

November 06, 2017

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
BSE Scrip Code: 532395

The Manager
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5 Floor, Plot C/1, G Block
Bandra - Kurla Complex, Bandra East
Mumbai - 400 051
NSE Symbol: AXISCADES

Dear Sir,

Sub: Outcome of proceedings of the Board Meeting held on November 6, 2017

Pursuant to Regulation 30 and other applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 we would like to inform that the meeting of the Board of Directors ("Board") of AXISCADES Engineering Technologies Limited ("AXISCADES" or "Company") was held today i.e. November 6, 2017, at 12 Noon, and the Board inter alia, considered and approved the acquisition of Mistral Solutions Private Limited ("Mistral Solutions") in a phased manner.

In Phase I, AXISCADES would acquire 43.38% approx. (40.09% on a fully diluted basis) of the equity shareholding of Mistral Solutions through a share acquisition from the existing equity shareholders of Mistral Solutions including but not limited to Explore India Leisure & Hospitality Private Limited ("Shareholder Company").

In Phase II, AXISCADES would acquire 44.62% approx. (41.24% on a fully diluted basis) of the equity shareholding of Mistral Solutions through merger of Shareholder Company of Mistral Solutions into AXISCADES.

The proposed merger would be carried out pursuant to a Scheme of Amalgamation of **Shareholder Company** with AXISCADES ("Scheme") under sections 230 to 232 read with other applicable provisions of Companies Act, 2013. Pursuant to the merger, AXISCADES would allot its shares to the shareholders of Shareholder Company on the basis of the approved share swap ratio.

In Phase III, AXISCADES has a right to acquire the balance minority stake in Mistral Solutions from its shareholders, in a phased manner by the end of 5th year.

The details as per Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015 in relation to the above proposed acquisition of Mistral Solutions is enclosed herewith and marked as **Annexure 1 & 2**.



AXISCADES Engineering Technologies Limited
(formerly Axis-IT&T Limited)

CIN : L72200KA1990PLC084435

Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560 024 Karnataka INDIA Ph: +91 80 4193 9000 Fax: +91 80 4193 9099
Reg. Office : Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560 024 Karnataka INDIA
Ph: +91 80 4193 9000 Fax: +91 80 4193 9099 | Email : info@axiscades.com | www.axiscades.com



Request you to take the above on record. The meeting concluded at 3.00 P.M.

Thanking You,

Yours faithfully,

For AXISCADES Engineering Technologies Limited



Sudhakar Gande
Vice Chairman & Executive Director

Encl: As above



Information required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 09, 2015 and March 10, 2017

Sl no	Items for Disclosure	Description
1	Name of the target entity, details in brief such as size, turnover, etc	<p><u>Name:</u> Mistral Solutions Pvt. Ltd. ("Mistral Solutions")</p> <p><u>Brief details:</u></p> <p>Mistral Solutions is headquartered at Bengaluru, India, engaged in rendering end-to-end services for product design and development in the embedded space, design and development services covering hardware and software, customizable product designs, system integration and other related solutions. Mistral Solutions has about 300 employees and revenue of INR 132 crore in FY 2016-17.</p>
2	<p>Whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?</p> <p>If yes, nature of interest and details thereof and whether the same is done at "arm's length"</p>	<p>Currently, there is no related party transaction/ relationship between the promoters/ promoter group of AXISCADES and Mistral Solutions</p> <p>However, in order to facilitate the promoter shareholders of Mistral Solutions to acquire equity shares from 3rd party shareholders in Phase I, Shareholder of AXISCADES proposes to advance a debt to the Shareholder Company of Mistral Solutions . The terms and conditions and the interest rate proposed for such infusion is carried out at "arm's length".</p>
3	Industry to which the entity being acquired belongs	Mistral Solutions offers Embedded solutions to Aerospace, Defense and Homeland Security, Consumer Electronics, Semiconductor, Medical Electronics, Automotive Electronics and Industrial Applications.



4	Objects and effects of acquisition (Including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The proposed acquisition of Mistral Solutions would bring complimentary skills in embedded systems to strengthen our Product Engineering Solutions offerings. Focused on providing Defence electronics solutions and embedded technologies for other manufacturing sector.
5	Brief details of any governmental or regulatory approvals required for the acquisition	NIL
6	Indicative time period for completion of the acquisition	The transaction is likely to conclude within 45 (approx.) days and is subject to completion of all regulatory compliance
7	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration for acquisition under Phase I.
8	Cost of acquisition or the price at which the shares are acquired	Total consideration for acquisition under Phase I is INR 70.13 crore.
9	Percentage of shareholding / control acquired and / or number of shares acquired	43.38% approx. (40.09% on a fully diluted basis) of shares of Mistral Solutions
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p><u>Brief background:</u></p> <p>Mistral Solutions was incorporated in May 20, 1999 under Companies Act, 1956, having its registered office situated in Bengaluru.</p> <p>Mistral Solutions is engaged in rendering end-to-end solutions in embedded product development and deployment space, which includes board design, FPGA design, firmware and middleware, embedded application development, system integration, production support and product lifecycle support.</p>



		<p>Mistral Solutions products and services have been at the forefront of introducing the latest technologies across verticals like: Aerospace, Defense and Homeland Security, Consumer Electronics, Semiconductor, Medical Electronics, Automotive Electronics, Industrial Applications and IoT.</p> <p><u>Turnover details for last 3 years:</u></p> <p>FY 2014-15: Rs 110 Crores</p> <p>FY 2015-16: Rs 118 Crores</p> <p>FY 2016-17: Rs 132 Crores</p>
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Annexure 2

SI No.	Particulars	Details
1.	Name of entity(ies) forming part of amalgamation/ merger, details in brief such as size, turnover etc.	<p><u>Name of the companies involved in the Scheme and brief details:</u></p> <ol style="list-style-type: none"> 1. AXISCADES Engineering Technologies Limited (“AXISCADES”), a company incorporated under the Companies Act, 1956 and having its registered office at Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560 024. The equity shares of AXISCADES are listed on BSE Limited and National Stock Exchange of India Limited. <p>AXISCADES has a consolidated turnover of INR 499 crore and consolidated PAT of INR 13 Crores for FY 2016-17</p> <ol style="list-style-type: none"> 2. Mistral Solutions Shareholder company (“Explore”), a company incorporated under the Companies Act, 2013, and having its registered office at Office No. 1, 1st Floor, Fine Mansion, 203, D.N. Road, Fort, Mumbai – 400 001. Explore is a shareholder of Mistral Solutions holding ~40% of the equity share capital of Mistral Solutions <p>Explore has PAT of INR (0.01) crore in FY 2016-17.</p>
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	<p>Currently, there is no related party transaction/ relationship between the promoters/ promoter group of AXISCADES and Mistral Solutions</p> <p>However, in order to facilitate the promoter shareholders of Mistral Solutions to acquire equity shares from 3rd party shareholders in Phase I, AXISCADES shareholder proposes to advance a debt to the Shareholder Company of Mistral Solutions. The terms and conditions and the interest rate proposed for such infusion is carried out at “arm’s length”.</p>
3	Area of business of the entity(ies)	AXISCADES (Transferee Company): Engaged in the business of technology solutions, catering to the futuristic needs of



		<p>Aerospace, Defence, Heavy Engineering, Automotive, Energy, Medical and Healthcare sectors.</p> <p>Explore (Transferor Company): Engaged in rendering end-to end services for product design and development in the embedded space.</p>
4	Rationale of the amalgamation/merger;	<p>To acquire and consolidate holding of Mistral Solutions by AXISCADES Engineering Technologies Limited.</p> <p>The amalgamation will result in expanding the existing business operations of the Transferee Company by combining the business interests of both companies into one corporate entity. This will lead in operational synergies, centralization, simplification, streamlining and facilitating efficient administration</p> <p>General and administrative cost reduction and productivity gains by pooling of financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Parties</p>
5	in case of cash consideration – amount or otherwise share exchange ratio;	<p>Pursuant to merger of Shareholder Company of Mistral Solutions into AXISCADES, AXISCADES shall issue its equity shares to the shareholders of Shareholder Company (as on Record Date) in the ratio mentioned below:</p> <p>10 fully paid-up Equity Shares of INR 5/- each of AXISCADES shall be issued and allotted for every 69 fully paid-up Equity Shares of Rs. 10/- each held in Shareholder Company of Mistral Solutions</p>
6	Brief details of change in shareholding pattern (if any) of listed entity	Please refer Annexure 3



PRE AND POST SCHEME SHAREHOLDING PATTERN
PRE SCHEME SHAREHOLDING AS ON DATE
AXISCADES Engineering Technologies Limited

Particulars	No. of Shares	Percentage
Promoter & Promoter Group	2,49,45,271	66.06%
Public	1,28,14,259	33.94%
Shares underlying DRs	-	-
Shares held by Employee Trust	-	-
Non Promoter-Non Public	-	-
Total	3,77,59,530	100%

Explore India Leisure & Hospitality Private Limited* (Shareholder Company of Mistral Solutions)

Particulars	No. of Shares	Percentage
Promoters & Promoter Group	2,41,91,364	100 %

** Explore India is in the process of filing certain e-forms with the Ministry of Corporate Affairs in relation to the change in paid-up capital post March 31, 2017.*

POST SCHEME SHAREHOLDING
AXISCADES Engineering Technologies Limited

Particulars	No. of Shares	Percentage
Promoter & Promoter Group	2,49,45,271	60.45%
Public	1,63,20,250	39.55%
Shares underlying DRs	-	-
Shares held by Employee Trust	-	-
Non Promoter-Non Public	-	-
Total	4,12,65,521	100%

