



AXISCADES ENGINEERING TECHNOLOGIES LIMITED

(CIN:L72200DL1990PLC041275)

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ADDENDUM TO NOTICE DATED AUGUST 12, 2015 (for convening 25th Annual General Meeting)

Notice is further given that the following items of business shall be included in the aforementioned Notice as items number 6 and 7 under Special Business:

6. Appointment of Director, Mr. Sudhakar Gande

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. Sudhakar Gande (DIN- 00987566), who was appointed as an Additional Director by the Board of Directors with effect from August 14, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 114 of 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 Director, be and is hereby appointed as Director of the Company.”

7. Appointment & Fixation of Remuneration of Mr. Sudhakar Gande as WholetimeDirector

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to the approval of the Central Government, if necessary, approval of the Company be and is hereby accorded to the appointment of Mr. Sudhakar Gande as Whole time Director of the Company designated as Vice Chairman, for a period of 5 (Five) years with effect from August 14, 2015 on the following remuneration and other terms and conditions as set out in the Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, attached to this Notice.

A. Basic Salary:

- i) Rs. 12, 50,000 /- (Rupees Twelve Lakhs Fifty Thousand Only) per month for a period from August 14, 2015 to March 31, 2016 and
- ii. Rs 20, 00,000/- (Rupees Twenty Lakhs only) per month from April 1, 2016.

B. Short Term Incentive Plan (Variable pay):

Not exceeding Rs.1,00,00,000/- (Rupees One Crore Only) for the Year 2015-16 and not exceeding Rs 3,60,00,000/- (Rupees Three Crores Sixty Lakhs Only) per year, from the financial year commencing April 1, 2016. This component is linked to the performance of the Company and shall be decided by the Board.

C. Perquisites & Allowances:

- Company's contribution of 12% of salary to Provident Fund.
- Furnished Accommodation at Bengaluru.
- Gratuity payable at the rate of half a month's salary calculated on the basis of 26 days in a month, for each completed year of service.
- The company shall provide a car with driver subject to running expenses up to Rs. 50,000/- p.m.
- Leave and leave encashment as per the as per the Rules of the Company
- Reimbursement of all expenses including entertainment and travelling incurred in the course of the business of the company.
- Medical Insurance coverage as per the Company's policy for self, spouse and dependent children and parents
- Personal Accident Insurance coverage as per the Company's policy for self.

- Membership of two clubs, excluding life membership.

He shall not be entitled to sitting fees for attending the meeting of the Board or committee thereof.

RESOLVED FURTHER THAT subject to the approval of the Central Government notwithstanding anything herein above stated where in any financial year ending on or after March 31, 2016, during his tenure as a Whole time Director of Company, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Sudhakar Gande the aforesaid remuneration by way of salary, variable pay and other allowances as a minimum remuneration irrespective of whether the same exceeds or not the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration for a period of 3 (Three) years from the date of appointment.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration of Mr. Sudhakar Gande subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 and/or as approved by the Central Government.”

By order of the Board of Directors
AXISCADES Engineering Technologies Limited
 Sd/-
(Shweta Agrawal)
Company Secretary

Date : 20.08 2015
 Place : New Delhi

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM 6 & 7

In consideration of the size and growth of the Company, and based on the recommendations of Nomination and Remuneration Committee, Mr. Sudhakar Gande (DIN- 00987566) was appointed as an Additional Director of the Company by the Board of Director in their meeting held on August 14, 2015 pursuant to Section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company, with effect from that date.

In terms of the provisions of Section 161 of the Act Mr. Sudhakar Gande will hold office up to the date of the ensuing Annual General Meeting (to be held on September 7, 2015 in respect of which the Notice has been already dispatched to the members). The Company has received a notice in writing from a member along with the deposit of Rs 1,00,000/- under Section 160 of the Act proposing the candidature of Mr. Sudhakar Gande for the office of Director of the Company.

The Company has received from Mr. Sudhakar Gande (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Further, the Board of Directors in the said meeting held on August 14, 2015, subject to the approval of the shareholders and approval of the Central Government, also appointed Mr. Sudhakar Gande as Whole time Director in the designation of Vice Chairman for a period of Five (5) years with effect from August 14, 2015 on the remuneration and other terms and conditions set forth in the resolution. The appointment is terminable with three months notice on either side.

STATEMENT OF INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

Your company is in the business of providing mainly Engineering Design services. It was incorporated on 24.08.1990 and ventured into the domain of Engineering Design in January 2004.

Financial Performance indicators of the company for the year 2014-15 are as follows:

Particulars	Standalone (Rs)	Consolidated (Rs)
Total Income—Amount Crores	189.57	319.24
Profit Before Tax- Amount Crores	17.21	28.81
Net Profit after Tax - Amount Crores	11.32	19.81
Earnings Per Equity share (Basic & Diluted)	4.49	7.69

Export performance & Net foreign exchange collaborations:

- a. The company has registered STPI units and is an exporter. The export earnings for the year 2014-2015 stood at Rs. 143.07 crs.
- b. The company has no foreign collaborations.

Foreign investments:

The company has an investment of Rs.14.89 crs. in its wholly owned subsidiary Axis Inc. in US and Rs.0.43 cr. in Axis Mechanical Design (Wuxi) Co. Limited in China & Rs.4,596/- in Cades Canada Technology Inc. in Canada. The subsidiary is engaged in a similar line of business.

Past Remuneration:

Mr. Sudhakar Gande is being appointed as Vice Chairman & Director (whole time) in the Company for the first time and he was not in receipt of any remuneration from the company in the past.

Directors' profile

Mr. Sudhakar Gande has over two and half decades of experience in the areas of Aerospace, Aviation, Technology, Investment Banking, Venture Development and General Management. During his career he held several prestigious positions including as Senior Director – American Express Bank. He also served as CEO of Jupiter Capital Private Limited and Vice Chairman & Executive Director of AXISCADES Aerospace & Technologies Private Limited.

He is an acknowledged investment banker and a visionary who has architected the success of several venture developments.

Mr. Gande was past Chairman, FICCI – Karnataka State Council and currently Member, National Executive Committee, FICCI.

Mr. Gande holds an M.Tech Electronics & Computers from the (Indian Institute of Technology (IIT), Delhi and MBA in Finance from Faculty of Management Studies (FMS), Delhi University.

The proposed remuneration is mentioned in the proposed resolution.

The remuneration of Mr. Sudhakar Gande is fully justifiable and comparable to that prevailing in the Industry, keeping in view the profile and position of Vice Chairman and Director and enriched knowledge and vast and varied experience of the appointee. Mr. Gande shall drive the overall Strategy of the Company and shall be responsible for large OEM Relationship Management, M&A Strategy, in addition to oversee Business affairs of the company. He will be accountable to the Board of Directors of the company.

Mr. Sudhakar has no pecuniary relationship with the company or with any managerial personnel except the emoluments (Salary) being approved by the members by way of this resolution.

Currently Company is into growth phase and transforming to next level of organization. Further company is increasing offshoring mix which will improve the margins way forward.

Current Years standalone basis Profit before tax has increased from Rs.10.33 Crores to Rs.17.21 Crores .The Board of Directors is of the view that positive growth in profit will continue.

The terms of appointment and remuneration specified above are now placed before the members for their approval.

This explanation together with the accompanying notice should be treated as an abstract under the Section 190 of the Companies Act, 2013 in respect of the remuneration of Mr. Sudhakar Gande, Vice Chairman & Director.

The resolution seeks the approval of the shareholders for appointment of Mr. Sudhakar Gande as Whole time Director of the Company for a period of Five (5) years from August 14 2015 to August 13, 2020 and for payment of proposed remuneration for a period of 3 (Three) years in terms of Proviso to Section II of Part II of Schedule V of Companies Act, 2013.

The Company had announced an acquisition of AXISCADES Aerospace and Technologies Private Limited which will lead to an integration of two businesses. Your Directors are of the view that the Company would be immensely benefited by the varied experience and expert guidance of Mr. Sudhakar Gande and therefore recommend for approval, the Resolution contained in this Notice. The Board considered it expedient to make immediate appointment of Mr. Sudhakar Gande in order to avail his services in the Company.

Members' attention is specifically drawn to the provisions of Section 161 of the Companies Act, 2013 (the Act) in terms of which an additional director appointed by the Board holds office as such only up to the date of the Annual General Meeting. In terms of Schedule V to the Act, the approval of the shareholders for appointment of a managerial person shall be obtained at the first general meeting held after the date of such appointment. Your attention is also drawn to the provisions of Section 160 of the Act which entitles

a member to propose a person other than a retiring Director for appointment as a Director at any general meeting by giving not less than fourteen days' notice of his intention to move the resolution.

This Notice has been issued pursuant to the above provisions of the Act and as required under Rule 13 of Companies (Appointment and Qualifications of Directors) Rules 2014, individual Notices have been sent through electronic mode to those members who have provided their e-mail addresses to the Company and to others by permitted mode. This Notice has been also placed on the website of the Company at www.axiscades.com.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

The Board recommends the Ordinary resolution set forth in **Item No.6** and the Special resolution set forth in **Item No. 7** for the approval of the shareholders.

No director, key managerial personnel or their relatives, except Mr. Sudhakar Gande to whom the resolutions relate, is interested or concerned in the resolution.

As per revised Clause 35B of the Listing Agreement, facility for e-voting is available to the members in respect of the aforesaid resolutions on Karvy's (our e-voting service provider) website: <https://evoting.karvy.com>. The Notes forming part of the notice dated 12th August 2015, shall also apply to this addendum notice.

The user id and Password has already been sent to the shareholders along with the Attendance sheet and same will hold for these resolutions also.

The members are required to use the revised proxy form (which includes these additional resolutions) attached with this notice which is also available on the website of the Company at www.axiscades.com.

**By order of the Board of Directors
AXISCADES Engineering Technologies Limited**

Sd/-

Date : 20.08 2015

Place : New Delhi

**(Shweta Agrawal)
Company Secretary**

Additional information on Directors Seeking appointment / reappointment at the Annual General Meeting (Pursuant to clause 49(viii) (e) of the Listing Agreement.



Mr. Sudhakar Gande

A brief resume of Mr. Gande and his areas of expertise are as mentioned in the explanatory statement above.

Companies (other than AXISCADES Engineering Technologies Limited) in which Mr. Gande holds Directorship and Committee membership:

1. Kannada Prabha Publications Limited- Director
2. IL&FS Technologies Limited- Director

Mr. Gande is neither a Chairman nor member of any Committee.

**The directorships / committee membership held in public limited companies and subsidiaries of public companies are only considered. And directorships / committee membership held in private companies, Section 8 Companies and foreign companies are excluded. Committee membership includes only Audit Committee and Stakeholders Committee.*