations, circular dated June 16, 2015 issued by the Securities and Exchange Board of India with respect to SEBI SBEB Regulations, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board or the Compensation Committee, subject to the approval of shareholders be and is hereby authorized to make from time to time such modification, variations, alterations or revisions in the said Scheme as it may deem fit in conformity with the provisions of the Companies Act 2013, and other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions the Compensation Committee be and is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto."

8. **APPROVAL FOR GRANT OF STOCK OPTIONS TO IDENTIFIED EMPLOYEES, DURING ANY ONE YEAR, EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL (EXCLUDING OUTSTANDING WARRANTS AND CONVERSION) OF THE COMPANY AT THE TIME OF GRANT OF OPTION UNDER THE AXISCADES ENGINEERING ESOP 2018- SERIES 1 AND SERIES 2 (THE "SCHEME" / THE "PLAN")**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, and the rules thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "**SEBI SBEB Regulations**"), circular dated June 16, 2015 issued by the Securities and Exchange Board of India with respect to SEBI SBEB Regulations, the, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, permissions and

sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include Nomination and Remuneration Committee (hereinafter referred to as the “**Compensation Committee**”), to create, issue, offer and allot to identified employees during any one year, stock options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) at the time of grant of option under the “**AXISCADES Engineering ESOP 2018-Series 1 and Series 2 Scheme**”, exercisable into equity shares of face value of Rs. 5/-(Rupees Five only) each fully paid-up, not exceeding 30,20,762 (Thirty lakhs twenty thousand seven hundred and sixty-two only) equity shares or 8% of the paid up equity shares of the Company from time to time, on payment of the requisite exercise price to the Company, under AXISCADES Engineering ESOP 2018 Series 1 and Series 2, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board or the Compensation Committee in accordance with the provisions of the law or guidelines issued by the relevant Authority.

RESOLVED FURTHER THAT the Board is authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Scheme and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the AXISCADES ENGINEERING ESOP 2018 SERIES 1 AND SERIES 2 on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board or the Compensation Committee be and is hereby authorised to clarify all questions, difficulties or doubts that may arise in relation to the implementation of the Plan in accordance with all applicable laws and regulations, including at the time of listing of securities but not limited to the Companies Act, 2013, and the rules thereunder, the SEBI SBEB Regulations, circular dated June 16, 2015 issued by the Securities and Exchange Board of India with respect to SEBI SBEB Regulations, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board or the Compensation Committee, subject to the approval of shareholders be and is hereby authorized to make from time to time such modification, variations, alterations or revisions in the said Scheme as it may deem fit in conformity with the provisions of the Companies Act 2013, and other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or the Compensation Committee be and is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto."

By Order of the Board of Directors
For AXISCADES Engineering Technologies Limited

Place: Bengaluru
Date: February 13, 2018

Sd/-
Shweta Agrawal
Company Secretary

Notes:

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 117 of the Companies Act, 2013 setting out material facts is appended herein below.
2. The Board of Directors has appointed Mr. Anant Khamankar of M/s Anant B Khamankar & Co., Company Secretaries, Mumbai, having office at B-510, Neelkanth Business Park, 5th Floor, Nathani Road, Vidyavihar (West), Mumbai – 400086, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.
3. The Notice of Postal Ballot and E-voting is being posted to the address of the equity shareholders, whose names appear on the Register of Members of the Company as on February 16, 2018. The Shareholders who have registered their e-mail ID for receipt of documents in electronic mode have been sent the Notice of Postal Ballot by e-mail. This notice of Postal Ballot has also been placed on the website of the Company at www.axiscades.com.
4. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the voting received in electronic and physical mode and the results declared along with Scrutinizer Report shall be placed on the Company's website viz. www.axiscades.com and on the website of Karvy Computershare Private Limited (Karvy) viz. (<https://evoting.karvy.com>) and communicated to the Stock Exchanges where the shares of the Company are listed.
5. The material documents referred to in the accompanying Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays (between 9.00 am. To 6.00 pm.) up to the last date for receipt of the Postal Ballot Form i.e. March 30, 2018.
6. Process and manner for members opting for remote e-voting are as under:
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations 2015, the Company is pleased to provide e-voting facility to its members as an alternative to cast their votes electronically, instead of dispatching the Postal Ballot Form through Post. For this purpose, the Company has engaged services of Karvy Computershare Private Limited and the business contained in the notice may be transacted through such voting.
8. Members can opt for only one mode of voting i.e. either by ballot form or e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through ballot forms shall be treated as invalid. For instructions for remote e-voting, read the instructions printed overleaf the accompanying Postal Ballot Form.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item 1 & 2

Keeping in view the growth, operations and size of the Company and based on the recommendation of the Nomination Remuneration Committee, Mr. Mritunjay Singh (DIN- 06864030) was appointed as an Additional Director (Executive) in the capacity of Chief Executive officer (CEO) of the Company by the Board of Director in their meeting held on December 12, 2017 pursuant to Section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company, with effect from 2nd January 2018.

In terms of the provisions of Section 161 of the Act Mr. Mritunjay Singh will hold office up to the date of the next Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of Rs 1,00,000/- (Rupees One Lakh Only) under Section 160 of the Act proposing the candidature of Mr. Mritunjay Singh for the office of Director of the Company. The Company has received from Mr. Mritunjay Singh (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment &

Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

STATEMENT OF INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

Your company is in the business of providing mainly Engineering Design services. It was incorporated on 24.08.1990 and ventured into the domain of Engineering Design in January 2004.

Financial Performance indicators of the company for the year 2016-2017 are as follows:

Particulars	Standalone (Rs. Million)	Consolidated (Rs. Million)
Total Income	2394.65	4990.24
Profit Before Tax (PBT)	195.22	272.57
Net Profit after Tax (PAT) (before Minority Interest)	128.19	135.74
Earning per Equity Share (Basic & Diluted)	3.39	3.48

Export performance & Net foreign exchange collaborations:

- a. The company has registered STPI units and is an exporter. The export earnings for the year 2016-2017 stood at Rs. 1913.75 million
- b. The company has no foreign collaborations.

Foreign investments:

As at 31st March 2017, the company has an investment of Rs.14.89 crs. in its wholly owned subsidiary AXISCADES Inc. in US and Rs.0.43 cr. in Axis Mechanical Design (Wuxi) Co. Limited in China & Rs.4,596/- in Cades Canada Technology Inc. in Canada and Rs. 18.86 lakhs in AXISCADES GmbH. The subsidiary is engaged in a similar line of business.

Past Remuneration:

Mr. Mritunjay Singh is being appointed as Chief Executive Officer (CEO) & Director (whole time) in the Company for the first time and he was not in receipt of any remuneration from the company in the past.

Director's Profile

Mritunjay Singh (Munjay) has decades of experience and has proven record of taking customer-centric technology companies to the next level of growth.

His previous role was Executive Director and President of Persistent Services Business. He was COO of the company responsible for operations across products, platforms and services. He was instrumental in strengthening company's sales and delivery capabilities and was responsible for growth in USA and Australian markets. He was driving the India government business as part of new market expansion. He turned around company's legacy business and put it on a growth trajectory

Prior to Persistent, Munjay was with Infosys for over a decade and last served as head of Financial Services Application Delivery and Pune Development Centre. He also worked with Kanbay and Tata Steel. He has been very active socially and led Hinjawadi Industry Association as President for many years, working with government for infrastructure development. He holds B.Tech (Electronics and Communication) degree from IIT BHU - 1992.

The proposed remuneration is mentioned in the proposed resolution.

The remuneration of Mr. Mritunjay Singh is fully justifiable and comparable to that prevailing in the Industry, keeping in view the profile and position of Chief Executive Officer & Director and enriched knowledge and

vast and varied experience of the appointee. Mr. Singh shall drive the overall Strategy of the Company and shall be responsible for large OEM Relationship Management, M&A Strategy, in addition to oversee Business affairs of the company. He will be accountable to the Board of Directors of the company.

Mr. Munjay has no pecuniary relationship with the company or with any managerial personnel except the emoluments (Salary) being approved by the members by way of this resolution.

Currently Company is into growth phase and transforming to next level of organization. Further company is increasing off shoring mix which will improve the margins way forward.

The terms of appointment and remuneration specified above are now placed before the members for their approval.

This explanation together with the accompanying notice should be treated as an abstract under the Section 190 of the Companies Act, 2013 in respect of the remuneration of Mr. Mritunjay Singh, Chief Executive Officer & Executive Director.

The resolution seeks the approval of the shareholders for appointment of Mr. Mritunjay Singh as Chief Executive Officer & Whole time Director of the Company for a period of Five (5) years from January 2, 2018 to January 1, 2023 and for payment of proposed remuneration for a period of 5 (five) years.

Members' attention is specifically drawn to the provisions of Section 161 of the Companies Act, 2013 (the Act) in terms of which an additional director appointed by the Board holds office as such only up to the date of the Annual General Meeting. In terms of Section 196 of the Act, the approval of the shareholders for appointment of a managerial person shall be obtained at the first general meeting held after the date of such appointment.

This Notice has been issued pursuant to the above provisions of the Act and as required under Rule 13 of Companies (Appointment and Qualifications of Directors) Rules 2014, individual Notices have been sent through electronic mode to those members who have provided their e-mail addresses to the Company and to others by permitted mode. This Notice has been also placed on the website of the Company at www.axiscales.com.

No director, key managerial personnel or their relatives, except Mr. Mritunjay Singh to whom the resolutions relate, is interested or concerned in the resolution.

Item 3- ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your company intends to expand and diversify its present scope of operations and it is proposed to engage into new activities of which have good potential with respect to the future prospects of the company. The proposed alteration to the main objects and objects ancillary or incidental to the attainment of the main objects of the memorandum of association shall enable the company to expand its activities and engage into new areas of business.

The Board of Directors, at their meeting held on 12.12.2017 has approved the alteration of Memorandum of Association of the Company.

The Board recommends the Resolution of the accompanying Notice for the approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution except to the extent of their shareholdings.

Item 4. - ALTERATION OF ARTICLES OF ASSOCIATION OF COMPANY TO ISSUE EMPLOYEE STOCK OPTIONS (ESOP)

The Company proposes, as part of this notice only, to come up with the ESOP scheme for its eligible employees. It is proposed to alter the Articles of Association of the Company to include the clause enabling the company to issue ESOP.

Accordingly, it is proposed to modify Article 1 and add Article 19(a) in the Articles of Association of the Company.

By virtue of Section 5 and 14 of the Companies Act, 2013, approval of Members is required by way of Special Resolution to amend the Articles of Association of the Company.

Accordingly, the Board of Directors of the Company seek the approval of the members of the Company for the aforesaid alteration by way of a Special Resolution.

None of the Directors and/or Key Managerial Persons of the Company and their relatives except to the extent of their shareholding in the Company is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

Item 5– APPOINTMENT OF MRS. MARIAM MATHEW AS AN INDEPENDENT DIRECTOR

The Board of Directors at its meeting held on 13th February 2018 had appointed Mrs. Mariam Mathew as an Additional Director in the capacity of Independent Director whose term as additional director will expire in the forthcoming Annual General Meeting, under Section 161 & 149 of the Companies Act, 2013. Due notice under Section 160 of the Companies Act, 2013 has been received from one of the shareholder for the candidature of directorship of the company. In the opinion of the Board, Mrs. Mariam Mathew fulfils the conditions specified in the Companies Act, 2013 and Listing Regulations, for such an appointment.

Brief Profile of Mrs. Mariam Mathew

She has over 25 years of rich work experience in the IT industry and has worked with several global companies including WIPRO, Cyient, CMC and with Qatar Computer Services in Middle East.

She holds M.Sc (Computer Sc.) degree from Bombay University – 1987.

She is working as Consultant for process implementation and Delivery Assurance.

None of the Directors and key managerial personnel (including relatives of the directors or key managerial personnel) of the Company except Mrs. Mariam Mathew, is concerned or interested, financially or otherwise, in this resolution.

Item No. 6, 7 and 8

The Board of Directors reviewed the structure and competitiveness of the employee compensation of the Company. The current compensation structure does not have any component in the nature of long term incentive. Compensation best practices indicate that stock based long term incentive plans align managerial performance to long term shareholder value creation as well as build a sense of ownership among the employees. Several comparable companies have stock option plans which reward employees significantly. In order to build ownership, motivate and retain talent, make compensation competitive, as well as provide wealth creation opportunities to critical employees, the Board recommends institution of an employee stock options Scheme.

The **AXISCADES Engineering ESOP 2018- Series 1 and Series 2 Scheme** envisages grant of share options to eligible employees of the company and its subsidiaries.

The terms of the Scheme are as follows:

1. Brief description of the Scheme

The objective of **AXISCADES Engineering ESOP 2018- Series 1 and Series 2 Scheme** is to motivate and retain talent, align key employee's interest with that of the shareholders and provide wealth creation opportunities to critical employees. The Company views employee stock options as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come.

2. Total Number of Options to be granted

AXISCADES Engineering ESOP 2018- Series 1 Scheme

The total number of Options will not exceed 15,10,381 (Fifteen Lakh, Ten thousand Three Hundred and Eighty One) equity shares of the Company from time to time, which will be available for grant to eligible employees of the Company under the Scheme. Each option (after it is vested) will be exercisable for one Equity share of Rs. 5 (Rupees Five only) each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise would be available for being re-granted at a future date.

In case of any corporate action (s) the Board or the Compensation Committee shall make a fair and reasonable adjustment to the options granted.

AXISCADES Engineering ESOP 2018-Series 2 Scheme

The total number of Options will not exceed 15,10,381 (Fifteen Lakh, Ten thousand Three Hundred and Eighty One) equity shares of the Company from time to time, which will be available for grant to eligible employees of the Company under the Scheme. Each option (after it is vested) will be exercisable for one Equity share of Rs. 5 (Rupees Five only) each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise would be available for being re-granted at a future date.

In case of any corporate action (s) the Board or the Compensation Committee shall make a fair and reasonable adjustment to the options granted.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

The following employees would be entitled to participate in the **AXISCADES Engineering ESOP 2018-Series 1 and Series 2 Scheme**:

- a) Permanent employees of the Company working in India or out of India;
- b) Directors of the Company;
- c) An employee as defined in clause (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company.

Following persons are not eligible:

- a) An employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director

The Board or the Compensation Committee will determine the specific employees or class of employees who will be eligible for award of stock options based on the performance criteria.

4. Requirements of vesting and period of vesting

AXISCADES Engineering ESOP 2018- Series 1 Scheme

The Options granted shall vest so long as the employee continues to be in the employment of the Company as the case may be. Vesting of the options shall take place over a maximum period of five years from the date of grant. The minimum vesting period will be 1 (One) year from the date of grant.

The Board or the Compensation Committee may at its absolute discretion at the time of granting the Options include any such criteria such as individual performance, company performance or any other criteria besides tenure as a requirement of vesting.

AXISCADES Engineering ESOP 2018- Series 2 Scheme

The Options granted shall vest so long as the employee continues to be in the employment of the Company as the case may be. Vesting of the options shall take place over a maximum period of four years from the date of grant. The minimum vesting period will be 1 (One) year from the date of grant.

The Board or the Compensation Committee may at its absolute discretion at the time of granting the Options include any such criteria such as individual performance, company performance or any other criteria besides tenure as a requirement of vesting.

5. Maximum Period in which the Options will be vested

AXISCADES Engineering ESOP 2018- Series 1 Scheme

Maximum period in which the options shall be vested shall be within five years from the date of grant.

AXISCADES Engineering ESOP 2018- Series 2 Scheme

Maximum period in which the options shall be vested shall be within four years from the date of grant.

6. Exercise Price

The options will be issued at a predetermined exercise price. The exercise price shall be decided by the Board or the Compensation Committee in line with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other applicable guidelines.

7. Exercise Period and Process

The Exercise period shall commence from the date of vesting of Options. The Exercise period shall be decided by the Board or the Compensation Committee subject to a maximum period of 8 (eight) years from the date of grant of options.

The options shall be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Compensation Committee at its sole discretion.

8. The appraisal process for determining the eligibility of employees for the scheme(s).

The appraisal process for determining the eligibility of the employees for the ESOP grant will be specified by the Compensation Committee and will be at its sole discretion.

9. Maximum number of options to be issued per employee and in aggregate

AXISCADES Engineering ESOP- 2018 Series 1

The Compensation Committee to decide the maximum number of options to be granted per employee and in aggregate, however the aggregate number of options under the Scheme shall not exceed 15,10,381 (Fifteen Lakh Ten thousand Three Hundred and Eighty-One).

AXISCADES Engineering ESOP 2018- Series 2

The Compensation Committee to decide the maximum number of options to be granted per employee and in aggregate, however the aggregate number of options under the Scheme shall not exceed 15,10,381 (Fifteen Lakh Ten thousand Three Hundred and Eighty-One).

10. Maximum quantum of benefits to be provided per employee under a Scheme

The maximum quantum of benefits underlying the options issued to an employee under the AXISCADES Engineering ESOP 2018- Series 1 and Series 2 Scheme shall be equal to the difference between the market price of the shares on the exercise date and option exercise price.

11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust

AXISCADES Engineering ESOP 2018- Series 1 and Series 2 Scheme will be implemented by the Company directly.

12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both

AXISCADES Engineering ESOP 2018- Series 1 and Series 2 Scheme will involve issue of new shares by the Company and will not involve any secondary acquisition.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.

Not applicable under the AXISCADES Engineering ESOP 2018- Series 1 and Series 2 Scheme.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).

Not applicable under the AXISCADES Engineering ESOP 2018- Series 1 and Series 2

15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15

The Company shall follow the Guidance as mentioned under the 'Indian Accounting Standard (Ind AS) 102 Share-based Payment' or the relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

16. The method which the company shall use to value its options;

The Company shall calculate the employee compensation cost in respect of options using the fair value of the options as per the applicable laws. The Compensation Committee shall determine from time to time the valuation and accounting methodology for the options issued under the Scheme as per changes in the applicable law. The company shall comply with all the relevant disclosures mentioned under Indian Accounting Standard (Ind AS) 102 Share-based Payment.

17. The following statement, if applicable:

Not applicable (Fair Value Method to be applied as per Indian Accounting Standard (Ind AS) 102 Share-based Payment.

None of the Directors are concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the Scheme.

The members' approval is sought for the Scheme.

By Order of the Board of Directors
For AXISCADES Engineering Technologies Limited

Place: Bengaluru
Date: February 13, 2018

Sd/-
Shweta Agrawal
Company Secretary

Additional information on Directors Seeking appointment / reappointment as per Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Mr. Mritunjay Singh



Brief Resume of Mr. Mritunjay Singh and his areas of expertise are as mentioned in the explanatory statement above. His date of birth is May 27, 1971.

Mr. Mritunjay Singh does not hold Directorship in any other listed entity and also does not hold membership of any Committee of the Board.

He is not related to any Director inter-se and does not hold any Equity shares of the Company.

Mrs. Mariam Mathew



Brief Resume of Mrs. Mariam Mathew and his areas of expertise are as mentioned in the explanatory statement above. Her date of birth is December 15, 1962

Mrs. Mariam Mathew does not hold Directorship in any other listed entity and also does not hold membership of any Committee of the Board.

She is not related to any Director inter-se and does not hold any Equity shares of the Company.