



AXISCADES TECHNOLOGIES LIMITED

CIN: L72200KA1990PLC084435

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

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

Email: investor.relations@axiscades.com **Website:** www.axiscades.com

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Friday, 03 rd March 2023 at 9:00 a.m. (IST)	Saturday, 01 st April 2023 at 5:00 p.m. (IST)

Dear Shareholders,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India (“**the SS-2**”), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out hereunder are proposed for approval of the Members of **AXISCADES TECHNOLOGIES LIMITED** (“**the Company**”) as **Ordinary & Special Resolutions**, through Postal Ballot by only remote e-voting i.e. voting through electronic means (“**Remote e-Voting**”).

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

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

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

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

Members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than **05:00 P.M. IST on Saturday, 01st April, 2023**. Remote e-Voting will be blocked by KFin immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors have appointed Mr. Anant Khamankar, of M/s. Anant B Khamankar & Co, Company Secretaries, Mumbai, (FCS: 3198 & COP No. 1860), as Scrutinizer, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before **Tuesday, 04th April, 2023**. The same will be displayed on the website of the Company: (www.axiscades.com), the website of KFin: <https://evoting.kfintech.com> and also shall be communicated to BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), where the Company's equity shares are listed. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

1. RE-APPOINTMENT OF MS. MARIAM MATHEW AS NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for re-appointment, Ms. Mariam Mathew (DIN: 08065365), Independent Director of the Company, whose period of office expired on 12th February 2023, and who meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect and who is eligible for re-appointment under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as Non-Executive, Independent Director of the Company for a second term of 5(five) years with effect from the start of the business hours of 12th February 2023 till the closing hours of 11th February 2028, not subject to retirement by rotation.

2. APPOINTMENT OF MR. VENKATRAMAN VENKITACHALAM AS NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to 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), Mr. Venkatraman Venkitachalam (DIN:05008694), who was appointed as an Additional Director by the Board of Directors w.e.f. 06th January 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 recommendation from Nomination & Remuneration Committee and Board proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

3. APPROVAL FOR AN INCREASE IN THE INVESTMENT LIMITS OF THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT 2013

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

“RESOLVED THAT in supersession of the special resolution passed by the shareholders on October 06, 2017 in relation to increase in limits for the purpose of investing / acquiring the securities of any other body corporate by way of subscription/ purchase or otherwise and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the power conferred by this resolution) to enhance the overall limit to INR 750 Crore, to make investments, acquire, grant loan, give guarantees and provide securities in connection with the loan, provided that the aggregate value of such investments made/ to be made, loans granted/ to be granted, securities provided/ to be provided and guarantees given/ to be given shall not exceed the overall enhanced limit of INR 750 Crore, or the limits prescribed under Section 186 of the Companies Act, 2013, whichever is higher.”

RESOLVED FURTHER THAT the Board (or Board constituted Committee) be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively 'transactions') including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

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

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

Date: 12th February, 2023

Place: Bengaluru

Registered Office:

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

CIN - L72200KA1990PLC084435

E-mail id: investor.relations@axiscades.com

Website address: www.axiscades.com

Notes:

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Act and Rule 22 of the Rules setting out material facts is appended herein below.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, 24th February, 2023 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow Part B of instructions given under point 17.
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of KFin Technologies Limited to provide Remote e-Voting facility to its members.
4. A copy of the Notice is available on the website of the Company at www.axiscades.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our E-voting agency i.e. KFin Technologies Limited's ('KFin') E-Voting website at <https://evoting.kfintech.com/>.
5. All documents referred to in the Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to secretary@axiscades.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Friday, 03rd March, 2023 to Saturday, 01st April, 2023.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
7. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.axiscades.com
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, 24th February 2023**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.

Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

9. A Member cannot exercise his vote by proxy on Postal Ballot.

10. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 17 of this Notice.
11. The Remote e-Voting will commence on **Friday, 03rd March, 2023 at 9:00 a.m. (IST)** and will end on **Saturday, 01st April, 2023 at 05:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting will be blocked by KFin Technologies Limited immediately thereafter and will not be allowed beyond the said date and time.
12. Members are requested to cast their vote through the Remote e-Voting process not later than 05:00 p.m. (IST) on **Saturday, 01st April, 2023**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
13. The Board of Directors of the Company have appointed Mr. Anant Khamankar, Company Secretary in Practice, (FCS: 3198 & COP No. 1860), as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same.
14. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorised, on or before **Tuesday, 04th April, 2023**. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.axiscades.com and on the website of KFin Technologies Limited <https://evoting.kfintech.com> immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
16. The resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Saturday, 01st April, 2023** i.e., the last date specified for receipt of votes through the Remote e-Voting process.
17. **The details of the process and manner for Remote e-Voting are explained herein below: Process to vote electronically using KFin Technologies Limited e-Voting system:**
Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: 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"

	<p>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> <p>2. User not registered for IDeAS e-Services</p> <p>i. To register click on link : https://eservices.nSDL.com</p> <p>ii. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Proceed with completing the required fields.</p> <p>iv. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>i. Open URL: https://www.evoting.nSDL.com/</p> <p>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be requested to select the name of the company and the name of the e-Voting Service Provider (ESP), i.e. KFin.</p> <p>v. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with your registered user ID and password.</p> <p>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>v. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed with completing the required fields.</p> <p>iii. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>i. Visit URL: www.cdslindia.com</p> <p>ii. Provide your demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts/ Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option.</p>

	<p>Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – 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.</p>
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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:

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

1. Members whose email IDs are registered with the Company/Depository Participant(s), will receive an email from 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://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with 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” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-Voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id khamankarcs@gmail.com with a copy marked to evoting@kfintech.com and sonal.d@axiscaades.in The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No."

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

- i. Members who have not yet registered their respective e-mail address are requested to get their e-mail address temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Post successful registration of email, the Members would get soft copy of the notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to evoting@kfintech.com In case of any queries, members may write to inward.ris@kfintech.com.
- ii. Alternatively, members may send an e-mail request at the email ID inward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Notice and the remote e-voting instructions.

C. General Instructions

- i. **In case Members of the Company have not registered their e-mail address:**
In terms of the said MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/ P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, the Company will send Notice in electronic form only and physical copy of Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only.
- ii. The Remote e-voting period commences from 9.00 a.m. (IST) on Friday, 03rd March, 2023 and ends at 5.00 p.m. (IST) on Saturday, 01st April, 2023. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, 24th February 2023 may cast their vote electronically. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.

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

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

The following Statement sets out all material facts relating to Item Nos. 1 to 3 mentioned in the accompanying Notice:

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

Item No. 1

Ms. Mariam Mathew was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, by the members on March 31, 2018, to hold office for 5 years from February 13, 2018 till February 12, 2023.

Ms. Mariam Mathew is due for retirement from the first term as an Independent Directors on February 12, 2023. The Nomination and Remuneration Committee, after taking into account the performance evaluation of Ms. Mariam Mathew during the first term of five years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment to the Company, recommended to the Board her re-appointment for a second term of five years. The Nomination and Remuneration Committee has considered her diverse skills, leadership capabilities, expertise, rich work experience in the IT industry. She has worked with several global companies including WIPRO, Cyient, CMC and with Qatar Computer Services in Middle East. She holds M.Sc (Computer Sc.) degree from Bombay University – 1987. She is a Consultant for process implementation and Delivery Assurance.

In view of the above, the Nomination and Remuneration Committee and the Board are of the view that Ms. Mariam Mathew possess the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint Ms. Mariam Mathew as Independent Director for a second term of five years from the start of the business hours of 12th February 2023 till the closing hours of 11th February 2028.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms upto five consecutive years each.

Ms. Mariam Mathew (DIN: 08065365) fulfills the requirements of Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the LODR Regulations.

The Company has received all statutory disclosures / declarations from Ms. Mariam Mathew including

- (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and
- (iv) affirmation that she 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.

In the opinion of the Board and based on its evaluation, Ms. Mariam Mathew fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and LODR Regulations for her re-appointment as an Independent Director of the Company and she is independent of the Management of the Company. A copy of the draft letter for the re-appointment of Ms. Mariam Mathew setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeks the approval of members for the re-appointment of Ms. Mariam Mathew as Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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 Ms. Mariam Mathew to whom the resolution relates, is in any way concerned or interested, financially or otherwise in the resolutions set out at Item No. 1 of the Notice.

The Board considers her re-appointment as an Independent Director of the Company will be beneficial and is in the interest of the Company. The Board recommends the resolution set out in Item No. 1 as a Special Resolution for your approval.

Item No. 2:

Keeping in view the growth, operations and size of the Company and based on the recommendation of the Nomination Remuneration Committee, Mr. Venkatraman Venkitachalam (DIN: 05008694) was appointed as an Additional Director in the capacity of Non-Executive Non- Independent Director of the Company by the Board of Directors in their meeting held on 05th January 2023 to hold office from the start of the business hours of 06th January 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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

- (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.
- (iii) affirmation that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their shareholding in the Company and except Mr. Venkatraman Venkitachalam to whom the resolution relates, is in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 2 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. 3:

In terms of the provisions of Section 186 of the Companies Act, 2013, read with the Rules framed thereunder, the Company is required to obtain the prior approval of the members by way of a Special Resolution for making Investments in securities by way of subscription, purchase or otherwise, giving loans, guarantee and/or security in connection with the loan exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

AXISCADES Technologies Limited (AXISCADES or the Company), being a flagship company is required to make investments / acquire by way of subscription, purchase or otherwise, securities of any other body corporate and provide securities / give guarantees to lenders / regulatory authorities / others for itself (as applicable) and on behalf of one or more of its subsidiaries / step down subsidiaries / associate companies, from time to time.

Keeping in view the Company's business expectations and its growth plans (both organic and inorganic), it is considered desirable to take shareholders' approval for enhancing the overall limit to INR 750 Crore (including the one approved on October 06, 2017 by way of Postal Ballot) or the limits prescribed under the Act, whichever is higher.

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

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

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

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

Date: 12th February, 2023

Place: Bengaluru

Registered Office:



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

CIN - L72200KA1990PLC084435

E-mail id: investor.relations@axiscades.com

Website address: www.axiscades.com

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

Name of Directors	Ms. Mariam Mathew 	Mr. Venkatraman Venkitachalam 
Date of Birth (age)	15/12/1962	08/09/1977
Date of Appointment (Initial)	13 th February 2018	06 th January 2023
Qualifications	M.Sc (Computer Sc.) degree from Bombay University – 1987	Chartered Financial Analyst, CFA Institute, USA Chartered Accountant, Institute of Chartered Accountants of India Cost & Management Accountant, Institute of Cost & Works Accountants of India Company Secretary, Institute of Company Secretaries of India Bachelor of Commerce, Mumbai University
Relationship between Directors inter-se	Not related to any Directors of the Company	Not related to any Directors of the Company
Brief Resume and Expertise in specific functional area	She has over 25 years of rich work experience in the IT industry and has worked with several global companies including WIPRO, Cyient, CMC and with Qatar Computer Services in Middle East.	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. Worked on all stages of a Project Life Cycle: Opportunity identification, bid strategy, financial evaluation & Project Implementation.

		<p>Involved in financing of numerous projects in roads, thermal power, hydro power, wind energy, solar power and real estate sectors both as lender & Borrower.</p> <p>Experience in Contract negotiations – Project contracts, Financing contracts and Consulting contracts.</p> <p>Experience in accounting, taxation and Corporate law compliances, and ERP initiatives.</p>
<p>Directorships held in other Public Companies along with listed entities from which the person has resigned in the past three years. (excluding Foreign, Private and Section 8 Companies)</p>	<p>Independent Director in three deemed Public Companies</p> <ol style="list-style-type: none"> 1. AXISCADES Aerospace Infrastructure Private Limited 2. AXISCADES Aerospace & Technologies Private Limited 3. Mistral Solutions Private Limited <p>Ms. Mariam has not resigned from any Listed Company in past three years.</p>	<p>Mr. Venkataraman has not resigned from any Listed Company in past three years.</p>
<p>Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)</p>	<p>Mistral Solutions Private Limited- Member of Audit Committee</p>	<p>Nil</p>
<p>No. of shares held in the Company, including shareholding held as a beneficial owner</p>	<p>Nil</p>	<p>Nil</p>
<p>No. of Board Meetings attended during the year</p>	<p>09</p>	<p>01</p>