

Notice

NOTICE is hereby given that the Thirty first (31st) Annual General Meeting (AGM) of the members of **AXISCADES Technologies Limited** (formerly AXISCADES Engineering Technologies Limited) will be held on Tuesday, **28th September, 2021 at 4.00 p.m.** by way of Video Conferencing (VC) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

Item No. 1 Adoption of Audited Financial Statements (Standalone & Consolidated)

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2021 including the Audited Balance sheet as on 31st March 2021, the Statement of Profit and Loss and Cash Flow Statement, for the year ended on that date (including the consolidated financial statements) together with the report of the Board of Directors and Auditors thereon.

Item No. 2 Appointment of Director, Mr. Sharadhi Chandra Babupampapathy, liable to retire by rotation

To appoint a Director in place of Mr. Sharadhi Chandra Babupampapathy (DIN No:02809502), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3 Approval for increase in the pool of ESOP by adding additional Equity shares under existing AXISCADES ESOP 2018 SERIES 2 (THE “SCHEME” / THE “PLAN”) and grant of Stock Options to the eligible employees/Directors of the Company and its Subsidiary Companies.

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 Security and Exchange Board of India with respect to SEBI SBEB Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, further to the shareholders’ approval dated 31.03.2018 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 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 Directors 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, (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 ₹5/- (Rupees Five only) each fully paid-up, **additionally** 26,43,167 (Twenty Six lakhs, forty three thousand, one hundred and sixty seven only) equity shares under existing pool of 15,10,381 equity shares under scheme -**AXISCADES ESOP 2018 Series 2, thereby the total pool under both the ESOP Series 1 & 2 shall not exceed 56,63,929** (Fifty Six lakhs, sixty three thousand, nine hundred and twenty nine only) shares or 15% of the paid up equity shares of the Company from time to time, on payment of the requisite exercise price to the Company, under existing schemes -**AXISCADES ESOP 2018 Series 1 and Series 2 (the “Scheme”)**, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board and / or the Compensation Committee in accordance with the provisions of the law and 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 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 Security 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.”

*Pursuant to the change of the name of company from AXISCADES Engineering Technologies Limited to AXISCADES Technologies Limited, the name of both the schemes stands changed to AXISCADES ESOP 2018- Series 1 and AXISCADES ESOP 2018- Series 2

Item No. 4 APPROVAL FOR GRANT OF ADDITIONAL STOCK OPTIONS TO EMPLOYEES & DIRECTORS OF THE SUBSIDIARY COMPANIES UNDER THE AXISCADES 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 FURTHER 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 Security and Exchange Board of India with respect to SEBI SBEB Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, further to the shareholders’ approval dated 31.03.2018 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 ₹5/-(Rupees Five only) each fully paid-up, **additionally** 26,43,167 (Twenty Six lakhs, forty three thousand, one hundred and sixty seven only)) equity shares under existing pool of 15,10,381 equity shares under scheme -**AXISCADES ESOP 2018 Series 2** not exceeding 41,53,548 (Forty One lakhs, Fifty three thousand, five hundred and forty eight only) equity shares or 11% 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 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 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 Security 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.”

Item No. 5 APPROVAL FOR GRANT OF ADDITIONAL 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 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 Security 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 ESOP 2018- Series 1 and Series 2 Scheme**”, exercisable into equity shares of face value of ₹5/- (Rupees Five only) each fully paid-up, not exceeding 56,63,929 (Fifty Six lakhs, Sixty three thousand, nine hundred and twenty nine only) equity shares or 15% 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 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 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 Security 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.”

Item No. 6 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION-Consultancy agreement between Wholly Owned Subsidiary AXISCADES Inc. & INBIS where Chairman Mr. David Bradley is interested.

To consider and if thought fit, to pass, with or without modifications, the following resolution as **ordinary resolution**.

“Resolved that pursuant to the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made thereunder including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and Company’s Policy, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to allow Mr. David Bradley, Chairman and Director (Non Executive), to enter into contract(s)/ arrangement(s)/ transaction(s) with AXISCADES Inc. (Wholly Owned Subsidiary) through INBIS Consultants Limited where Mr. David Bradley is interested in the capacity of Director and CEO and holds majority stake on such terms and conditions as the Board of directors deem fit, for a period of one year and at an Annual Fees of USD 120,000.”

Item No. 7 REVISION IN THE REMUNERATION OF MR. SHARADHI CHANDRA BABUPAMPAPATHY, CEO & EXECUTIVE DIRECTOR

To consider and if thought fit, to pass, with or without modifications, the following resolution as **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, the Company be and hereby approves revision in the remuneration of Mr. Sharadhi Chandra Babupampapathy (DIN No. 02809502), Acting Chief Executive Officer (CEO) and Executive Director, as detailed herein below:

Remuneration effective from 1st July 2021:

Basic Salary - ₹90,00,000/ per annum

Subject to Applicable Law and internal policies of the Company, the Executive shall also be entitled for the following **perquisites and allowances**:

- Contribution by the Company shall be at the rate of twelve percent (12%) to the provident fund.
- Gratuity payable at the rate of half a month’s salary calculated on the basis of twenty six (26) days’ in a month, for each completed year of service.
- The Company shall reimburse all expenses for running and maintenance of car a maximum of Rupees Forty Thousand Only (₹ 40,000/-) per month.
- Eligible for leaves as per the leave rules of the Company.
- Reimbursement of all expenses including entertainment and traveling incurred in the course of the business of the Company.
- Medical Insurance coverage upto Rupees Seven Lakh Only (₹ 7,00,000/-) for self, family and dependents.
- Personal Accident Insurance coverage up to Rupees Forty Lakh Only (₹ 40,00,000/-) for self.

Performance linked incentive: The Company shall subject to its discretion and based on the performance of the Executive, pay a performance linked bonus of Rupees Fifty Three Lakhs Thirty Thousand Only (₹ 53,30,000/-) 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.

Special Officiating Allowance: The Company shall subject to its discretion and based on the performance of the Executive, pay a special officiating allowance of Rupees Thirty One Lakh Seventy Thousand Only (₹ 31,70,000/-) 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 work anniversary and paid accordingly subject to deduction of applicable taxes. If the contract come to end before the completion on any work anniversary then the amount shall be prorated and calculated accordingly.

Sitting Fee: No sitting fees shall be paid to the Executive for attending the meeting 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. Sharadhi Babu subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or as approved under this resolution, whichever is higher.

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 deem necessary, proper or desirable with any regulatory authorities, as may be required, and to execute all such deeds, documents, application, as it may deem necessary or incidental to giving effect to this resolution.”

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

Sd/-

Shweta Agrawal
Company Secretary

Place: Ghaziabad
Date: 7th August 2021

Registered office

Block C, 2nd Floor, Kirloskar Business Park,
Bengaluru-560024.
CIN: L72200KA1990PLC0084435,
e-mail: info@axiscades.in

EXPLANATORY STATEMENT FOR ITEM 3,4,5

The members are apprised that the Employee Stock Option Scheme, 2018 (ESOP Scheme/Plan)- Series 1& 2 of the Company, was approved by its shareholders by way of special resolution on 31st March 2018. As the Company is proposing to increase the number of grants and the employee base, the ESOP Scheme- Series 2 requires necessary amendments and variations in compliance with the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “SEBI (SBEB) Regulations”) and related circulars. As per SEBI (SBEB) Regulations, the necessary amendments and variations to the ESOP Scheme- Series 2 need to be approved by the shareholders of the Company by way of a special resolution and accordingly the same is being placed before the shareholders for their approval. The amended ESOP Scheme- Series 2 shall be applicable from the date of passing of this resolution.

The Nomination & Remuneration Committee and Board of Directors vide resolution passed on 5th February 2021 & 7th August 2021 has approved the amendments proposed in the Scheme- Series 2.

The salient features of the ESOP Scheme- Series 2 of the Company are given hereinbelow:

The **AXISCADES ESOP 2018- 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 ESOP 2018- 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 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) plus additional 26,43,167 (Twenty Six lakhs, forty three thousand, one hundred and sixty seven only) 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 ₹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.

Details of Variation in ESOP Series 2

Clause No	New Provision	Existing Provision
Clause 14.1	• The total number of option rights granted shall not, at any time, exceed 26,43,167 (Twenty six Lakh, forty three thousand One Hundred and sixty seven).	• The total number of option rights granted shall not, at any time, exceed 15,10,381 (Fifteen Lakh Ten Thousand Three Hundred and Eighty-One only).
Clause 14.3	• The Company has set aside 26,43,167 (Twenty six Lakh, forty three thousand One Hundred and sixty seven only) shares from the authorized capital for the purpose of this Plan. Each Option entitles the Grantee thereof to apply for and be allotted one equity share of the Company at the Exercise Price.	• The Company has set aside 15,10,381 (Fifteen Lakh Ten Thousand Three Hundred and Eighty-One only) shares from the authorized capital for the purpose of this Plan. Each Option entitles the Grantee thereof to apply for and be allotted one equity share of the Company at the Exercise Price.

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 ESOP 2018- Series 2 Scheme:

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

Following persons are not eligible:

- An employee who is a Promoter or belongs to the Promoter Group;
- 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
- 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 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 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. Excise 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 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 25,10,381 (Twenty Five 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 ESOP 2018- 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 ESOP 2018- 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 ESOP 2018- 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 ESOP 2018- 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 ESOP 2018- 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.

ITEM 6:

The Company's Act, 2013, aims to ensure transparency in the transactions and dealing with Related parties of the Company. The provisions of section 188(1) (f) govern the related party's appointment to any office or place of profit, in the company, its subsidiary or associate company.

Mr, David Bradley, was appointed as the Director of the company w.e.f 5th March 2019 and as the Chairman w.e.f. 31st May 2019. He brings immense value in his role as Chairman having led a large global Engineering services company.

Mr. David Bradley was instrumental in developing and scaling several accounts into USD 50+Mn relationships in the global Engineering industry. He also served as a Member of the Management Board of Assystem since December 13, 2007 and was CEO of Assystem UK Ltd. Assystem GPS is currently known as Expleo, has a presence in 25 countries and more than 14,000 employees with Euro 1Bn in revenues in 2017.

Mr. David is spending considerable time with the Company in mentoring senior management team and in improving and scaling up the organisation processes. Some of the efforts are visible in the form of client mining, new customer acquisition, higher profitability over the last two years and the cash that is being generated from operations.

The proposed resolution seeks approval of the members for remunerating Mr. David Bradley, Chairman and Director (Non Executive) partly for his efforts through his company INBIS Consultants Limited, where he is interested in the capacity of Director

and CEO and holds majority stake. The consultancy agreement shall be between AXISCADES Inc. (Wholly Owned Subsidiary) and INBIS.

This agreement shall commence on 1st April 2021 and shall continue until 31st March 2022 at which time the agreement may be renewed on mutually acceptable terms & conditions.

Based on the recommendation and approval of the Nomination & Remuneration Committee and Audit Committee, the Board of Directors, in their meeting held on 11th June 2021 approved this Contract for the said limit and with the terms agreed and recommends the same for shareholders approval.

Mr David's present role is crucial to provide impetus in expanding the global business in the emerging market business of the company. Considering his qualification, experience, present role, prescribed limit of the Companies Act, 2013 is not commensurate, hence require approval of the Shareholders. Section 188 of the Company's Act, 2013, provides that no company shall enter into any contract or arrangement with the related party except with the consent of the Board of Directors and in case it exceeds the threshold, then with the consent of shareholders as well.

Members are informed that no member shall vote on this resolution, if such member is a related party.

The Board recommends the said resolution for approval of the members as ordinary resolution.

Mr. David Bradley is deemed to be interested in the said resolution.

Apart from the above, none of the Director or Key Management personnel is in any way concerned or interested in this Resolution.

ITEM 7:

Keeping in view the growth, operations and size of the Company, performance evaluation and based on the recommendation of the Nomination Remuneration Committee and Board, remuneration of Mr. Sharadhi Chandra Babubampapathy Executive Director & Acting Chief Executive officer (CEO) of the Company, is proposed to be increased, in compliance of the provisions of the Act.

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 2020-2021 are as follows:

Particulars	Standalone (₹ Lakhs)	Consolidated (₹ Lakhs)
Total Income	13,516.58	53830.73
Profit Before Tax (PBT)	(6,145.81)	(1037.94)
Net Profit after Tax (PAT) (before Minority Interest)	(6,324.81)	(2120.55)
Earning per Equity Share (Basic & Diluted)	(16.75)	(5.74)

Export performance & Net foreign exchange collaborations:

- The Company has registered STPI units and is an exporter. The export earnings for the year 2020-2021 stood at ₹14,684.48 lakhs
- The Company has no foreign collaborations.

Foreign investments:

As as 31st March 2021, the Company has an investment of ₹14.89 crs. in its wholly owned subsidiary AXISCADES Inc. in US and ₹0.43 cr. in Axis Mechanical Design (Wuxi) Co. Limited in China & ₹4,596/- in Cades Canada Technology Inc. in Canada and ₹18.86 lakhs in AXISCADES GmbH. The subsidiary is engaged in a similar line of business.

Past Remuneration:

Mr. Sharadhi Babu is serving the company as Chief Executive Officer (CEO) & Director (whole time) since 2019 and his remuneration was approved by the shareholders in the Annual General meeting held on 30th September 2019. He was entitled for 121.50 lakhs pa including performance linked variable pay. Based on his performance in the company it is proposed to increase his remuneration to ₹175 lacs pa.

Director's Profile

Sharadhi is an Aeronautical Engineer, a Software Professional and an Entrepreneur with over 25 years of industry experience.

Sharadhi has served as an Aeronautical Engineering Officer in the Indian Air Force handling technology and operations of Radar, Communication, Data Handling and associated systems. His work

experience in the field of Software Engineering spans across several cutting edge technologies, Product Development, Systems and Application Development, Designing, Architecting, Building and Delivering several innovative products and many huge, complex Software Systems of Networking, Wireless and Wire-line Communications and blend of Open and Embedded Systems domain expertise.

Sharadhi co-founded M/s Adamya Technocrats and worked as its Chief Operating Officer.

The proposed remuneration is mentioned in the proposed resolution.

The remuneration of Mr. Babu 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. Mr. Babu is driving the overall Strategy of the Company and is responsible for large OEM Relationship Management, M&A Strategy, in addition overseeing Business affairs of the company. He is accountable to the Board of Directors of the company.

Mr. Babu 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 offshoring mix which will improve the margins way forward.

The increase in remuneration specified above is 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. Sharadhi Babu, Chief Executive Officer & Executive Director.

The resolution seeks the approval of the shareholders for payment of proposed remuneration to Mr. Sharadhi Babu as Acting Chief Executive Officer & Executive Director of the Company, subject to the compliance of the provisions of the Companies Act, 2013, from July 1st 2021.

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.axiscades.com.

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

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Mr. Sharadhi Chandra Babupampapathy



Sharadhi is an Aeronautical Engineer, a Software Professional and an Entrepreneur with over 25 years of industry experience. Sharadhi co-founded M/s Adamya Technocrats and worked as its Chief Operating Officer.

Date of Birth: 20.06.1965

He does not hold Directorship in any other listed entity and is not a member of any Committee of the Board.

He is an Executive Director (KMP) in AXISCADES Aerospace & Technologies Private Limited (ACAT), wholly owned subsidiary.

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

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
 2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13 2021 read with circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
 3. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA CIRCULARS ON ACCOUNT OF THREAT POSED BY COVID-19, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
 4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
 5. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility.
- Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail ID to the Scrutinizer by email through its registered email address to khamankarcs@gmail.com with a copy marked to einward.ris@kfintech.com(KFIN’s ID).

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT

6. In accordance with the MCA Circulars and SEBI Circulars:
 - a) Notice of the AGM along with the Annual Report for the financial year 2020-21 is being sent to the Members and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants (‘DPs’)/ Depository/ KFIN. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.
 - b) Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below.

Guidelines to register email address:

- i) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- ii) Select the company name i.e. AXISCADES Technologies Limited.
- iii) Enter DPID-CLIENT ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- vi) Enter the email address and Mobile No.
- vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
- viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- ix) The Company through KFIN will send the Notice, Annual Report and the e-voting instructions along with the User ID and Password to the email address given by you.

Alternatively, Members may send a copy of the share certificate (in case shares are held in physical form) along with scanned copy of the signed request letter mentioning Name, Folio Number, Share certificate number, complete address, email address and mobile number, and scanned copy of self-attested PAN card to enable KFIN to register their e-mail address and to provide them the Notice, Annual Report and the e-voting instructions along with the User ID and Password at the email id einward.ris@kfintech.com.

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.

- x) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice, Annual Report and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- xi) In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 309 4001.

7. The notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, 20th August.
8. The Notice of the AGM and the Annual Report for the financial year 2020-21 will be available on the website of the Company (www.axiscades.com), on the website of KFIN (<https://evoting.kfintech.com/public/downloads.aspx>) and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM

9. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
10. Members are requested to follow the procedure given below to attend the AGM through VC / OAVM or view the live webcast:
 - i) Launch internet browser (latest version of Chrome/Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
 - ii) Enter the login credentials (i.e., User ID and password for e-voting provided by KFIN).
 - iii) After logging in, click on "Video Conference" option.
 - iv) Then click on camera icon appearing against AGM event of AXISCADES Technologies Limited to attend the AGM. Please do the echo test once you enter into the AGM room.
11. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.
12. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the expiry of 15 minutes after conclusion of the AGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.
13. The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password. On successful login, select 'Post Your Question' option which will be opened 9:00 A.M. (IST) on Friday, September 24, 2021 and will end at 5:00 P.M. (IST) on Sunday, September 26, 2021.
14. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views

or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The facility of 'Speaker Registration' will open at 9:00 A.M. (IST) on Friday, September 24, 2021 and will end at 5:00 P.M. (IST) on Sunday, September 26, 2021. Only those members who are registered will be allowed to express their views or ask questions.

1. Members who wish to ask questions during the AGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:

(i) Click on the following URL:

<https://emeetings.kfintech.com>

(ii) Use e-voting User ID and Password, to register as a 'Speaker'.

(iii) Only those Members holding shares either in physical form or in electronic form, as on the cut-off date of **Tuesday, 21st September 2021**, may register themselves as a 'Speaker' from **Friday, 24th September 2021 (9:00 A.M.)** upto **Sunday, 26th September 2021 (5:00 P.M.)**. This will enable KFIN to make requisite arrangements for the said Members to ask questions during the AGM through VC.

(iv) Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM.

(v) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

2. Members who wish to post their queries may do so before the AGM, up to Sunday, 26th September 2021 (5.00 P.M.) by following the instructions, as mentioned below:

(i) Click on the following URL: <https://emeetings.kfintech.com>

(ii) Use e-voting User ID and Password, to post queries.

15. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM by sending an e-mail to the Company at secretary@axiscades.in and marking a copy to evoting@KFintech.com mentioning their name, DP ID-Client ID / Folio number on or before Sunday, September 26, 2021 or they can post their questions from 9:00 A.M. (IST) on Friday, September 24, 2021 to 5:00 P.M. (IST) on Sunday, September 26, 2021, by logging on to <https://emeetings.kfintech.com>. They can also upload their video by registering themselves as speaker by accessing the facility provided at <https://emeetings.kfintech.com->speaker-registration>. The maximum time limit of the video should be three minutes. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers,

depending upon the availability of time, for smooth conduct of the AGM.

16. In case of any query relating to the procedure for attending AGM through VC/ OAVM or for any technical assistance, Members may call on toll free no.: 1800 309 4001 or send an e-mail at einward.ris@kfintech.com.

17. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

18. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at www.axiscades.com.

19. Institutional shareholders are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

20. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by listed entities, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

21. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFin as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting). The instructions for e-voting are given below:

I. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities" e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs) in order to increase the efficiency of the voting process.

II. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

22. The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.

23. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the AGM but can't vote at the AGM.
24. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
25. The remote e-voting facility will be available during the following period:
- Commencement of remote e-voting:**
From 9.00 a.m. (IST) on September 25, 2021
- End of remote e-voting:**
Upto 5.00 p.m. (IST) on September 27, 2021
26. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of aforesaid period.
27. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as at close of business hours on Tuesday, September 21, 2021 ('cut-off date').
28. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
29. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
30. The members who will be present in attending the AGM through VC / OAVM and have not already cast their vote(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING

31. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> i) Visit URL: https://eservices.nsd.com ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> i) To register click on link: https://eservices.nsd.com ii) Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields. iv) Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> i) Open URL: https://www.evoting.nsd.com/ ii) Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. iv) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e KFin v) On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi/Easiest <ol style="list-style-type: none"> i) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii) Click on New System Myeasi iii) Login with your registered user id and password. iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal. v) Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii) Proceed with completing the required fields. iii) Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> i) Visit URL: www.cdslindia.com ii) Provide your demat Account Number and PAN No. iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv) After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.
Individual Shareholders login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 2. 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. 3. Click on options available against company name ore-Voting service provider –Kfin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

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

- a) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin 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://emeetings.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) xxxx, 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 KFin 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" i.e., 'AXISCADES TECHNOLOGIES LIMITED' 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 accounts.
 - 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).
 - xii. 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 attend the AGM through VC / OAVM on its behalf and 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 with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”
- b) Any person who becomes member of the Company after dispatch of the Notice of AGM and is holding shares as on the cut-off date i.e Tuesday, September 21, 2021 may obtain the User ID and password in the manner as mentioned below:
- a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399 Example for NSDL: MYEPWDIN12345612345678 Example for CDSL: MYEPWD1402345612345678 Example for Physical: MYEPWD XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a password.
 - c) Member may Call KFin’s Toll free number 1800 3094 001
 - d) Member may send an e-mail request to evoting@kfintech.com

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

32. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
33. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.kfintech.com/public/Faq.aspx>). In case of any other queries/grievances connected to remote e-voting or shares, you may contact Mr. Raj Kumar Kale, an official of KFIN, at telephone number: 040-67162222 or the toll free number 1800-309-4001 or at email: evoting@kfintech.com.
34. The Board of Directors has appointed Mr. Anant Khamankar ((Membership No. 3198)), as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
35. The Scrutinizer, after scrutinizing the voting through e-voting / remote e-voting at AGM and through remote e-voting shall, within Forty Eight (48) Hours from conclusion of the AGM, make a consolidated scrutinizer’s report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorised by him. The Chairman or the authorized person shall declare the results. The results declared shall be available on the website of the Company (www.axiscales.com) and on the website of KFIN (<https://evoting.kfintech.com>). The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

36. All documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, September 28, 2021. Members seeking to inspect such documents can send an email to secretary@axiscales.in.
37. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection by the members during the AGM.

OTHER INFORMATION:

38. Information regarding particulars of the Directors to be re-appointed requiring disclosure in terms of the Secretarial Standard 2, Listing Regulations and the explanatory statement pursuant to Section 102 of the Act are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure do not include the directorships held in foreign companies. The committee chairmanships/ memberships considered for the purpose of disclosure are those prescribed under Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies.
39. As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFIN for assistance in this regard.
40. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other share related matters and/ or change in address or updation thereof to KFIN. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
41. Non-resident Indian shareholders are requested to inform about the following to the Company or KFIN or the concerned DP, as the case may be, immediately of:
- The change in the residential status on return to India for permanent settlement;
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
42. Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFIN.
43. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFIN enclosing their share certificates to consolidate their holding into one folio.
44. Members may contact the Company or KFIN for conveying grievances, if any, relating to the conduct of the AGM, at the following address:
- AXISCADES Technologies Limited**
Shweta Agrawal
Company Secretary & Compliance Officer
secretary@axiscades.in
- KFin Technologies Private Limited**
Unit: Axiscades Technologies Limited.
Selenium Tower B, Plot Nos. 31 & 32
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad, Telangana - 500032
Toll Free No.1800 3094 001
Email: einward.ris@kfintech.com
Contact Person:
Shri Raj Kumar Kale,
Assistant General Manager(RIS)

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

Place: Ghaziabad
Date: 7th August 2021

Sd/-
Shweta Agrawal
Company Secretary