

# NOTICE

**NOTICE** is hereby given that the Twenty Seventh (27th) Annual General Meeting (AGM) of the members of **AXISCADES Engineering Technologies Limited** will be held at Sathya Sai Samskruta Sadanam, No. 20, Hosur Road, Bengaluru- 560029, Karnataka, India, on **Thursday, August 24, 2017 at 11:30 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, 2017 including the Audited Balance sheet as on 31st March 2017, 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. Valmeekanathan S., liable to retire by rotation

To appoint a Director in place of Mr. Valmeekanathan S. (DIN No. 05297798), who retires by rotation and being eligible, offers himself for re-appointment.

### Item No. 3 - Appointment of Auditors

To appoint the Auditors and to fix their remuneration.

**Explanation** Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder, has mandated rotation of the statutory auditors on completion of two terms of five consecutive years. The incumbent auditors M/s. Walker Chandiook & Co LLP (formerly Walker, Chandiook & Co) Chartered Accountants, (Firm Registration No. 001076N/ N500013) have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period of three years at the ensuing 27th AGM.

The Audit Committee has proposed and the Board has recommended the appointment of M/s. S.R. Batliboi & Associates LLP ('SRBA'), (FRN-101049W/ E300004) Chartered Accountants, as the Statutory Auditors of the Company.

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

**"RESOLVED THAT**, pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, M/s. S.R. Batliboi & Associates LLP ('SRBA'), (FRN- 101049W/ E300004) Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company on expiry of the term of M/s. Walker Chandiook & Co LLP (formerly Walker, Chandiook & Co) Chartered Accountants, (Firm Registration No. 001076N/ N500013).

**FURTHER RESOLVED THAT**, M/s. S.R. Batliboi & Associates LLP be and are hereby appointed as the Statutory Auditors of the Company

from the conclusion of this 27th Annual General Meeting for the term of five consecutive years till the conclusion of the 32<sup>nd</sup> Annual General Meeting (subject to ratification of appointment by members at every Annual General Meeting, as may be required) and that the Board be and is hereby authorized to fix such remuneration as may be determined in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of accounts of the Company."

## SPECIAL BUSINESS

### Item No. 4 - Appointment of Director, Mr. Sidhartha Mehra

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

**"RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Sidhartha Mehra (DIN 07215979), who was appointed as an Additional Director by the Board of Directors effective 26 September 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

### Item No. 5 - Appointment of Mrs. Vimmi M Trehan as an Independent Director

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

**"RESOLVED THAT** Mrs. Vimmi M Trehan (holding DIN 07141874) who was appointed as Additional Director in the capacity of Non-Executive Independent Director, by the Board of Directors with effect from 11th March 2017, in terms of Section 161 & 149 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Articles of Association of the Company and whose term of office expires at the Annual General Meeting, be and is hereby reappointed as Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from 11th March, 2017 up to 10th March, 2022."

### Item No. 6 - Approval for Investments in excess of the limits specified 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 pursuant to clause (c) of sub section 2 of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re enactment thereof for the time being in force) and the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to invest / acquire the securities of any body corporate by way of subscription/ purchase or otherwise, from time to time, in excess of the limits laid down by the Act, provided that the total amount invested / to be invested in securities at any point of time, apart from the loan given/ to be given to any person or other body corporate, guarantee given/to be given or security provided/to be provided in connection with a loan to any person or other body corporate, shall not, at any time, exceed ₹ 200 crores (Rupees Two Hundred Crores).

**RESOLVED FURTHER** that the Board 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  
For AXISCADES Engineering Technologies Limited**

**-Sd-  
Shweta Agrawal  
Company Secretary**

Date: 30 May, 2017  
Place: Bengaluru

**Registered office**

Block C, 2nd Floor, Kirloskar Business Park,  
Bengaluru-560024.  
CIN: L72200KA1990PLC0084435,  
e-mail : [info@axiscades.com](mailto: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 initialed.
5. Only registered Equity Shareholders, as on August 18, 2017, 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 July 14, 2017.
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 27th 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 27th 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 **August 18, 2017, being the cut-off 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. August 18, 2017**, 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. G RAMESH DESAI on phone 040-67162222 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. August 24, 2017.

#### **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  
Sunday, August, 20, 2017**

**End of remote e-voting: 05:00 p.m. (IST) on  
Wednesday, August 23,  
2017**

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) Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. August 18, 2017, may obtain the User ID and password in the manner as mentioned below:
    - i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD <space> E-Voting EVEN Number+Folio No. or DP ID Client ID to 9212993399**  
  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
  
Example for CDSL :  
MYEPWD <SPACE> 1402345612345678  
  
Example for Physical :  
MYEPWD <SPACE> XXXX1234567890
    - ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - l) 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."
  - m) Once the vote on a resolution is cast by a member, the Member shall not be allowed to modify it subsequently.
  - n) 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**

**-Sd-  
Shweta Agrawal  
Company Secretary**

Date: 30 May, 2017  
Place: Bengaluru

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

### **ITEM NO.4**

Mr. Sidhartha Mehra was appointed as an Additional Director of the Company by the Board of Directors effective August 10, 2016, and was re-appointed as the same on September 26, 2016 pursuant to Section 161 of the Companies Act, 2013 on the expiry of his term on September 26, 2016 (on the commencement of AGM).

In terms of the provisions of Section 161 of the Companies Act, 2013, Sidhartha Mehra will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of ₹ 1,00,000/- under Section 160 of the Act proposing the candidature of Sidhartha Mehra for the office of Director of the Company.

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.

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 Sidhartha Mehra to whom the resolution relates, is in any way concerned or interested, financially or otherwise in the Resolution set out at Item No.4 of the Notice.

### **ITEM NO. 5**

Mrs. Vimmi M Trehan served on the Board of the Company from 30.03.2015 till 7.12.2016 as Independent Director (woman) and stepped down thereafter due to her personal / professional engagements. Considering her professional capabilities, experience and association with the Company and interest shown by her, the Board reappointed her as Independent Director (woman) w.e.f. 11th March 2017 whose term as additional director expires in the ensuing Annual General Meeting under Section 161 & 149 of the Companies

Act, 2013. Due notice under Section 160 of the Companies Act, 2013 has been received from a member along with the deposit of ₹ 1,00,000/- proposing the candidature of Vimmi M Trehan for the office of Director of the Company.

The Board considers her 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.

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 Vimmi M Trehan to whom the resolution relates, 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**

As per Section 186 of the Act 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 acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate 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.

Keeping in view the Company's business requirements and its growth plans (both organic and inorganic), it is considered desirable to take shareholders' approval for the overall limit of ₹ 200 crores.

The Board recommends the Resolution at Item No.6 of the accompanying Notice for the approval of the members of the Company.

None of the Directors or KMP of the Company or their respective relatives is concerned or interested in the Resolution at Item No.6 of the accompanying 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. VALMEEKANATHAN S.

Valmeekanathan holds BE (Hons) in Mechanical Engineering from BITS Pilani, has wide senior leadership experience in engineering services industry, in Aerospace, Defense and Marine sectors.

**Date of Birth:** May 02, 1964

**Date of Appointment:** February 25, 2014

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

Mr. Valmeekanathan S. does not hold Directorship and membership in the Committee of any other listed entity.

**Shareholding in the Company:**

Mr. Valmeekanathan S. does not hold any equity share of the Company.



### MR. SIDHARTHA MEHRA

Sidhartha is a qualified Chartered Accountant with a rank from ICAI and Company Secretary from ICSI. He has wide experience in Financial Planning & Analysis and Business Development. He has also led many transformation initiatives enhancing business parameters like customer level profitability, operational efficiency, resource utilization and channel profitability.

**Date of Birth:** July 30, 1975

**Date of Appointment/Reappointment:** September 26, 2016

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

Sidhartha Mehra does not hold the directorship or membership in the Committee of any other listed entity.

**Shareholding in the Company:** Sidhartha Mehra does not hold any equity share of the Company.



### MRS. VIMMI M TREHAN

Mrs. Vimmi M Trehan is an intrepid corporate lawyer with over 20 years of experience in Intellectual Property, Drafting and Conveyancing, Corporate Law, Mergers and Acquisitions, Labour Laws, Commercial Laws, Arbitration, Litigation etc. Over the years, she has built up a formidable repertoire of skills through her deep yet diverse experience over a range of industries that include consumer durables, food, telecom, IT/ITes, healthcare and finance.

**Date of Birth:** August 22, 1969

**Date of Appointment/Reappointment:** March 11, 2017

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

Vimmi M Trehan does not hold the directorship or membership in the Committee of any other listed entity.

**Shareholding in the Company:** Vimmi M Trehan does not hold any equity share of the Company.