

**AXISCADES TECHNOLOGIES LIMITED**

**CIN: L72200KA1990PLC084435**

**Registered Office:** Block C, Second Floor Kirloskar Business Park Bengaluru-560024

**Tel.:** +91 80 4193 9000 **Fax:** +91 80 4193 9099

**Email:** [investor.relations@axiscades.com](mailto:investor.relations@axiscades.com) **Website:** [www.axiscades.com](http://www.axiscades.com)

**POSTAL BALLOT NOTICE**

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs]

VOTING STARTS ON	VOTING ENDS ON
Monday, 25 <sup>th</sup> April 2022 at 9:00 a.m. (IST)	Tuesday, 24 <sup>th</sup> May 2022 at 5:00 p.m. (IST)

**Dear Shareholder**

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India (“**the SS-2**”), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out hereunder is proposed for approval of the Members of **AXISCADES TECHNOLOGIES LIMITED** (“**the Company**”) as **Ordinary & Special Resolutions**, through Postal Ballot by only remote e-voting i.e. voting through electronic means (“**Remote e-Voting**”).

The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of KFin Technologies Limited (“**Kfin**”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting are appended to this Postal Ballot Notice (“**Notice**”).

The Notice will also be placed on the website of the Company ([www.axiscades.com](http://www.axiscades.com)) and on the website of Kfin (<https://evoting.kfintech.com>).

The Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Notice.

Members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than **05:00 P.M. IST on Tuesday, 24<sup>th</sup> May 2022**. Remote e-Voting will be blocked by Kfin immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors has appointed Mr. Anant Khamankar, of M/s. Anant B Khamankar & Co, Company Secretaries, Mumbai, (FCS: 3198 & COP No. 1860), as Scrutinizer, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before **Thursday, 26<sup>th</sup> May, 2022**. The same will be displayed on the website of the Company: ([www.axiscades.com](http://www.axiscades.com)), the website of Kfin: <https://evoting.kfintech.com> and also shall be communicated to BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), where the Company's equity shares are listed. The Company will also display the results of the Postal Ballot at its Registered Office.

## **SPECIAL BUSINESS**

### **1. APPOINTMENT OF MR. ARUN KRISHNAMURTHI (DIN: 09408190) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to Section 149, 152, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Arun Krishnamurthi (DIN: 09408190), who was appointed as an Additional Director by the Board of Directors w.e.f. 22<sup>nd</sup> November 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a recommendation from Nomination & Remuneration Committee and Board proposing his candidature for the office of a Director, be and he is hereby appointed a Director of the Company not liable to retire by rotation.

### **2. APPOINTMENT OF MR. ARUN KRISHNAMURTHI (DIN: 09408190) AS CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Arun Krishnamurthi (DIN: 09408190), as Chief Executive Officer & Managing Director of the Company, for a period of five years from 22<sup>nd</sup> November 2021 to 21<sup>st</sup> November 2026 at a remuneration for a period of three years from 22<sup>nd</sup> November 2021 to 21<sup>st</sup> November 2024, as per terms detailed herein below:

- 1) Fixed Compensation would be Rs. 2,61,46,833/- per annum (Rupees Two Crores Sixty-One Lakhs Forty-Six Thousand Eight Hundred Thirty-Three Only). The annual increments will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee (hereinafter referred as "NRC") and will be performance based taking into account his individual and Company's performance and policies of the Company.
- 2) Benefits & Retirals would be Rs. 18,53,167/- per annum (Rupees Eighteen Lakh Fifty-Three Thousand One Hundred and Sixty-Seven Only)
- 3) Performance Linked Variable Pay of Rs. 1,60,00,000/- (Rupees One Crore Sixty Lakhs), and
- 4) ESOPs (subject to necessary approvals): 15,10,381 options  
(Details of vesting period, price and vesting criteria will be as per the Company's policy & procedure and as approved by the Board).

**RESOLVED FURTHER THAT** the terms and remuneration as stated above and in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this term mentioned above, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Mr. Arun Krishnamurthi, as Chief Executive Officer & Managing Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary and/or revise the remuneration of Mr. Arun Krishnamurthi) within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

**3. APPOINTMENT OF MR. DAVID ABIKZIR (DIN: 03160720) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 149, 152, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. David Abikzir (DIN: 08764633), who was appointed as an Additional Director by the Board of Directors w.e.f. 22<sup>nd</sup> March 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and who holds office up to the date of the ensuing General Meeting pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and in respect of whom the Company has received a recommendation from Nomination & Remuneration Committee and Board proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company and is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all the acts and to take all the steps as may be necessary, proper and expedient to give effect to the foregoing resolution.”

**4. APPOINTMENT OF MR. ABHISHEK KUMAR (DIN: 01763213) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 149, 152, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Abhishek Kumar (DIN: 01763213), who was appointed as an Additional Director by the Board of Directors w.e.f. 22<sup>nd</sup> March 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and who holds office up to the date of the ensuing General Meeting pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and in respect of whom the Company has received a recommendation from Nomination & Remuneration Committee and Board proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company and is liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all the acts and to take all the steps as may be necessary, proper and expedient to give effect to the foregoing resolution.

**By Order of the Board of Directors  
of AXISCADES TECHNOLOGIES LIMITED**

**Sd/-  
SONAL DUDANI**  
Company Secretary & Compliance Officer  
(Membership No: ACS 40415)

Bangalore, 22<sup>nd</sup> March 2022

**Registered Office:**

Block C, Second Floor, Kirloskar Business Park,  
Bengaluru - 560 024

CIN - L72200KA1990PLC084435

E-mail id: [investor.relations@axiscades.com](mailto:investor.relations@axiscades.com)

Website address: [www.axiscades.com](http://www.axiscades.com)

## Notes:

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Act and Rule 22 of the Rules setting out material facts is appended herein below.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, 15<sup>th</sup> April 2022 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow Part B of instructions given under point 17.
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of Kfin Technologies Limited to provide Remote e-Voting facility to its members.
4. A copy of the Notice is available on the website of the Company at [www.axiscades.com](http://www.axiscades.com), website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of our E-voting agency i.e. KFin Technologies Limited's ('Kfin') E-Voting website at <https://evoting.kfintech.com/>.
5. All documents referred to in the Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [secretary@axiscades.com](mailto:secretary@axiscades.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Monday, 25<sup>th</sup> April, 2022 to Tuesday, 24<sup>th</sup> May, 2022.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
7. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: [www.axiscades.com](http://www.axiscades.com)
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, 15<sup>th</sup> April 2022**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.  
  
Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 17 of this Notice.

11. The Remote e-Voting will commence on **Monday, 25<sup>th</sup> April, 2022 at 9:00 a.m. (IST)** and will end on **Tuesday, 24<sup>th</sup> May 2022 at 17:00 hours (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting will be blocked by Kfin Technologies Limited immediately thereafter and will not be allowed beyond the said date and time.
12. Members are requested to cast their vote through the Remote e-Voting process not later than 17:00 hours IST on **Tuesday, 24<sup>th</sup> May 2022**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
13. The Board of Directors of the Company has appointed Mr. Anant B Khamankar, Company Secretary in Practice, (FCS: 3198 & COP No. 1860), as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same.
14. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorised, on or before **Thursday, 26<sup>th</sup> May 2022**. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.axiscades.com](http://www.axiscades.com) and on the website of Kfin Technologies Limited <https://evoting.kfintech.com> immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
16. The resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Tuesday, 24<sup>th</sup> May 2022**, i.e., the last date specified for receipt of votes through the Remote e-Voting process.
17. **The details of the process and manner for Remote e-Voting are explained herein below: Process to vote electronically using Kfin Technologies Limited e-Voting system:**  
**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.  
**Step 2:** Access to Kfintech e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. User already registered for IDeAS facility:               <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>iv. Click on company name or e-Voting service provider and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. User not registered for IDeAS e-Services               <ol style="list-style-type: none"> <li>i. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Proceed with completing the required fields.</li> <li>iv. Follow steps given in points 1</li> </ol> </li> </ol>

	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>i. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be requested to select the name of the company and the name of the e-Voting Service Provider (ESP) ,i.e. Kfintech.</p> <p>v. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with your registered user ID and password.</p> <p>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</p> <p>v. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>ii. Proceed with completing the required fields.</p> <p>iii. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>i. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Provide your demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts/ Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**Details on Step 2 are mentioned below:**

**A. Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Members whose email IDs are registered with the Company/Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
  - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e Voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).  
Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-Voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [khamankarcs@gmail.com](mailto:khamankarcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [sonal.d@axiscades.in](mailto:sonal.d@axiscades.in) The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No."

**B. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Notice and remote e -Voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not yet registered their respective e-mail address are requested to get their e-mail address temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Post successful registration of email, the Members would get soft copy of the notice and the procedure for remote

e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to [evoting@kfintech.com](mailto:evoting@kfintech.com) In case of any queries, members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- ii. Alternatively, members may send an e-mail request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Notice and the remote e-voting instructions.

### **C. General Instructions**

#### **i. In case Members of the Company have not registered their e-mail address:**

On account of COVID-19 and in terms of the said MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, the Company will send Notice in electronic form only and hard copy of Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only.

- ii. The Remote e-voting period commences from 9.00 a.m. (IST) on Monday, 25<sup>th</sup> April 2022 and ends at 5.00 p.m. (IST) on Tuesday, 24<sup>th</sup> May 2022. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, 15<sup>th</sup> April 2022, may cast their vote electronically. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.

To receive communication through electronic means, members are requested to kindly register/update their respective email address with their depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their respective e-mail address with KFinTech on <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> or contact Mr. Raj Kumar Kale, Assistant Vice President, Toll Free No. 1800 309 4001 at [Unit: AXISCADES Technologies Limited] KFin Technologies Private Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

The following Statement sets out all material facts relating to Item Nos. 1 to 4 mentioned in the accompanying Notice:

The disclosures in accordance with the Act and Listing Regulations and the other applicable provisions of law, are as follows:

#### **Item No. 1 & 2**

The Board of Directors at their meeting held on November 09, 2021, approved the appointment of Mr. Arun Krishnamurthi as an Additional Director of the Company with effect from November 22, 2021, in the capacity of Chief Executive Officer & Managing Director of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Mr. Arun Krishnamurthi's appointment and remuneration, fixed in accordance with Sections 196, 197 and Schedule V of the Companies Act, 2013, is subject to the approval of the members. The Company has received from Mr. Arun Krishnamurthi, his consent to act as Chief Executive Officer & Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Arun Krishnamurthi satisfies all the conditions set out in Part-I of Schedule V of the Companies Act along with conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I**.



Further, pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate / no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year ended March 31, 2021, the profits of the Company may not be adequate due to adverse impact of COVID and therefore the remuneration payable to the Managing Director may exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

The details of remuneration payable to Mr. Arun Krishnamurthi as Chief Executive Officer & Managing Director of the Company for a period of three years from 22<sup>nd</sup> November 2021 to 21<sup>st</sup> November 2024, are as under:

1)	Basic Salary (Fixed Compensation)	Rs. 2,61,46,833/- per annum (Rupees Two Crores Sixty-One Lakhs Forty-Six Thousand Eight Hundred Thirty-Three Only). The annual increments will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee (hereinafter referred as "NRC") and will be performance based taking into account his individual and Company's performance and policies Of the Company.
2)	Perquisites (Benefits & Retirals)	Rs. 18,53,167/- per annum (Rupees Eighteen Lakh Fifty-Three Thousand One Hundred and Sixty-Seven Only)
3)	Performance Linked Variable Pay	Rs. 1,60,00,000/- (Rupees One Crore Sixty Lakhs),
4)	ESOPs (subject to necessary approvals)	15,10,381 options (Details of vesting period, price and vesting criteria will be as per the company policy & procedure and as approved by the Board)
Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to the Managing Director and as may be permitted and approved by the Board of Directors to be paid to the Managing Director and shall be valued as per Income Tax Act & Rules, as amended from time to time.		

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year(s) Mr. Arun Krishnamurthi shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the from time to time. The remuneration payable to Mr. Arun Krishnamurthi shall be subject to the provisions of Section 197 and Schedule V to the Act, and necessary approvals.

**Other terms of Appointment are mentioned as below:**

- i. The appointment may be terminated by either party by giving to the other party Ninety (90) days' prior written notice of such termination or the Company paying six months' remuneration in lieu thereof.
- ii. Termination for Good Cause: The Company shall be entitled to terminate this Agreement (and the employment of the Executive Employee) for Good Cause with immediate effect, with the understanding that the Executive Employee will not be entitled to any termination benefits in the event of such termination except payment of any compensation due but not previously paid to the Executive Employee through the date of termination. "Good Cause" shall include, without limitation, if the Executive Employee:
  - a) neglects or fails to attend to the business of the Company; violates a Policy or applicable statutory and regulatory policies, enactments, rules or regulations; misappropriates any property of the Company; indulges in moral turpitude; carries out any dishonest or fraudulent conduct or act or any breach of trust or breach of faith whether or not the same causes any actual harm or damage or loss to any Person including the Company; is guilty of misconduct while discharging the Executive Employee's Responsibilities or indulges in any act of commission or omission bringing disrepute or notoriety or adverse publicity to the Company; or is in any way, or may at any time be, in a position, which the Company believes, prevents or will prevent him from fulfilling the Responsibilities or the Executive Employee's functions under this Agreement;

- b) has submitted false and/or forged documents of qualification, made false representations and suppressed any material or relevant information required to be disclosed or is guilty of similar acts of dishonesty;
- c) divulges or discloses, either directly or indirectly, any of the Confidential Information either by way of transfer, sale, theft, misappropriation, publication, misuse or wrongful or unauthorised use of the Confidential Information or otherwise;
- d) involves in or affects misappropriation of funds of the Company or its Affiliates;
- e) violates any Act or applicable law including any internal policy or regulation;
- f) is convicted of a criminal offense;
  
- g) wilfully fails or refuses to perform the Responsibilities on behalf of the Company which are consistent with the scope and nature of the Executive Employee's responsibilities, or otherwise to comply with a lawful directive or Policies of the Company;
- h) continuously fails to perform his Responsibilities including non-achievement of the agreed business goals or compliance with the direction of the Chairman / Vice-Chairman / or the board of directors of the Company;
- i) improperly uses the Company's various communications systems i.e. email, telephones, network access, internet etc.;
- j) commits any act prejudicial to the interest or reputation of the Company; or
- k) breaches any of the terms, conditions, or stipulations of this Agreement.
- l) Or does any act which is illegal or not authorised by laws for time being in force or does any act which in the opinion of the Company is in conflict with the interest of the Company or causes prejudice and damage to the Company.

It is expressly agreed that if the Company terminates the Executive Employee's employment at any time for Good Cause, or if the Executive Employee terminates the Executive Employee's employment, joins a competitor of Company or its Affiliates or engages in activities which are harmful to the Company, the Company's obligation to make any payment to the Executive Employee of whatsoever nature, including performance linked pay payments shall immediately end, notwithstanding any other provision of this Agreement.

- iii. In the event the Appointee is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract as per the terms of the Employment Agreement.
- iv. Upon the termination by whatever means of the appointee's employment: -
  - a) he shall automatically cease to be a director of the Company or any of its Affiliates, and the Parties shall take all necessary steps required to effect the removal of the Executive Employee from the board of directors of the Company and its Affiliates with effect from such termination;
  - (b) he shall immediately deliver to the Company all of the Company and its Affiliates' Confidential Information retained or compiled in any device or the Company's property retained by the Executive Employee in relation to his/her responsibilities under this Agreement and concerning the business, finances or affairs of the Company or its Affiliates.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Copy of the agreement entered into between the Company and Mr. Arun Krishnamurthi setting out the terms and conditions of the appointment will be available for inspection by the members at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, upto and including the date of the last date of e-voting.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 2 is annexed hereto as **Annexure-II**.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their shareholding in the Company and except Arun Krishnamurthi to whom the resolutions relates, is in any way concerned or interested, financially or otherwise in the resolutions set out at Item No. 1 & 2 of the Notice.

Pursuant to the recommendations of Nomination and Remuneration Committee, your directors recommend the resolution set out in Item No. 1 as an Ordinary Resolution and Item No. 2 as a Special Resolution for your approval.

### **Item No. 3:**

Keeping in view the growth, operations and size of the Company and based on the recommendation of the Nomination Remuneration Committee, Mr. David Abikzir (DIN: 03160720), who was appointed as an Additional Director in the capacity of Non-Executive Non Independent Director of the Company by the Board of Director in their meeting held on 22<sup>nd</sup> March, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and who holds office up to the date of the ensuing General Meeting pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. Further, the Company has received from Mr. David Abikzir

- (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.
- (iii) affirmation that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I**.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their shareholding in the Company and except Mr. David Abikzir to whom the resolution relates, is in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

The Board considers his appointment as a Director of the Company will be beneficial and is in the interests of the Company. The Board recommends the resolution for approval of the members.

### **Item No. 4**

Keeping in view the growth, operations and size of the Company and based on the recommendation of the Nomination Remuneration Committee, Mr. Abhishek Kumar (DIN: 01763213) who was appointed as an Additional Director in the capacity of Non-Executive Non Independent Director of the Company by the Board of Director in their meeting held on 22<sup>nd</sup> March, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and who holds office up to the date of the ensuing General Meeting pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. Further, the Company has received from Mr. Abhishek Kumar:

- (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.
- (iii) affirmation that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I**.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their shareholding in the Company and except Mr. Abhishek Kumar to whom the resolution relates, is in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Board considers his appointment as a Director of the Company will be beneficial and is in the interests of the Company. The Board recommends the resolution for approval of the members.

**By Order of the Board of Directors  
of AXISCADES TECHNOLOGIES LIMITED**

**Sd/-  
SONAL DUDANI**  
Company Secretary & Compliance Officer  
(Membership No: ACS 40415)

Bangalore, 22<sup>nd</sup> March 2022

**Registered Office:**

Block C, Second Floor, Kirloskar Business Park,  
Bengaluru - 560 024

CIN - L72200KA1990PLC084435

E-mail id: [investor.relations@axiscades.com](mailto:investor.relations@axiscades.com)

Website address: [www.axiscades.com](http://www.axiscades.com)

**Additional information of Director seeking appointment as required under Regulation 36(3) of SEBI (LODR) Regulation, 2015 and applicable Secretarial Standards:**

Name of Directors	Mr. Arun Krishnamurthi 	Mr. David Abikzir 	Mr. Abhishek Kumar 
<b>Date of Birth (age)</b>	1 <sup>st</sup> August 1969 (53 years)	28 <sup>th</sup> May 1978 (44 years)	24 <sup>th</sup> August 1979 (43 years)
<b>Date of Appointment (Initial)</b>	22 <sup>nd</sup> November 2021	22 <sup>nd</sup> March 2022	22 <sup>nd</sup> March 2022
<b>Qualifications</b>	Master of Computer Applications from Pune University	Master's Degree – Wealth & Asset Management – Finance, Kedge Business School - 2005  Master's Degree – Business Law & Finance - Pantheon-Sorbonne University – Paris, France – 2004	MBA, Indian School of Business (ISB), Hyderabad, 2008  B.A (Hons) Economics, Hansraj College, University of Delhi, 2000
<b>Relationship between Directors inter-se</b>	Not related to any Directors of the Company	Not related to any Directors of the Company	Not related to any Directors of the Company
<b>Brief Resume and Expertise in specific functional area</b>	Mr. Arun Krishnamurthi with about 29 years of experience has managed large P&L across Europe, US & Australia. In his previous stints with Wipro and Tata technologies he was responsible for managing business in excess of USD 450Mn. By qualification, he is Master of Computer Applications from Pune University.	Mr. David is a seasoned financial professional with over 18 years of experience. A highly motivated and goal-oriented business development professional with an established track record and experience covering Sales, Marketing, 'go-to-market' strategies and Research & Development in the Indian market. David started his career with CDC IXIS Private Equity, Paris, France, as an Investment Analyst focusing on Tech companies across the globe. The next role with CDC IXIS Pvt Capital Management was as a Private Banker, managing investments for UHNWI. Thereafter he shifted to India and set up Luxe Corporation (a subsidiary of	Abhishek comes with 21 years of diverse experience in business strategy, M&A, operations and investing in Technology & Media. He has led the strategy for scale and growth for ecommerce company, Snapdeal.com, executing 20+ M&As, Investments & JVs across Logistics, Technology & Retail. He has also led investments in Fintech, Consumer internet, core technology platforms for Digital Commerce, Ad-tech & Ecommerce enablers and has launched three television channels and multiple digital properties. He has penned columns on Technology and consumer start-ups. Abhishek began his career in media rising to become Vice President for new ventures, TV18 Broadcast Ltd. He later ran the early-stage venture capital fund for Palaash Ventures as

		GCF Group in India) as a Country Head. Since 2013, he has been associated with Nymex Consulting as CEO – Country Head, serving clients from India, Europe, China and UAE across Consumer Goods and Experiences, Retail, Private Equity, Energy, Biotechnologies, various Industries and Technology with 'go-to-market' strategies.	Head, Investments before moving to Snapdeal as Head of Corporate Development and strategy at a critical growth phase of the company. He was running a venture capital network, Rainforest Venture Network and is also an Advisor and Partner to multiple family offices for technology & consumer investments. The venture network has investments across Healthcare SaaS and consumer products.
<b>Directorships held in other Public Companies along with listed entities from which the person has resigned in the past three years. (excluding Foreign, Private and Section 8 Companies)</b>	Nil  He has not resigned in any Listed Company in past three years	Nil  He has not resigned in any Listed Company in past three years	Nil  He has not resigned in any Listed Company in past three years
<b>Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Nil	Nil	Nil
<b>No. of shares held in the Company, including shareholding held as a beneficial owner</b>	Nil	Nil	Nil
<b>No. of Board Meetings attended during the year</b>	3	Not Applicable	Not Applicable

**Statement containing additional information as required in Schedule V of the  
Companies Act, 2013**

**I. General Information:****1. Nature of industry:**

AXISCADES is a technology solutions company focusing on engineering solutions and services. The Company brings expertise that caters to the engineering, technology, manufacturing and digital needs of fortune 100 clients in aerospace, defence, heavy engineering, automotive, energy & medical equipment sectors. With decades of experience in creating innovative, sustainable and safer products worldwide, it delivers business value across the entire engineering lifecycle.

**2. Date or expected date of commencement of commercial production:**

Existing Company is in operation since 24 August, 1990

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

**4. Financial performance based on given indicators:**

Financial Performance indicators of the Company for the year 2020-2021 are as follows:

<b>Particulars</b>	<b>Standalone (Rs. Lakhs)</b>	<b>Consolidated (Rs. Lakhs)</b>
Total Income	13,516.58	53,830.73
Loss Before Tax	(6,415.81)	(1,037.94)
Loss after tax for the year	(6,324.81)	(2,120.55)

**5. Foreign Investments or collaborations, if any: Nil****II. Information about the appointee:****1. Background details**

Mr. Arun Krishnamurthi was appointed as Additional Director w.e.f. 22<sup>nd</sup> November 2021 in the capacity of Chief Executive Officer and Managing Director of the Company at the Board meeting held on 9<sup>th</sup> November 2021. He has about 29 years of experience and has managed large P&L across Europe, US & Australia. In his previous stints with Wipro and Tata technologies he was responsible for managing business in excess of USD 450Mn. By qualification, he is Master of Computer Applications from Pune University.

**2. Past remuneration**

First appointment in the Company and hence not applicable.

**3. Recognition or awards**

Mr. Arun Krishnamurthi has setup industry councils in the Utilities world where he brought together customers, representatives from the regulator and industry media publications to act as advisory to the industry. Most recently he was a speaker at several Midlands Automotive conferences in the UK on topics such as Electric Vehicles, Autonomous and the importance of Digital in the car of the future. He has also been featured extensively in the media on topics ranging from IT, digital, Utilities and Engineering Services.

**4. Job profile and his suitability**

Mr. Arun Krishnamurthi is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company.

5. **Remuneration proposed**

As stated in the Explanatory Statement at Item No. 1 & 2 of this Notice.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

The remuneration proposed to Mr. Arun Krishnamurthi is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.

7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Mr. Arun has no pecuniary relationship with the Company or with any managerial personnel except the remuneration being approved by the members by way of this resolution.

**III. Other Information:**

1. **Reasons for loss or inadequate profits**

During the financial year ended March 31, 2021, the Company incurred losses due to adverse impact of COVID on the Company's business verticals as well as certain exceptional charge on the books of accounts and therefore the remuneration payable to Mr. Arun Krishnamurthi as Chief Executive Officer and Managing Director may exceed the limits prescribed under the Companies Act 2013. Hence this proposal under applicable provisions of Schedule V.

2. **Steps taken or proposed to be taken for improvement**

The Company has launched several initiatives both on revenue side and cost side, including expanding customer base, across geographies and verticals, acquisition of new business from existing and new customers, foray into value added verticals, improvement in utilization rates, rationalization of costs etc, leading to improvement in business performance

3. **Expected increase in productivity and profits in measurable terms**

The Company's revenue in financial year 2021-2022 is showing quarter on quarter growth and various initiatives launched by the Company is expected to result in improved financial performance in 2021-22.