

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting (AGM) of the members of **AXISCADES Technologies Limited** will be held on Thursday, September 28, 2023 at 2:30 P.M. (IST) 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 Audited Financial Statements of the Company for the year ended March 31, 2023, including the audited Balance Sheet as on March 31, 2023, 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. David Bradley (DIN: 08380717), liable to retire by rotation

To appoint a Director in place of Mr. David Bradley (DIN: 08380717), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 Mr. Sharadhi Chandra Babu Pampapathy (DIN: 02809502), Director liable to retire by rotation, who does not seek re-election

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

"RESOLVED THAT in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Sharadhi Chandra Babu Pampapathy (DIN: 02809502), a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as a Director of the Company."

"RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled."

SPECIAL BUSINESS:

Item no. 4 Appointment of Dr. S. Christopher (DIN: 08983133) as Non-Executive, Non-Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 152, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in compliance with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. S. Christopher (DIN: 08983133), who was appointed as an Additional Director by

the Board of Directors w.e.f. 30th June 2023, pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Companies Act, 2013 and based on the recommendation from Nomination & Remuneration Committee and the 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, liable to retire by rotation."

Item no. 5 Payment of Commission to Non-Executive Directors

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration, by way of commission or otherwise to Non-Executive Directors of the Company, upto an amount, not exceeding 2% of the standalone net profits of the Company, in accordance with the audited standalone financial statements, computed in accordance with section 198 of the Companies Act, 2013, so however, that in the case of loss or inadequacy of profits, the Non-Executive Directors shall be paid remuneration of Rs. 5 lakhs each per annum, for a period not exceeding 3 years, in accordance with the limits specified in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to the Non-Executive Directors and the quantum, proportion and manner of such payment and distribution to be made as the Board of Directors of the Company may from time to time decide.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits during the term mentioned above, the Commission as approved by the Board of Directors, subject to the limits specified above, be paid as minimum remuneration to the Non-Executive Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary and/or revise the remuneration of Non-Executive Directors 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."

Item No. 6 Approval for borrowing limits of the Company

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

"RESOLVED THAT in supersession of the special resolution passed by the shareholders in their Annual General Meeting held on 27th September 2022 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and subject to the approval of such authority, as may be required, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized and shall be deemed to have always been so authorized to raise and borrow for and on behalf of the Company, any sum or sums of money, from time to time, from such authorities or bodies corporate or banks or financial institutions or any other agency, either domestic or foreign, or the general public, by way obtaining loans, overdraft facilities, lines of credit, commercial papers, debentures, external commercial borrowings (loans/ bonds), bridge loans, term loans or any other loans in any other forms, whether secured or unsecured, notwithstanding that the sum or sums so borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any point of time exceed the limit of Rs. 500 crores (Rupees Five Hundred Crores Only)."

Item No. 7 Approval for creation of charge on the assets of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company is hereby accorded to the creation by the Board of Directors of the Company (Hereinafter referred to as the "Board", which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) of such mortgages, charges and hypothecations, as may be necessary on such assets of the Company, both present and future, in such a manner as the Board may direct, in favor of such authorities or bodies corporate or banks or financial institutions or any other agency, either domestic or foreign, or the general public, to secure rupee term loans, foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs.500 crores (Rupees Five Hundred Crores) with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies under their respective Agreements/Loan Agreements/ Debenture Trust Deeds, in any other form entered into or to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and /or charges already created or to be created in future by the Company as may be agreed to between the Board and concerned lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company."

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

Sd/-

Sonal Dudani

Company Secretary & Compliance Officer

Place: Bengaluru

Date: September 05, 2023

Registered Office

Block C, 2nd Floor, Kirloskar Business Park,
Bengaluru-560024.

CIN: L72200KA1990PLC0084435,

e-mail: info@axiscades.in

STATEMENT SETTING OUT ADDITIONAL INFORMATION IN RESPECT OF ITEM NO.3 OF THE NOTICE ITEM

Item no. 3:

In accordance with the provisions of the Companies Act, 2013 and Articles of the Company, Mr. Sharadhi Chandra Babu Pampapathy (DIN: 02809502) is due to retire by rotation at the forthcoming Annual General Meeting. However, he has not offered himself for re-election on the Board and ceases to be a Director after the conclusion of the Annual General Meeting, resulting in a vacancy on the Board; and, the Board has resolved, subject to approval of shareholders, that the vacancy in the Board so created shall not be filled, for the time being. The Board recommends the resolution for approval by the shareholders. None of the Directors have any concern or interested in this resolution.

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 7 OF THE NOTICE

In conformity with provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item no. 4:

Keeping in view the growth, operations and size of the Company and based on the recommendation of the Nomination Remuneration Committee, Dr. S. Christopher (DIN: 08983133) was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company by the Board of Directors with effect from 30th June 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and 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.

Accordingly, approval of the members is sought for the appointment of Dr. S. Christopher as Non-Executive Director who is eligible for appointment as a Director liable to retire by rotation. The Company has received from Dr. S. Christopher:

- 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 Dr. S. Christopher 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 interest of the Company. The Board recommends the resolution for approval of the members.

Item no. 5:

The Company's Non-Executive Directors are professionals having rich experience in functional areas in the industry in which the Company operates.

With the enhanced complexity, size and global operations of the AXISCADES Group, the role and responsibilities of the Board, particularly Non-Executive Directors has become more onerous, requiring greater time commitment, attention and a higher level of oversight of the said Directors. The Non-Executive Directors have been shaping and steering the long-term strategy and making invaluable contributions towards AXISCADES group level strategy, and exercising oversight on corporate governance, including monitoring of risk management and compliances.

Pursuant to the provisions of 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 or any other Non-Executive Director, including an Independent Director, by way of remuneration any sum exclusive of any fees payable to Directors under sub-section (5) of section 197 in accordance with the provisions of Schedule V as may be decided by the Board of Directors.

In accordance with the limits specified in Schedule V to the Companies Act, 2013 the Nomination and Remuneration Committee (NRC) on 31st July 2023 and the Board on 4th August 2023 recommended payment of commission to Non-Executive Directors of the Company, upto an amount, not exceeding 2% of the net profits of the Company, in accordance with the audited standalone net profits of the Company for the financial year, computed in accordance with section 198 of the Companies Act, 2013 and in the case of loss or inadequate profits, payment of minimum remuneration of Rs.5 lakhs p.a. per Non-Executive Director, for a period of 3 years, in accordance with the limits specified in Schedule V to the Companies Act, 2013. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings.

The Commission is proposed for all Non-Executive and Independent Directors 'excluding' Executive Directors of the AXISCADES Group.

Accordingly, the Board recommends the resolution set forth in Item No. 5 relating to payment of remuneration to Non-

Executive Directors, by way of Special Resolution.

The Managing Director and other Key Managerial Personnels of the Company and their relatives are not concerned or interested financially or, otherwise, in the resolution set out at item No. 5 of the Notice. Non-Executive Directors may be deemed to be concerned or interested in the resolution to the extent of remuneration or fees that may be received by them. The relatives of Non-Executive Directors may be deemed to be interested or concerned in the resolution, to the extent of their shareholding interest, if any, in the Company.

Disclosure required under Schedule V to the Company Act, 2013 is given in Annexure II to this Notice.

Item no. 6 & 7:

In terms of Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in clause (c) of sub-section (1) of section 180, it shall be sufficient if the company passes a special resolution

only once in a year for all the offers or invitations for such debentures during the year.

The shareholders of the Company in their Annual General Meeting held on 27th September 2022, by a special resolution (in accordance with the provisions of Companies Act, 2013), authorized the Board of Directors / Committee, of the Company, to borrow sums in excess of paid-up share capital and free reserves but not at any time exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) and to create a charge on the assets of the company, where required, to secure the borrowing in favor of the lenders. Considering the requirement of shareholder's approval once in a year for all the offers or invitations for issuance of debentures during the year, as prescribed, the Board recommends the resolution of the accompanying Notice for the approval of the members of the Company by way of Special Resolution.

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

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

Sd/-

Sonal Dudani

Company Secretary & Compliance Officer

Place: Bengaluru

Date: September 05, 2023

Registered Office



Block C, 2nd Floor, Kirloskar Business Park,
Bengaluru-560024.

CIN: L72200KA1990PLC0084435,

e-mail: info@axiscades.in

Annexure-I

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT, PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY ICSI:

Name of Directors	David Bradley	Dr. S. Christopher
		
DIN	08380717	08983133
Date of Birth (age)	21 st April 1961 62 years	08 th July 1955 68 years
Date of Appointment (Initial)	05 th March 2019	30 th June 2023
Qualifications	MBA from Warwick University UK, Bachelor of Science in Engineering and was elected Fellow of the Institute of Mechanical Engineers.	BE (Hons) in Electronics and Communication Engineering from the College of Engineering, University of Madras in 1978, MTech in Microwaves and Radar Engineering from IIT, Kharagpur, and PhD in Antenna and Measurement Techniques from IIT Madras.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Person of the Company	Not related to any Directors or Key Managerial Person of the Company
Brief Resume and Expertise in specific functional area	<p>Mr. David Bradley has been at the head of 5 different companies. Mr. Bradley occupies the position of Chief Executive Officer & Managing Director at Inbis (Isle of Man) Ltd. and Chairman at AXISCADES Technologies Limited.</p> <p>Until recently, Mr. David Bradley served as Executive Vice-President of Global Product Solutions at Assystem and managing a business of USD 750Mn. He was instrumental in developing and scaling several accounts into USD 50+Mn relationships. He also served as a Member of the Management Board of Assystem since December 13, 2007 and was CEO of Assystem UK Ltd.</p>	<p>Dr. S Christopher, who retired as a distinguished scientist from DRDO, has made significant contributions in the development of Indian Airborne Early Warning and Control (AEW&C) system, from the inception to induction to Indian Air force. He served as the Secretary to the Department of Defence R&D, MoD, Gol, managing ATVP, the design house of nuclear submarine programme, ADA, the fighter aircraft design agency and the Brahmos, missile joint venture with Russia as well as the Chairman of the Defence Research and Development Organisation (DRDO), and is presently engaged as a professor of practise in the Department of Electrical Science at the Indian Institute of Technology Madras.</p> <p>He has the experience of managing critical projects including ATVP - the design house of nuclear submarine programme, ADA - fighter aircraft design agency and the Brahmos – joint missile venture with Russia. Over the years, Dr. Christopher has held several esteemed positions where he served as the Project Director for LCA Multi Mode Radar and led the design & development of slotted array technology used in several airborne and missile projects. He was also the Project Director for development of Maritime Patrol Airborne Radar - SuperVision 2000, for the Indian Navy.</p>

Name of Directors	David Bradley	Dr. S. Christopher
Directorships held in other Public Companies	Nil	Directorships: Tidel Park Limited
Names of listed entities from which the appointee director has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Membership in Audit Committee of Tidel Park Limited
No. of equity shares held in the Company (self and as a beneficial owner)	Nil	Nil
No. of Board Meetings attended during the year 2022-23	10	NA
Terms and conditions of appointment / reappointment	-	As set out in the Explanatory Statement
Remuneration last drawn in financial year 2022-23	Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid to Mr. David Bradley.	NA
Remuneration proposed to be paid in financial year 2023-24	Sitting fees and Commission will be paid as approved by the Board from time to time; within the limits approved by the shareholders in the ensuing AGM.	

Annexure-II

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information

1. Nature of Industry:

AXISCADES is a leading end to end engineering and technology solutions Company focusing on the engineering R&D segment. The Company brings expertise that caters to the digital, engineering, and smart manufacturing needs of leading global OEMs in aerospace, defence, heavy engineering, automotive, energy, semiconductor & medical equipment sectors. With decades of experience in enabling creation of innovative, sustainable, and safer products worldwide, AXISCADES delivers business value across the entire engineering lifecycle.

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

The Company is in operation since 24 August 1990.

3. Financial performance based on given indicators:

Financial Performance indicators of the Company for the year 2022-23 are as follows:

Particulars	Standalone (Rs. Lakhs)	Consolidated (Rs. Lakhs)
Total Income	28,469.98	82,758.05
Profit/Loss Before Tax	(1866.02)	2,102.40
Loss after tax for the year	(1,982.87)	(479.82)

4. Foreign Investment or Collaborators, if any:

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through the secondary market. There is no foreign collaboration in the Company.

II. Information about the Directors:

Sr. No.	Particulars	Ms. Mariam Mathew	Mr. Desh Raj Dogra	Mr. Dhiraj Mathur
1	Background details	Ms. Mariam is a post-graduate in Computer Science from Bombay University and has over 35 years' experience with several global companies including WIPRO, Cyient and CMC (merged with TCS) in the domains of Manufacturing, Aerospace, HealthCare, Energy & Utilities, Finance, Natural Resources. As an IT professional in India, Bahrain and Qatar, she worked on a range of projects from small systems to large turnkey implementations, leading teams of up to 300 members across countries from US to Australia.	Mr. Dogra holds a Bachelor's and Master's degree in agriculture from Himachal Pradesh University and MBA from Faculty of Management Studies, University of Delhi. He is a certified associate of the Indian Institute of Bankers. He has over 37 years of experience in the financial sector in the areas of banking and credit rating.	Mr. Mathur holds a B. Tech degree from IIT Delhi, Masters in Economic policy management from Columbia University, MBA (Finance) from Pace University, New York, and an M. Phil in International Economics from New School University, New York. He has strong expertise and understanding of strategic issues and regulatory regimes in a wide range of sectors. He has more than 30 years of experience in varied sectors.
2	Past Remuneration	Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid to Ms. Mariam Mathew.	Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid to Mr. Desh Raj Dogra.	Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid to Mr. Dhiraj Mathur.

Sr. No.	Particulars	Ms. Mariam Mathew	Mr. Desh Raj Dogra	Mr. Dhiraj Mathur
3	Recognition or Awards	<ul style="list-style-type: none"> Recognition Plaque for being part of the team that won the 5 year Managed Services contract from BP Certificate of Excellence for being an ACE Pilot during assessment for ACE Quality Standards within Infotech Enterprises (now Cyient). The ACE TM (Achieving Competitive Excellence) was used in the UTC corporation, USA 	Awarded the prestigious IPE (Institute of Public Enterprises, Hyderabad) Corporate Excellence Award for contribution to this field in 2013. Have also received IPE BFSI Leader Award.	Set up and led the National Aerospace and Defence practice of PwC for 13 years. Has advised domestic and foreign defence companies on strategy, market entry and compliance as well as giving extensive pro bono advice to the Government on indigenisation policy.
4	Job profile and his suitability	Ms. Mariam has notable strengths in Client Management, Delivery Management, Quality Assurance, Systems Audit, Technical Design and development. She has worked with growing start-ups and organizations to establish standards, processes, and audit mechanisms from ground up. She is highly trained and certified in Standards (ISO 9001:2000), Software (SEI-CMMI, CMM level 5), Quality Management (UTC Group's ACE quality standards) besides others.	Mr. Dogra's areas of expertise includes Financial sector in the areas of banking and credit rating.	Mr. Mathur has strong expertise and understanding of strategic issues and regulatory regimes in a wide range of sectors. His areas of specialisation include public policy, sectoral regulatory regimes, defence procurement procedures, localization and defence offset policies, state incentives schemes, FDI and Industrial Licensing policies, exchange control laws, TRM and foreign trade policy.
5	Remuneration proposed	As stated in the Explanatory Statement at Item No. 5 of this Notice.		
6	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the country of his origin.)	Considering the size of Company's operations and diverse nature of its business, the proposed remuneration is commensurate with general industry trends.		
7	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel or other Director, if any.	Nil		

Sr. No.	Particulars	Mr. David Abikzir	Mr. Venkatraman Venkitachalam	Mr. David Bradley
1	Background details	Mr. David Abikzir worked with a \$6 Billion fund, CDC IXIS Private Equity focusing on global tech companies in Europe and USA. He is a former private banker in CDC IXIS Private Capital Management, where he managed a fund of \$600 million. In India, he was Managing Director of the F&B Group Luxe Corporation and was a pioneer in the Indian e-commerce space by launching Yzury.com in 2011 and successfully exited the same in 2014.	Mr. Venkatraman Venkitachalam possesses holistic experience of more than 20 years - Over 16 years of experience in business strategy & development, project financing, mergers & acquisitions and accounting and 4 years' experience in the Public sector.	Mr. David Bradley served as Executive Vice-President of Global Product Solutions at Assystem and managing a business of USD 750Mn. He was instrumental in developing and scaling several accounts into USD 50+Mn relationships.
2	Past Remuneration	Except for sitting fees for attending the Board meetings, no other remuneration is paid to Mr. David Abikzir.	Except for sitting fees for attending the Board meetings, no other remuneration is paid to Mr. Venkatraman Venkitachalam.	Except for sitting fees for attending the Board meetings, no other remuneration is paid to Mr. David Bradley.
3	Recognition or Awards	His professional accomplishments include setting up Luxe Corporation and co-founding and heading Nymex He has written two books, which were best sellers "Under the skin of the Indian Consumer" with Bloomsbury (publisher of Harry Potter) and "Flash Winners" with Westland	Worked on all stages of a Project Life Cycle: Opportunity identification, bid strategy, financial evaluation & Project Implementation. Involved in financing of numerous projects in roads, thermal power, hydro power, wind energy, solar power and real estate sectors both as lender & borrower.	Participated in various industry associations including Society of British Aerospace Companies Engineering & Technical Board (SBAC) and Nuclear Industry Association (NIA) including being elected as a fellow of Institute of Mechanical Engineers (IMechE) and holds an MBA from the Warwick University

Sr. No.	Particulars	Mr. David Abikzir	Mr. Venkatraman Venkitachalam	Mr. David Bradley
4	Job profile and his suitability	Mr. David is a seasoned finance professional with over 18 years of experience. A highly motivated and goal-oriented professional with an established track record of creating and running business enterprises.	Mr. Venkataraman has experience in Contract negotiations – Project contracts, Financing contracts and Consulting contracts. Experience in accounting, taxation and Corporate law compliances, and ERP initiatives.	Mr. Bradley has been at the head of 5 different companies. Mr. Bradley occupies the position of Chief Executive Officer & Managing Director at INBIS (Isle of Man) Ltd. Mr. David Bradley started his career in commercial vehicle design in the areas of advanced robotics and automation division (Taylor Hitec). Following a merger with Ricardo International, he was appointed Deputy Managing Director of Ricardo Hitec expanding his responsibilities to cover Ricardo Hitec's Aerospace and Nuclear activities.
5	Remuneration proposed	As stated in the Explanatory Statement at Item No. 5 of this Notice		
6	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the country of his origin.)	Considering the size of Company's operations and diverse nature of its business, the proposed remuneration is commensurate with general industry trends.		
7	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel or other Director, if any.	Nil	Nil	During FY 22-23, Mr. David Bradley received Consultancy Fee from AXISCADES Inc. (Wholly Owned Subsidiary) amounting to USD 120,000.

Sr. No.	Particulars	Dr. S. Christopher
1	Background details	Dr. S Christopher, who retired as a distinguished scientist from DRDO, has made significant contributions in the development of Indian Airborne Early Warning and Control (AEW&C) system, from the inception to induction to Indian Air force. He served as the Secretary to the Department of Defence R&D, MoD, Gol, managing ATVP, the design house of nuclear submarine programme, ADA, the fighter aircraft design agency and the Brahmos, missile joint venture with Russia as well as the Chairman of the Defence Research and Development Organisation (DRDO), and is presently engaged as a professor of practise in the Department of Electrical Science at the Indian Institute of Technology Madras.
2	Past Remuneration	Not Applicable
3	Recognition or Awards	Dr. Christopher is a recipient of many awards such as JC Bose Gold Medal, DRDO Scientist of the Year Award, DRDO Technology Group Award, NRDC Award, Dr VM Ghatge Award for his contributions in the field of microwave antennas and radar systems. He has to his credit several publications, copywrites and patents. He is also fellow of National Academy of Engineers (FNAE).
4	Job profile and his suitability	He is an expert in advanced defence solutions and he has extensive experience in the defence industry. He served as the Secretary to the Department of Defence R&D, Ministry of Defence, Government of India, managing critical projects including ATVP, the design house of nuclear submarine programme; ADA, the fighter aircraft design agency and the Brahmos, missile joint venture with Russia. He has served as Project Director for LCA Multi Mode Radar and led the design and development of slotted array technology, used in several airborne and missile projects. He was also Project Director for development of Maritime Patrol Airborne Radar, SuperVision 2000, for the Indian Navy.
5	Remuneration proposed	As stated in the Explanatory Statement at Item No. 5 of this Notice.
6	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the country of his origin.)	Considering the size of Company's operations and diverse nature of its business, the proposed remuneration is commensurate with general industry trends.
7	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel or other Director, if any.	Nil

III. Other Information:

i. Reasons for loss or inadequate profits in the standalone financial statements during the financial year 2022-23

The Company incurred a loss for the period 2022-23 in the standalone financial statements, as a result of the following:

1. The company incurred a net charge of INR 166.49 Mn in its profit and loss statement, due to exceptional items, in the nature of interest and additional purchase consideration awarded by the Arbitration Tribunal for the acquisition of Mistral Solutions Pvt. Ltd.
2. The Company's finance cost, which was at INR 117.16 Mn in 2021-22, increased by 185% to INR 334.25 Mn, due to interest paid on funds borrowed for acquisition of Mistral Solutions.
3. The Company's employees benefit expenses increased by 52% from INR 1140.40 Mn in 2021-22 to INR 1,729.31 Mn, as a result of additional recruitments, salary adjustments, ESOP charge etc., with the enhanced head count both in billable and non-billable resources, considering the current and projected growth in revenue.

ii. Steps taken or proposed to be taken for improvement:

1. The Company is in the process of executing a strategic roadmap to improve and enhance, both the revenue and profitability of the Company, through a 3-pronged strategy of vertical diversification, customer diversification and digital first.
2. The Company does not expect any one-time charge in the financial statements, going forward, which resulted in a loss in standalone financial statements in 2022-23.
3. The Company has since re-financed the high-cost debt borrowed for the acquisition of Mistral Solutions Pvt Ltd, at competitive rates of interest.
4. The Company is focusing on reducing the linearity between revenue and headcount by digitalizing and automating operations and is introducing processes to reduce the lag between on-boarding of resource and commencement of billing cycle, in order to reduce the employee benefit expenses as a percentage of revenue.

iii. Expected increase in productivity and profits in measurable terms.

The objective of the Company is to grow its revenue, at a much higher rate than the ERD industry growth rates of 13%, with attendant improvement in profitability. In Q1FY24, the Company's standalone revenue grew by 32% YOY.

IV. Other Disclosures

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Board Report under the heading "Corporate Governance".

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. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM.
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, 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 2022-23 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.

Procedure for Registration of email and Mobile Number: Securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to

provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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.

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.

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, September 01, 2023.
8. The Notice of the AGM and the Annual Report for the financial year 2022-23 will be available on the website of the Company (www.axiscades.com), on the website of KFIN <https://evoting.kfintech.com/public/Downloads.aspx> (Annual Report) & <https://evoting.kfintech.com/showallevents.aspx> (Notice) 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 Sunday, September 24, 2023 and will end at 5:00 P.M. (IST) on Tuesday, September 26, 2023.
 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 Sunday, September 24, 2023 and will end at 5:00 P.M. (IST) on Tuesday, September 26, 2023. 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 cutoff date of Thursday, September 21, 2023,

may register themselves as a 'Speaker' from Sunday, September 24, 2023 (9:00 A.M.) upto Tuesday, September 26, 2023 (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 Tuesday, September 26, 2023 (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 24, 2023 or they can post their questions from Sunday, September 24, 2023 (9:00 A.M.) upto Tuesday, September 26, 2023 (5:00 P.M.), 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, 2023

End of remote e-voting:

Upto 5.00 p.m. (IST) on September 27, 2023

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 September 21, 2023 ('cutoff 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	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> i) Visit URL: https://eservices.nsdl.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.
	<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> i) To register click on link: https://eservices.nsdl.com. ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii) Proceed with completing the required fields. iv) Follow steps given in points 1.
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> i) Open URL: https://www.evoting.nsdl.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 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 or e-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 224 430
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 abovementioned 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. September 21, 2023 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.
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/common/passwordoptions.aspx>
 - b) 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 309 4001.
 - 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.axiscades.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. Thursday, September 28, 2023. Members seeking to inspect such documents can send an email to secretary@axiscades.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 and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the members during the AGM.

OTHER INFORMATION:

38. Information regarding particulars of the Directors to be reappointed 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:
 - a) The change in the residential status on return to India for permanent settlement;
 - b) 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

Sonal Dudani

Company Secretary & Compliance Officer
secretary@axiscades.in

KFin Technologies Limited

Unit: AXISCADES Technologies Limited
Selenium Tower B, Plot Nos. 31 & 32,
Financial District, Nanakramguda, Gachibowli,
Hyderabad, Telangana - 500032
Toll Free No.1800 309 4001
Email: einward.ris@kfintech.com

Contact Person:

Shri Raj Kumar Kale,
Assistant Vice President