



# AXISCADES

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## AXISCADES ENGINEERING TECHNOLOGIES LIMITED

CIN: L72200KA1990PLC084435

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### NOTICE OF POSTAL BALLOT

#### NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FURTHER READ WITH REGULATION 44 OF THE SEBI (LODR) REGULATIONS, 2015

Dear Shareholders(s),

- Sub:
1. Approval for increase in the overall limits to INR 400 Crore for making investments/acquire by way of subscription, purchase or otherwise, the securities of any other body corporate and/ giving loans/guarantees / providing securities in terms of Section 186 of the Companies Act, 2013 read with Rule 13 of Companies (Meetings of Board and its Powers) Rules, 2014
  2. Approval for increase in the Borrowing limits to INR 250 Crores in terms of Section 180(1)(c) of the Companies Act, 2013
  3. Approval for creation of charge on the Assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification or re-enactment thereof for the time being in force that the Company is seeking shareholders consent through a Postal Ballot to pass the resolutions under Section 186 and Section 180 of the Companies Act, 2013.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being, 18<sup>th</sup> August, 2017. The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions given overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 5<sup>th</sup> October 2017. It is further brought to your notice that as per the provisions of the Rule 22(12) of the said Rules, postal ballots, giving consent or dissent received after thirty days from the date of dispatch of this notice (i.e. after 5<sup>th</sup> October, 2017) shall be treated as the reply from the member has not been received.

#### 1. RESOLUTION UNDER SECTION 186 OF COMPANIES ACT, 2013

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

**"RESOLVED THAT** in furtherance of the special resolution passed by the shareholders, at 27<sup>th</sup> Annual General Meeting (AGM) held on August 24, 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 400 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 400 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.”

## **2. RESOLUTION UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013**

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

**“RESOLVED THAT** in supersession of the Special Resolution adopted at the 24<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> September 2014 and pursuant to section 180(1) (c) and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which expression shall include a Committee of Directors duly authorised in this behalf) to borrow any sum(s) of money, from time to time, in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from Company's bankers in the ordinary course of business, shall not at any time exceed Rs. 250 Crores (Rupees Two Hundred Fifty Crores) or the limits prescribed under the Act, whichever is higher.”

## **3. RESOLUTION UNDER SECTION 180(1)(a) OF COMPANIES ACT, 2013**

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

**“RESOLVED THAT** in supersession of the Special Resolution adopted at the 24<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> September 2014 and pursuant to section 180(1) (a) and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to the Board of Directors of the company, to mortgage and/or charge all or any part of the immovable and/or movable properties/assets of the Company wherever situated, both present and future, to or in favor of any Bank(s), financial institution (s), company (ies) or other organization (s) or institution (s) or Trustee (s) (hereinafter collectively referred to as the “Lending Agencies”) in order to secure the loans (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) advanced/to be advanced by such lending agencies to the Company together with interest at the respective agreed rates, compound/additional interest, commitment charges, premium on pre-payment on or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings provided that the maximum indebtedness secured by the properties of the Company does not exceed Rs. 250 Cores (Rupees Two Hundred Fifty Crores) at any time or the limits prescribed under the Act, whichever is higher.”

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

Sd/-  
**Shweta Agrawal**  
**Company Secretary**

**Place: Bengaluru**  
**Date: 24<sup>th</sup> August 2017**

**Notes:**

1. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 117 of the Companies Act, 2013 setting out material facts is appended herein below.
2. The Board of Directors has appointed Mr. Anant Khamankar of M/s Anant B Khamankar & Co., Company Secretaries, Mumbai, having office at B-510, Neelkanth Business Park, 5th Floor, Nathani Road, Vidyavihar (West), Mumbai – 400086, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.
3. The Notice of Postal Ballot and E-voting is being posted to the address of the equity shareholders, whose names appear on the Register of Members of the Company as on 18 August, 2017. The Shareholders who have registered their e-mail ID for receipt of documents in electronic mode have been sent the Notice of Postal Ballot by e-mail. This notice of Postal Ballot has also been placed on the website of the Company at [www.axiscades.com](http://www.axiscades.com).
4. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the voting received in electronic and physical mode and he results declared along with Scrutinizer Report shall be placed on the Company's website viz. [www.axiscades.com](http://www.axiscades.com) and on the website of Karvy Computershare Private Limited (Karvy) viz. (<https://evoting.karvy.com>) and communicated to the Stock Exchanges where the shares of the Company are listed.
5. The material documents referred to in the accompanying Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays (between 9.00 am. To 6.00 pm.) up to the last date for receipt of the Postal Ballot Form i.e.5 October, 2017.
6. Process and manner for members opting for remote e-voting are as under:
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations 2015, the Company is pleased to provide e-voting facility to its members as an alternative to cast their votes electronically, instead of dispatching the Postal Ballot Form through Post. For this purpose, the Company has engaged services of Karvy Computershare Private Limited and the business contained in the notice may be transacted through such voting.
8. Members can opt for only one mode of voting i.e. either by ballot form or e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through ballot forms shall be treated as invalid. For instructions for remote e-voting, read the instructions printed overleaf the accompanying Postal Ballot Form.

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013****Item 1:**

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 more.

AXISCADES Engineering 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 400 Crore (including the one approved in the 27<sup>th</sup> Annual General Meeting) 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.

**Item 2& 3:**

The shareholders of the company had at the 24<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> September 2014, by a special resolution (in accordance with the provisions of Companies Act, 2013), authorised 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. 100 Crores (Rupees One Hundred crores only) and authorized for the said purpose mortgaging and/or creating charge on all or any part of the immovable and/or movable properties/assets.

As required by provisions of section 180(1)(c) & 180 (1)(a) of the Companies Act, 2013 and keeping in view the company's existing and future business requirements and its growth plans, it is considered desirable to increase the borrowing / mortgage limit to Rs. 250 Crores 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  
For AXISCADES Engineering Technologies Limited

Place: Bengaluru  
Date: 24<sup>th</sup> August 2017

Sd/-  
Shweta Agrawal  
Company Secretary