



AXISCADES

Inspired Solutions. By Design

AXISCADES ENGINEERING TECHNOLOGIES LIMITED

CIN: L72200KA1990PLC084435

Regd. Office: Block C, Second Floor, Kirloskar Business Park, Bengaluru, Karnataka- 560024

Website: www.axiscades.com, email: investor.relations@axiscades.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

- Serial No. :
- Name and Registered Address of the sole / first named shareholder :
 - Name(s) of Joint shareholder(s) :
 - Registered Folio No. / DP ID No/ Client ID No.* :
(*Applicable to investors holding shares in dematerialised form)
 - Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my/our consent or dissent to the said special resolutions by placing tick (✓) mark at the appropriate box below.

Sl. No.	Brief Particulars of the Item	No. of Shares	I/We assent to the Resolution (FOR)	I/We assent to the Resolution (AGAINST)
1.	<u>Ordinary Resolution</u> Appointment of Mr. Mritunjay Singh (DIN: 06864030) as Whole-time Director in the capacity of Chief Executive Officer			
2.	<u>Special Resolution</u> Fixation Of Remuneration of Mr. Mritunjay Singh as Whole Time Director in the Capacity Of Chief Executive Officer			
3.	<u>Special Resolution</u> Alteration Of The Object Clause of the Memorandum Of Association of the Company			
4.	<u>Special Resolution</u> Alteration of Articles of Association of Company to issue Employee Stock Options (ESOP)			
5.	<u>Ordinary Resolution</u> Appointment Of Mrs. Mariam Mathew (DIN: 08065365) as an Independent Director			
6.	<u>Special Resolution</u> Approval Of AXISCADES Engineering Esop 2018 Series 1 And Series 2 (The "Scheme" / The "Plan") and Grant Of Stock Options to the eligible Employees & Directors of the Company			
7.	<u>Special Resolution</u> Approval For Grant Of Stock Options To Employees & Directors of Subsidiary Companies under The AXISCADES Engineering Esop 2018 Series 2 (The "Scheme" / The "Plan")			
8.	<u>Special Resolution</u> Approval for Grant Of Stock Options to identified Employees, during any One Year, Equal To or Exceeding 1% of the Issued Capital (Excluding Outstanding Warrants And Conversion) of the Company at the time of Grant of Option Under The AXISCADES Engineering Esop 2018- Series 1 And Series 2 (The "Scheme" / The "Plan")			

Place :

Date :

Signature of the Equity Shareholder

(must be as per specimen signature registered with the company)

Electronic Voting Particulars

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

INSTRUCTIONS

The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) as the Agency to provide e-voting facility.

Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member/beneficial owner as on **February 16, 2018, being the cut-off date.**

A person, whose name is appearing in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i. e. February 16, 2018**, shall only be entitled to avail the facility of remote e-voting/ poll.

A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer on or before **Friday, March 30, 2018 5.00 p.m.**

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting his votes through remote e-voting.

Members are requested to carefully read the instructions for e-voting before casting their vote.

The remote e-voting facility will be open only during the following voting period:

Commencement of remote e-voting: 09:00 a.m. (IST) on Thursday, March 1, 2018

End of remote e-voting: 05:00 p.m. (IST) on Friday, March 30, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy on expiry of remote e-voting period.

The procedure for remote e-voting is as under:

- a) Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>.
- b) Enter the login credentials (i.e. User ID and password mentioned -in the email forwarding the Notice of Postal Ballot, or on the Notice of Postal Ballot, in case email id is not registered and physical copy of the Postal Ballot notice is being received by you). Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for e-voting, you may use your existing User ID and password for casting your vote.
- c) After entering these details appropriately, click on “LOGIN”.
- d) 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 (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 will also be required to enter a secret question and answer of your choice to enable you 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.**
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the Event Number for AXISCADDES Engineering Technologies Limited, as mentioned in the email forwarding the Notice of Postal Ballot, in case members receiving the documents in electronic form and in the enclosed “Electronic Voting Particulars”, in case of a members receiving the documents in physical mode.
- g) On the voting page you will see the Resolution Description and the options “FOR/AGAINST/ABSTAIN” for voting. 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 in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option “ABSTAIN” in case you do not want to cast vote.
- h) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- i) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, 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).
- j) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID: khamankar@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “axiscades_EVSN Number.”
- l) Once the vote on a resolution is cast by a member, the Member shall not be allowed to modify it subsequently.
- m) In case of any queries, you may refer the 'Frequently Asked Questions (FAQs) for shareholders' and 'e-voting user manual for shareholders', available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at 1800 345 4001 (toll free).
- n) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being February 16, 2018.
- o) The Scrutinizer shall after the conclusion of e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- p) The Scrutinizer`s decision on the validity of the vote shall be final and binding.
- q) The Results on resolutions shall be declared on March 31, 2018 and the resolutions will be deemed to be passed on that date subject to receipt of the requisite number of votes in favour of the resolutions.
- r) The result declared along with the Scrutinizer`s report shall be placed on the website of the Company (www.axiscades.com) and on Karvy`s website (<https://evoting.karvy.com>) and communicated to the Stock Exchanges where the Company shares are listed.