



## AXISCADES Engineering Technologies Limited

(CIN:L72200DL1990PLC084435)

Regd Office: Block C, 2<sup>nd</sup> Floor, Kirloskar Business Park, Bengaluru - 560 024

Tel: 080 41939000, Fax: 080 41939099, Email id: info@axiscades.com, Website: www.axiscades.com

# NOTICE

NOTICE is hereby given that the Twenty Sixth (26th) Annual General Meeting (AGM) of the members of **AXISCADES Engineering Technologies Limited** (formerly known as Axis-IT&T Limited) will be held at Sathya Sai Samskruta Sadanam, No. 20, Hosur Road, Bengaluru- 560029, Karnataka, India, on **Monday, September 26, 2016 at 11.00 a.m. IST** to transact the following businesses:

## ORDINARY BUSINESS

### Item No. 1 - Adoption of Audited Financial Statements

To receive, consider and adopt the Financial Statements of the company for the year ended March 31, 2016 including the Audited Balance sheet as on 31st March 2016, the Statement of Profit and Loss and Cash Flow Statement, for the year ended on that date (including the consolidated financial statements) together with the report of the Board of Directors and Auditors thereon.

### Item No. 2 - Appointment of Director, Mr. Kedarnath Choudhury, liable to retire by rotation

To appoint a Director in place of Mr. Kedarnath Choudhury (DIN No. 01519514), who retires by rotation and being eligible, offers himself for re-appointment.

### Item No. 3 - Appointment of Director, Mr. Rohitasava Chand, liable to retire by rotation

To appoint a Director in place of Mr. Rohitasava Chand (DIN No. 00011150) who retires by rotation and being eligible, offers himself for re-appointment.

### Item No. 4 - Ratification of the appointment of Auditors

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** the appointment (including ratification of appointment) of M/S Walker Chandiook & Co LLP Chartered Accountants, Bengaluru (Firm Registration No. 001076N/ N500013), as the Auditors of the Company pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, by the shareholders in the Annual General Meeting (AGM) held on September 9, 2014, be and is hereby ratified to hold office until the conclusion of the Twenty Seventh (27th) Annual General Meeting of the Company, and the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be recommended by the Audit committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon.”

## SPECIAL BUSINESS

### Item No. 5 - Amendments to the Memorandum of Association (MOA) of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and any other applicable provisions, if any, of the Companies Act, 2013, (including

any statutory modification(s) or re- enactment(s) thereof), and subject to the necessary registrations, approvals, consents, permissions and sanctions required, if any, from the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, and pursuant to the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to replace, alter, modify and revise the existing set the Memorandum of Association of the Company as under:

1. Substituting the heading of Clause III (A), “THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION” with the heading “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”.
2. Substituting the heading of Clause III (B), “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE” with the heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (A)”.
3. The sub-clause 23 of Clause III (B) shall be substituted with:  
Subject to Sections 391 and 394 of the Act or any amendment for the time being in force, to amalgamate with any other company in any manner whose objects are altogether or in part similar to those of this company.
4. The following clauses be inserted after sub-clause 27 of Clause III (B) of the Memorandum of Association of the Company:  
28. To promote the art and science of flying and aeronautics in all its aspects and all matters connected therewith and for that purpose to establish an integrated training institute to impart training in flying on all kinds of aircrafts, civil or military, to amateurs, individuals, professional, pilot staff of corporate sector, cadets such as Coastal Guard Cadets, Personnel of Police and Para Military Forces, BSF, Territorial Army, Air Force etc. in accordance with the rules and regulations of the Department. Of civil aviation and any other law, if any, of the land for the time being in force and to train, instruct members and other persons in the art of engineering, residential or otherwise including link simulators or any other field

or activity related to or incidental to or connected with aviation in accordance with the rules and regulations laid down by the Director General of Civil Aviation and any other applicable law.

29. To provide comprehensive trainings for pilots, cabin crews and maintenance Engineers, both ground training and initial flight training by setting up different teaching schools viz., specialized workshops, Engines, avionics, labs and simulators for imparting the various aviation training facilities.
30. To provide training for Airport Staff by setting up classrooms with airline operating systems viz., Reservation System, Operating System and the Communication system. To organize and conduct training programmes for pilots viz., Private Pilot License (PPL), Commercial Pilot License (CPL/IR) and Advance Course Multi Engine Rating (MER) and Aircraft Maintenance Engineering (AME), Aeronautic Engineering for mechanics, Cabin Crew Service Training (CST) for Cabin Crew, Flight and ramp Dispatcher and Airport Commercial Staff for ground staff. To incur expenses of formation of the company and to enter into any local or foreign technical or other collaboration.
31. To run flying clubs for the persons from all walks and spheres on such terms and conditions as to admission thereto and continuance as members thereof and management of the affairs of the club as may be prescribed by the Board and subject to the rules and regulations approved by the Director General of civil aviation and to promote manage and conduct aviation and other sports, tournaments, exhibitions, meetings and seminars like aerobatics, ballooning hand glides, wind-surfing races, athletics' and others including race –courses .
32. To develop the sites for airport, runways by acquiring land and engage in construction of buildings to act as manufacturers, builders, developers, erectors or otherwise dealers in hangars, runways, structures and equipments.
33. To undertake cyber-security-related research and development, relevant security standards, security testing including accreditation process, and cyber-security related product development, undertake skill development and capacity building through training, consulting and advisory services.
34. To carry on the business of electrical engineers of electricians, contractors, manufacturers, Constructors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnace, household appliances, batteries, cables wire lines, dry cells accumulators, lamps and works and to generate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed, and to manufacture and deal in apparatus and things, required for or capable of being used in connection with the generation, distribution supply accumulation, and employment of electricity, including in the term electricity all power that may be directly or indirectly derived there from or may be incidentally hereinafter discovered in dealing with electricity.
35. To manufacture, assemble, fabricate, import, export, buy, sell, distribute, lease out or otherwise deal in all kinds and types of hand tools such as spanners, wrenches, pliers, water pump pliers allenkeys, screw drivers, wrench, sledge hammers, pick axes, nuts, bolts, holt lipers, wire cutters, hacksaw blades, socket sets, vices, screws, automatic machine able materials, tools, jigs, fixtures, electronic and mechanical instruments, goods and equipment, and allied products use in any industry or for defence, communications, aviation, transport, medical research recreational educational or domestic purpose and install, service or repair, overhaul, maintain all such equipment.
36. To manufacture, produce press, vulcanize, retread, export, import, purchase sell and generally to carry on business in tyres and semi-tyres for different types of vehicle including buses, omnibuses, charabances, trucks, lorries automobiles, motor-cycle, tractors, aeroplanes, and also in Industrial lyres inner tubes, flaps, miscellaneous repair materials and other articles and appliances made within or from natural or synthetic rubber, its compounds, substances, derivatives and their substitutes, or use the same in combination with any metallic or non-metallic substances, vulcanite leather, rayon, hessian or plastics.
37. To carry on the business as buyers, sellers' importers, exporters, lessors, distributors, agents, brokers, factors, stockists, commission agents and dealers of Engineering goods, machine tools, hand tools, small tools, metals alloys iron pipe fittings' units and bolts, bicycles and accessories. Automobiles and automobile parts, steel and stainless steels and iron products, ores and scrips metallurgical residues, hides, skins, leather goods, furs bristles tobacco (raw and manufactured) hemp seeds, oils and cakes, Vanaspati, textiles, fibre and waste coir and jute and products thereof, wood and timber, bones, crushed and uncrushed, industrial diamonds, coal charcoal,

glue gums and resins ivory lac, shellac, manures, pulp or wood, rags, rubber, tanning substance, wax, quartz, crystal chemicals and chemical preparations plastic and linoleum articles, glass and glass ware, handicrafts, handloom toys, liquid gold, precious stones, appliance, machinery and mill work and parts thereof, paper and stationery, sports goods, textiles including decorative. hand and machine-made, readymade garments, carpets rugs drug gets artificial silk fabrics, cotton, woollen cloth and all sorts of apparels, dressing materials, cosmetics wigs, belting, cinematograph films exposed gramophone records, rubber. plastic goods. starch, umbrellas, crown corks, batteries, surgical and musical instruments, marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitary wares and fittings, woollen textiles, natural fibre products, cellulosic and cellulosic products mixed blended product, nylon, polyester fibre, yam, hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products fodder, bran, fruits nuts, cashewnuts, kernels, grains, pulses, grains, pulses, flour, confectionery, provisions, alcohol, beverages perfumed spirits, spices and tea, coffee, sugar and molasses, vegetable products, processed foods and packed food products.

5. The reference to various sections on the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.
6. Adopting the number format for the clauses of MOA as prescribed under Table A of Schedule I of the Companies Act, 2013.
7. The existing Part C titled 'Other Object' of the Object clause in the MOA of the Company be deleted.
8. Making necessary corrections to spelling errors, grammatical errors, typographical errors as may be required in the existing Sub Clauses of III (B) of the Memorandum of Association of the Company.
9. Amending Clause IV of the Memorandum of Association of the Company as follows:

*"The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."*

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such acts , deeds, matters and things as may be incidental or pertinent to give effect to the aforesaid resolution."

#### **Item No. 6 - Adoption of new set of Articles of Association (AOA) of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Incorporation) Rules,2014 (including any statutory modification(s) or re-enactment(s)thereof), and subject to the necessary registrations, approvals, consents, permissions and sanctions required, if any, from the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, consent of the members of the Company be and is hereby accorded for adoption of the new set of Articles of Association of the Company from clauses 1 to 93 in place and in entire exclusion and substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such acts , deeds and things as may be incidental or pertinent to give effect to the aforesaid resolution."

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

Sd/-  
**Shweta Agrawal**  
Company Secretary

**Place: Bengaluru**

**Date: June 16, 2016**

**Registered office**

Block C, 2nd Floor, Kirloskar Business Park,  
Bengaluru-560024.

CIN: L72200KA1990PLC084435,

e-mail : info@axiscades.com

#### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument appointing the proxy duly completed should be deposited at the registered office of the company not less than

forty eight hours before the commencement of the meeting.

4. All alterations made in the Form of Proxy should be initiated.
5. Only registered Equity Shareholders, as on September 20, 2016, of the Applicant Company may attend and vote either in person or by proxy or by an authorised representative under Section 113 of the Companies Act, 2013 at the Equity Shareholders' meeting. The Annual Report is being sent to the shareholders registered with the company as on August 19, 2016.
6. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Registered Equity Shareholders are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of the Applicant Company in respect of such holding will be entitled to vote.
8. A member shall be entitled, during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 'three days' of notice in writing is given to the Company.
9. All the documents referred to in the accompanying notice, unless otherwise specified, are open for inspection at the Registered office of the Company on all working days, during the business hours between 9.00 am to 6.00 pm, upto the date of the AGM. Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts and Arrangements in which Directors are interested shall be kept open for inspection at the meeting to any person having right to attend the meeting.
10. For the convenience of the members, an attendance slip is annexed. Members are requested to affix their signatures in the space provided and fill the particulars and hand over the attendance slip at the Registration Counter at the venue of the Meeting.

The members need to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

11. Members, who hold the shares in physical form, are requested to provide their email id, in case the same has not been provided earlier and notify changes if any, in their address/e-mail id/ECS mandate/ bank details to the Registrar & Transfer Agent (RTA) of the Company Karvy Computershare Private Limited. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, for the purpose of receiving communication electronically and the members who

hold their shares in demat form are requested to do the same through their depository participant.

12. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. The shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).
13. A copy of the Annual Report along with the Notice of the 26th Annual General Meeting, stating the process and the manner of e-voting at the AGM, Attendance slip and Proxy form are sent by electronic mode to all those members whose email address are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. In respect of members who have not registered their email address physical copies of the Annual Report are sent by the permitted mode.
14. The Annual Report along with the Notice of the 26th Annual General Meeting and other attachments will also be available on the Company's website at [www.axiscades.com](http://www.axiscades.com) for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours on working days upto the date of AGM.
15. Information relating to e-voting are as follows:
  - i. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as substituted by Companies (Management and Administration) Amendment Rules, 2015) and Regulation 44 of the SEBI (LODR) Regulations 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Karvy Computershare Private Limited ("Karvy"). The facility for voting through Poll will be made available at the meeting and the members attending the meeting who have not cast their votes by remote e-voting shall be able to cast their votes at the meeting through physical Poll.
  - ii. The members who have voted through remote e-voting may attend the AGM but shall not be entitled to cast their votes again.
  - iii. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
  - iv. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member/beneficial owner as on **September 20, 2016, being the cutoff date.**

v. 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. September 20, 2016**, shall only be entitled to avail the facility of remote e-voting/ poll.

vi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cutoff date may write to Karvy on their e mail ID [evoting@karvy.com](mailto:evoting@karvy.com), or Karvy Computershare Private Limited (Unit: AXISCADES Engineering Technologies Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or contact Mr. Srikrishna P on phone/mobile No 040-67162222 / **9212993399** requesting for User ID and password. After receipt of above credentials, a member may follow the instructions for e-voting to cast his votes.

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.

16. The Board of Directors of the Company have appointed Mr. Anant Khamankar (Membership No. 3198) a Practising Company Secretary, Proprietor of M/s Anant B Khamankar & Co., Company Secretaries, Mumbai as the Scrutinizer, for conducting both remote e-voting and Poll voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.

17. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and remote e-voting, will not later than forty eight hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Chairman shall declare the results within forty eight hours of the conclusion of the meeting.

**The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.axiscades.com](http://www.axiscades.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.**

18. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Meeting i.e. September 26, 2016.

#### **Instructions for e-voting**

- i) Members are requested to carefully read the instructions for e-voting before casting their vote.
- ii) 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, September 22, 2016**

**End of remote e-voting: 05:00 p.m. (IST) on Sunday, September 25, 2016**

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.

iii) 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 AGM, or on the Notice of AGM, in case email id is not registered and physical copy of the Annual Report 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 AXISCADES Engineering Technologies Limited, as mentioned in the email forwarding the Notice of AGM along with Annual Report of the company, 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](mailto:khamankar@gmail.com) with a copy marked to [evoting@karvy.com](mailto: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).

By Order of the Board of Directors

**For AXISCADES Engineering Technologies Limited**

Place : Bengaluru  
Date : June 16, 2016

Sd/-  
Shweta Agrawal  
Company Secretary

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 5**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same, it is proposed to re-align the Memorandum of Association of the Company as per the provisions of the Companies Act, 2013.

Accordingly, it is proposed to adopt a new set of Memorandum of Association of the Company, primarily based on Table "A" of Schedule I of the Companies Act, 2013 which sets out the model Memorandum of Association for a Company limited by Shares.

As per Section 4 and 13 of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, any alterations proposed to be made in the Memorandum of Association of the Company requires the approval of the members vide a Special Resolution.

Accordingly, the Board of Directors of the Company seek the approval of the members of the Company for the aforesaid alteration by way of a Special Resolution. A copy of the altered Memorandum of Association will be available for inspection at the Annual General Meeting and such copy will be so made available for inspection in physical or in electronic form during the business hours i.e. from 9:00 a.m. to 6:00 p.m. at the Registered office of the Company at Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560024 and is also available on the website of the company till the date of AGM.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

### **ITEM NO. 6**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same, it is proposed to re-align the Articles of Association of the Company as per the provisions of the Companies Act, 2013.

Accordingly, it is proposed to adopt a new set of Articles of Association of the Company, primarily based on Table "F" of Schedule I of the Companies Act, 2013, which sets out the model Articles of Association for a Company limited by Shares, in place of the existing Articles of Association, except in so far such regulations are embodied in the said Articles.

By virtue of Section 5 and Section 14 of the Companies Act, 2013, the approval of Members is required by way of Special Resolution in General Meeting to amend the Articles of Association of the Company.

Accordingly, the Board of Directors of the Company seek the approval of the members of the Company for the aforesaid alteration by way of a Special Resolution. A copy of the altered Articles of Association will be available for inspection at the Annual General Meeting and such copy will be so made available for inspection in physical or in electronic form during the business hours i.e. from 9:00 a.m. to 6:00 p.m. at the registered office of the Company at Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560024 and is also available on the website of the Company till the date of AGM.

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 is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

**Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**



**Mr. Kedarnath Choudhury**

Kedarnath Choudhury holds B.Sc in Physics, Qualified Chartered Accountant (CA) and Cost & Works Accountant (CWA). He has a wide work experience in Multinational and Indian Corporates across Service, Manufacturing, Financial Sectors. He has technical expertise in the areas of controlling function, Accounting, FP&A, M&A, Compliance and ERP implementation.

**Date of Birth:** May 22, 1966

**Date of Appointment:** October 31, 2008

**Relationship between directors inter-se:** He is not related to any Director inter-se.

Kedarnath Choudhury does not hold the directorship or membership in the Committee of any other Listed entity.

**Shareholding in the Company:** Kedarnath Choudhury does not hold any equity share of the Company.



**Mr. Rohitasava Chand**

Rohitasava Chand holds B. Tech from IIT, Delhi and MBA from KATZ, University of Pittsburgh, USA. He has Wide experience in the IT Industry. He has been awarded the IIT-Delhi Alumni Award for outstanding contribution to National Development.

**Date of Birth:** October 21, 1946

**Date of Appointment:** July 28, 1999

**Relationship between directors inter-se:** He is not related to any Director inter-se.

Rohitasava Chand holds directorship in Khandwala Securities Limited. He is a member in Stakeholder Relationship Committee and Nomination & Remuneration Committee of Khandwala Securities Limited.

**Shareholding in the Company:** Rohitasava Chand does not hold any equity share of the Company.

