

ANNEXURE - F1

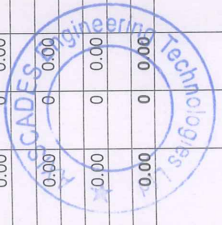
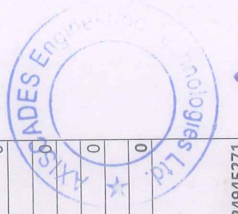
AXISCADES ENGINEERING TECHNOLOGIES LIMITED- SHAREHOLDING PATTERN AS ON 15.12.2017 (PRE AMALGAMATION)
Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class			No of Shares Underlying Outstanding convertible securities (including)	Shareholding as a % assuming full conversion of convertible securities (as a)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form	
								Class X	Class Y	Total						
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	As a No.	As a		
	Promoter & Promoter															
(A)	Group	3	24945271	0	0	24945271	66.06	24945271	0	24945271	66.06	0	0.00	11500000	46.10	24945271
(B)	Public	17914	12814259	0	0	12814259	33.94	12814259	0	12814259	33.94	0	0.00	NA	NA	12773269
(C)	Non Promoter-Non Public															
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0
(C2)	Shares held by Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0
	Total:	17917	37759530	0	0	37759530	100.00	37759530	0	37759530	100.00	0	0.00	11500000	46.10	37718540

AXISCADES Engineering Technologies Ltd.

Shweta Agrawal
Shweta SHARMA AGRAWAL
Company Secretary

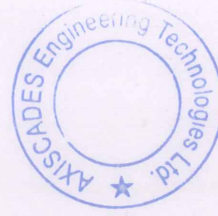




Shreya Agarwal

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Cate gory Shareholder	PAN	No of Shareho lders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlyi ng Depos itory Receipts	Total No of Shares Held (IV+V+VI)	Share holdi ng as a % of total no of share s (calcu lated as per SCRR, 1957	Number of Voting Rights held in each class of securities			No of Shares Underlyi ng Outstand ing convertib le securities (Including Warrants)	Shareholdi ng as a % of full conversio n of convertib le securities (as a percentag e of diluted	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of Shares pledged or otherwise encumbered	Number of Shares held in dematerial ized form
								Class X	Class Y	Total						
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
(1) Indian Individuals/Hindu undivided Family			0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a) Central Government/State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b) Financial Institutions/Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c) Any Other		3	24945271	0	0	0	66.06	24945271	0	24945271	66.06	0	0	11500000	46.10	24945271
(d) INDIAN AERO VENTURES PRIVATE LIMITED	AABCIG786R	1	6154219	0	0	0	16.30	6154219	0	6154219	16.30	0	0	0	0.00	6154219
JUPITER CAPITAL PRIVATE LIMITED	AABCJ5666R	1	6648952	0	0	0	17.61	6648952	0	6648952	17.61	0	0	0	0.00	6648952
TAYANA DIGITAL PRIVATE LIMITED	AACCT9001F	1	12142100	0	0	0	32.16	12142100	0	12142100	32.16	0	0	11500000	94.71	12142100
Sub-Total (A)(1)		3	24945271	0	0	0	66.06	24945271	0	24945271	66.06	0	0	11500000	46.10	24945271
(2) Foreign Individuals (Non- Resident Individuals/Foreign Individuals Government Institutions			0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0
(a) Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0
(b) Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0
(c) Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		3	24945271	0	0	0	66.06	24945271	0	24945271	66.06	0	0	11500000	46.10	24945271



AXISCADES Engineering Technologies Ltd.
Shweta Agrawal
 SHWETA AGRAWAL
 Company Secretary

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares held (V+V+VI)	Share holding as a % of total shares (A+B+C)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
							Class X	Class Y	Total					
(I) Institutions	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
(a) Mutual Funds	0	0	0	0	0	0.00	0	0	0	0.00	0.00	NA	0	
(b) Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0.00	NA	0	
(c) Alternate investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0.00	NA	0	
(d) Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0.00	NA	0	
(e) Foreign Portfolio Investors	1	58686	0	0	58686	0.16	58686	0	0	0.16	0	0.00	NA	58686
(f) Financial Institutions/banks	3	21338	0	0	21338	0.06	21338	0	0	0.06	0	0.00	NA	21338
(g) Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0.00	NA	0	
(h) Provident Funds/Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0.00	NA	0	
(I) Any Other	4	80024	0	0	80024	0.21	80024	0	0	0.21	0	0.00	NA	80024
Sub Total (B)(1)														
Central Government/State Government(s)/President of India	0	0	0	0	0	0.00	0	0	0	0.00	0.00	NA	0	
Sub Total (B)(2)														
(3) Non-Institutions														
(a) Individual shareholders holding nominal share capital up to Rs.2 lakhs	16992	6376327	0	0	6376327	16.89	6376327	0	0	16.89	0	0.00	NA	6355337
(b) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	15	3589715	0	0	3589715	9.51	3589715	0	0	9.51	0	0.00	NA	3589715
(c) SUDHAKAR GANDE	1	1699180	0	0	1699180	4.50	1699180	0	0	4.50	0	0.00	NA	1699180
(d) SARAH FAISAL HAWA	1	424920	0	0	424920	1.13	424920	0	0	1.13	0	0.00	NA	424920
(e) HARIHAR AHUJA	1	410905	0	0	410905	1.09	410905	0	0	1.09	0	0.00	NA	410905
(f) NBFCs Registered with RBI	5	9470	0	0	9470	0.03	9470	0	0	0.03	0	0.00	NA	9470
(g) Overseas Depositories (Holding Drs)(Balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0
(h) Any Other TRUSTS	4	2300	0	0	2300	0.01	2300	0	0	0.01	0	0.00	NA	2300
(i) ALTERNATIVE INVESTMENT FUND	1	281836	0	0	281836	0.75	281836	0	0	0.75	0	0.00	NA	281836
(j) NON RESIDENT INDIANS CLEARING MEMBERS	191	187511	0	0	187511	0.50	187511	0	0	0.50	0	0.00	NA	187511
(k) NON RESIDENT INDIAN NON REPATRIABLE BODIES CORPORATES	122	92560	0	0	92560	0.25	92560	0	0	0.25	0	0.00	NA	92560
(l) Sub Total (B)(3)														
(m) Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	17914	12814259	0	0	12814259	33.94	12814259	0	0	33.94	0	0.00	NA	12773269

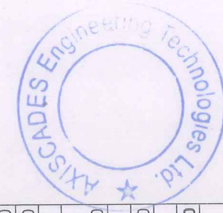
AXISCADES ENGINEERING TECHNOLOGIES LIMITED - SHAREHOLDING PATTERN (POST AMALGAMATION)
Table 1 - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a %)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible	Shareholding as a % assuming full conversion of convertible	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form	
								Class X	Class Y	Total						
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	As a	As a		
(A)	Promoter & Promoter Group	3	24945272	0	0	24945272	60.45	0	24945272	0	60.45	0	0.00	11500000	46.10	24945272
(B)	Public	17935	16320249	0	0	16320249	39.55	0	16320249	0	39.55	0	0.00	NA	NA	16320249
(C)	Non Promoter-Non Public															
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0.00	NA	NA	0
(C2)	Shares held by Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0
	Total:	17938	41265521	0	0	41265521	100.00	0	41265521	0	100.00	0	0.00	11500000	46.10	41265521

AXISCADES Engineering Technologies Ltd.

Shweta
SHWETA AGRAWAL
Company Secretary

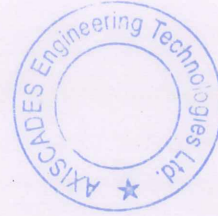




Shweta Agrawal

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category Shareholder	IPAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Total No of Share holding as a % of total shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								Class X	Class Y	Total					
	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
(1) Indian Individuals/Hindu undivided Family Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(a)		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(b) Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(c) Any Other		3	24945272	0	0	0	60.45	24945272	0	24945272	60.45	0	11500000	46.10	24945272
(d) INDIAN AERO VENTURES PRIVATE LIMITED	AABC16786R	1	6154219	0	0	0	14.91	6154219	0	6154219	14.91	0	0	0	6154219
JUPITER CAPITAL PRIVATE LIMITED	AABC15666R	1	6648953	0	0	0	16.11	6648953	0	6648953	16.11	0	0	0	6648953
TAYANA DIGITAL PRIVATE LIMITED	AACCT9001F	1	12142100	0	0	0	29.42	12142100	0	12142100	29.42	0	11500000	94.71	12142100
Sub-Total (A)(1)		3	24945272	0	0	0	60.45	24945272	0	24945272	60.45	0	11500000	46.10	24945272
(2) Foreign Individuals (Non-Resident Individuals/Foreign Individuals/Government Institutions)		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(a)		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(b) Government Institutions		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(c)		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(d) Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(e) Any Other		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		3	24945272	0	0	0	60.45	24945272	0	24945272	60.45	0	11500000	46.10	24945272



AXISCADES Engineering Technologies Ltd.

Shweta A. SHARMA AGRAWAL
Company Secretary

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (including Warrants)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								Class X	Class Y	Total					
(I)	Institutions	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	
(a)	Mutual Funds	0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0	
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0	
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0	
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0	
(e)	Foreign Investors	1	58686	0	0	58686	0.14	58686	0	0.14	0	0.00	NA	58686	
(f)	Financial Institutions/Banks	3	21338	0	0	21338	0.05	21338	0	0.05	0	0.00	NA	21338	
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0	
(h)	Provident Fund/Pension Funds	0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0	
(i)	Any Other	4	80024	0	0	80024	0.19	80024	0	0.19	0	0.00	NA	80024	
	Sub Total (B)(1)														
	Central Government/State Government(s)/President of India	0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0	
(2)	Sub Total (B)(2)														
(3)	Non-Institutions														
	i. Individual shareholders holding nominal share capital up to Rs.2 lakhs	17005	6541281	0	0	6541281	15.85	6541281	0	15.85	0	0.00	NA	6355337	
(a)	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	23	6930751	0	0	6930751	16.80	6930751	0	16.80	0	0.00	NA	6198654	
	SUDHAKAR GANDE	1	1699180	0	0	1699180	4.12	1699180	0	4.12	0	0.00	NA	1699180	
	AAIPHO012P	1	424920	0	0	424920	1.03	424920	0	1.03	0	0.00	NA	424920	
	SARAH FAISAL HAWA	1	410905	0	0	410905	1.00	410905	0	1.00	0	0.00	NA	410905	
	HARISH AHUJA	1	1520483	0	0	1520483	3.68	1520483	0	3.68	0	0.00	NA	1520483	
	ANEES AHMED	1	1520483	0	0	1520483	3.68	1520483	0	3.68	0	0.00	NA	1520483	
	RAJEEV RAMACHANDRA	1	1088456	0	0	1088456	2.64	1088456	0	2.64	0	0.00	NA	1088456	
(b)	NBFCs Registered with RBI	5	9470	0	0	9470	0.02	9470	0	0.02	0	0.00	NA	9470	
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0	
(d)	Overseas Depositories (Holding Dns)(Balancing figure)	0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0	
(e)	Any Other	4	2300	0	0	2300	0.01	2300	0	0.01	0	0.00	NA	2300	
	TRUSTS	1	281836	0	0	281836	0.68	281836	0	0.68	0	0.00	NA	281836	
	ALTERNATIVE INVESTMENT FUND	191	187511	0	0	187511	0.45	187511	0	0.45	0	0.00	NA	187511	
	NON RESIDENT INDIANS CLEARING MEMBERS	122	92560	0	0	92560	0.22	92560	0	0.22	0	0.00	NA	92560	
	NON RESIDENT INDIAN NON REPATRIABLE BODIES CORPORATES	85	108402	0	0	108402	0.26	108402	0	0.26	0	0.00	NA	108402	
	Sub Total (B)(3)	17931	16240225	0	0	16240225	39.36	16240225	0	39.36	0	0.00	NA	15502184	
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	17935	16320249	0	0	16320249	39.55	16320249	0	39.55	0	0.00	NA	15582208	



EXPLOSOFT TECH SOLUTIONS PRIVATE LIMITED
(Formerly known as Explore India Leisure & Hospitality Private Limited)
Reg. Office: Office No.1, 1st Floor, Fine Mansion, 203, D.N. Road, Fort, Mumbai-400001
CIN: U74110MH2014PTC259722

TO WHOM SO EVER IT MAY CONVERN

SHAREHOLDING PATTERN OF COMPANY AS ON DECEMBER 15, 2017

Sl. No	NAME	No. of Shares
1	Akhila D S	38,330
2	Amanullah Khan	71,275
3	Anees Ahmed	1,04,91,333
4	Anoop Agarwal	2,81,687
5	Arun Kumar M	47,588
6	Ashish Singh	2,48,382
7	Joanne Ahmed	8,40,498
8	Jupiter Capital	10
9	Mujahid Alam	13,16,068
10	Pawan Vashisht	2,50,542
11	Raja Subramanian N	46,796
12	Rajeev Ramachandra	75,10,346
13	Rajesh Chakkingal	57,596
14	Rakhi Chari	17,80,969
15	Ramanan J V	1,22,391
16	Sachidananda K	68,395
17	Selvaraj Kaliyappan	3,87,333
18	Sridhar TS	32,397
19	Srinivas P R	4,44,929
20	Sunil Kottarathil Nair	43,916
21	Vijaya Bharat S	31,389
22	Zubair Ahmed	79,194
	Total	2,41,91,364

For Explosoft Tech Solutions Private Limited

Director
DIN: 00178796



December 22, 2017

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

Dear Sir,

Sub: The financial details of standalone AXISCADES Engineering Technologies Limited for the previous 3 years as per the audited financial statements and limited review accounts

Rs in Crores

Particulars	Limited Review	Audited		
	As on Sep 30, 2017	Financial Year 2016-17	Financial Year 2015-16	Financial Year 2014-15
Equity Paid up Capital	18.90	18.90	13.61	13.61
Reserves and Surplus - Refer Note 1	173.52	170.97	101.16	74.48
Carry forward losses	-	-	-	-
Net Worth	192.42	189.87	114.77	88.09
Miscellaneous Expenditure		-	-	-
Secured Loans	30.73	23.99	24.40	25.54
Unsecured Loans	-	0.73	-	-
Fixed Assets - Refer Note 2	26.92	21.44	20.92	22.86
Income from Operations	114.16	231.98	235.04	188.45
Total Income	116.67	239.46	238.00	189.57
Total Expenditure	117.41	219.49	197.83	169.39
Profit before Tax	(2.22)	19.52	39.58	17.21
Profit after Tax	(1.49)	12.82	26.28	11.32
Cash profit	4.44	21.88	35.63	19.36
EPS (in Rs)	(0.39)	3.39	9.67	4.49
Book value (in Rs)	50.96	50.28	42.21	32.40

Notes:

1. The amount detailed in "Reserves and Surplus" ignores the balances of Hedge Reserve and Capital Reserve.
2. The amount detailed in "Fixed Assets" ignores the balance under intangible assets under development.
3. Cash Profit is defined as sum of Profit after Tax, Depreciation & Amortization and Deferred tax expenses

For AXISCADES Engineering Technologies Limited


 Chief Financial Officer
**AXISCADES Engineering Technologies Limited**

CIN No.: L72200KA1990PLC084435

**Auditors Certificate
of even date on proposed accounting treatment of Draft Scheme of Amalgamation**

The Board of Directors
AxisCades Engineering Technologies Limited
Block C, Second floor, Kirloskar Business Park
Bengaluru – 560024

1. This Certificate is issued in accordance with the terms of our agreement dated September 06, 2017.
2. We, the statutory auditors of AxisCades Engineering Technologies Limited (hereinafter referred to as "the Company" or "ACETL"), have examined the proposed accounting treatment specified in clause 11 of the proposed draft Scheme of Amalgamation (hereinafter referred to as "the Scheme") amongst the Company, Explosoft Tech Solutions Private Limited and their respective shareholders in terms of the applicable provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other generally accepted accounting principles.

Management's Responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other generally accepted accounting principles, is that of the Board of Directors of the Company.

Auditor's Responsibility

4. Pursuant to the requirements of circulars issued under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our responsibility is to express reasonable assurance on the following reporting criteria:
 - a. whether the proposed accounting treatment specified in clause 11 of the Scheme complies with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other generally accepted accounting principles
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria. Accordingly, we have performed procedures in relation to the Certificate:
 - i. Read the Scheme and the proposed accounting treatment specified therein and obtained other necessary information and explanations from the Management;
 - ii. Noted and validated the accounting treatments contained in clause 11 of the Scheme are in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other generally accepted accounting principles



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

7. Further, our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof, for the purpose of this Certificate. Accordingly, we do not express such opinion. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the statutory auditors of any financial statements of the Company.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our examination did not extend to any aspects of a legal or propriety nature covered in clause 11 of the Scheme.


Opinion

10. Based on our examination and according to the information and explanations given to us, in our opinion, proposed accounting treatment specified in clause 11 of the Scheme, as such, is in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other generally accepted accounting principles.

Restriction on Use

11. The Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of complying with the requirements of circular issued under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and National Stock Exchange of India Limited and any other regulatory authority as required under applicable law. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.
12. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004


per Sunil Gaggar
Partner
Membership Number: 104315

Place: Bengaluru
Date: November 06, 2017





Dated: December 22, 2017

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

Dear Sir,

Sub: Compliance Report

It is hereby certified that the draft scheme of amalgamation between AXISCADES Engineering Technologies Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Remarks
1	Regulations 17 to 27	Corporate governance	Complied.
2	Regulation 11 of	Compliance with securities laws	Complied.
Requirements of this circular			
a.	Para (I)(A)(2)	Submission of documents to	Complied
b.	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Public Shareholding of the merged Company shall not be less than 25% and ACETL is listed on stock exchange having nationwide trading terminals.
c.	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
d.	Para (I)(A)(5)	Auditors certificate regarding compliance	Complied
e.	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Complied

Shweta Agrawal

Company Secretary



[Signature]
Vice Chairman & Executive Director



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

CIN No.: L72200KA1990PLC084435

D-30, Sector - 3, Noida - 201 301, Uttar Pradesh INDIA Ph: +91 120 451 8200 / 8300 Fax: +91 120 244 2921

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





Dated: December 22, 2017


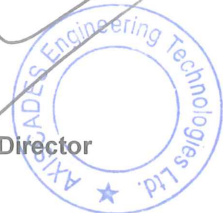
To
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
BSE Scrip Code: 532395

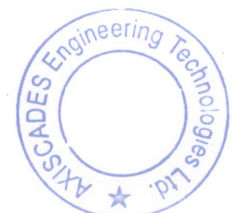
Dear Sir,

Sub: Compliance Report

It is hereby certified that the transactions / accounting treatment provided in the draft scheme of amalgamation involving AXISCADES Engineering Technologies Limited and Explosoft Tech Solutions Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.


Chief Financial Officer



Director




AXISCADES Engineering Technologies Limited

CIN No.: L72200KA1990PLC084435