



# AXISCADES ENGINEERING TECHNOLOGIES LIMITED

(Formerly Axis-IT&T Limited)

Registered Office: A-264, 2nd Floor, Defence Colony, New Delhi - 110 024.

Website : www.axiscades.com; email: info@axiscades.com

CIN -L72200DL1990PLC041275

## NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

NOTICE is hereby given that the Board of Directors of the Company propose to seek the shareholders' consent for the following Resolutions through voting by Postal Ballot/e-Voting in accordance with the provisions of Section 110 of the Companies Act, 2013 (the 'Act') and read with the Companies (Management and Administration) Rules, 2014:

1. **SPECIAL RESOLUTION TO BE PASSED FOR APPROVING CHANGE IN THE SITUATION OF THE REGISTERED OFFICE FROM NCT OF DELHI TO THE STATE OF KARNATAKA**

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

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 & 110 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Central Government, including such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from NCT of Delhi to the State of Karnataka i.e. from "A-264, Defence Colony, New Delhi-110024" To "Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560024, Karnataka", and the same will have effect from the date of issue of fresh Certificate of Incorporation, consequent to the change in the situation of the Registered office of the Company, by the Registrar of Companies, Karnataka.

**RESOLVED FURTHER THAT** Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. The registered office of the Company will be situated in the State of Karnataka.

**RESOLVED FURTHER THAT** Mr.Kedarnath Choudhury, Mr. Pradeep Dadlani, Mr. Rohitasava Chand, Directors and/or Ms. Shweta Agrawal, Company Secretary, Authorised Persons (Authorised Signatories) of the Company, be and are hereby severally authorized to do all acts and deeds, settle all matters and things arising out of and incidental to the above mentioned change in the situation of the Registered office of the Company and further take all such steps as they may, in their absolute discretion, deem necessary to give effect to this resolution."

2. **ORDINARY RESOLUTION TO BE PASSED FOR APPROVING THE APPOINTMENT OF MRS. VIMMI MITTAL TREHAN AS INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** Mrs. Vimmi Mittal 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 30<sup>th</sup> March 2015, in terms of Sections 161 & 149 of the Companies Act, 2013 and other

applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company and whose term of office will expire 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 March 30, 2015 upto March 29, 2020”.

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

Place: New Delhi  
Date: 30<sup>th</sup> March 2015

**Shweta Agrawal**  
Company Secretary

**Notes:**

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 process in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.

1. The Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of business hours on 17.05.2015. The Postal Ballot Forms received after this date will be treated as if the reply from the Shareholders has not been received.
2. The Scrutinizer will submit his report to the Chairman on completion of the scrutiny. The results will be announced on 19.05.2015 at 5.00 p.m. by posting on the AXISCADES Engineering Technologies Ltd. website i.e. [www.axiscades.com](http://www.axiscades.com) and at the Registered office of the company at A-264, 2nd Floor, Defence Colony, New Delhi-110024 & Karvy's website (<http://evoting.karvy.com>) which shall be reckoned as the date of passing of resolutions. The Scrutinizer, post the announcement of the poll result, will forward all ballot papers and registers for the approval of the Chairman.
3. The results will be displayed at the notice board at the Registered Office of the Company, besides being communicated to the Stock Exchanges on which the Company's equity shares are listed. The results will also be published in the newspaper(s) for the information of the Shareholders.
4. The Company has availed the e-voting for this Postal Ballot process. Hence, the voting will be cast either through physical Postal Ballot Form or through e-voting.
5. For the sake of clarity it is brought to the notice of the Members that the resolution under item 1 will be acted upon only if the votes cast by the shareholders in favor of the proposal are three times than the number of votes cast by the shareholders against it and the resolution under item 2 will be acted upon only if the votes cast by the shareholders in favor of the proposal are more than the number of votes cast by the shareholders against it.
6. The explanatory statement pursuant to Sections 102 and 117 of the Companies Act, 2013 setting out material facts is annexed hereto.

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

### **Item 1: CHANGE IN THE SITUATION OF THE REGISTERED OFFICE FROM NCT OF DELHI TO THE STATE OF KARNATAKA**

AXISCADES Engineering Technologies Limited (AXISCADES) was incorporated under the provisions of the Companies Act, 1956 in the NCT of Delhi. In terms of Clause II of the Memorandum of Association of the Company the Registered office of the company is situated at NCT of Delhi.

AXISCADES is in the business of providing Engineering Solutions and Technologies for the Aviation, Automotive, Heavy Engineering and the Defence Industry. AXISCADES is striving to become a global organization, partnering the eco-system in developing inspired engineering solutions at every stage of the business' life-cycle through expertise in evolving technologies.

The management is proposing to shift the registered office of the Company to Bengaluru, in the state of Karnataka as the other group/promoters/ associate entities are based out of Bengaluru and this would facilitate the management to work cohesively and more efficiently with its group/ subsidiaries companies. Also, the top clients/ customers of the Company are based out of South India and by shifting the registered office of the Company, there would be significant savings/synergies as the management can connect better and faster with its client and deliver more efficiently. It is also critical to note that Bengaluru has huge technical talent pool/skilled work force which would facilitate the Company in boosting its human resource/ employee base in its global delivery centre in Bengaluru.

AXISCADES does not foresee any layoffs due to shifting of the registered office and hence no employee will be affected. The public at large and the Company's associates will also be unaffected by the shift.

No stakeholder will be affected by the shift and in fact the shifting will enhance project delivery capabilities of the Company leading to all-round efficiencies and create value for all stakeholders of AXISCADES.

In terms of the provisions of Section 12, 13 & 110 of the Companies Act, 2013 and the Rules framed thereunder, shifting of the Registered office from one State to another and alteration of clause II of Memorandum of Association of the Company requires the approval of the members by way of a Special Resolution passed by way of a Postal Ballot and will be subject to the approval of the Central Government, in our case, the Regional Director, Northern Region, of the Ministry of Corporate Affairs.

None of the directors and Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out herein.

The Board of Directors of your Company recommends the passing of the resolutions set-out as a Special Resolution in terms of the provisions of the Companies Act, 2013.

### **Item 2. APPOINTMENT OF MRS. VIMMI MITTAL TREHAN AS AN INDEPENDENT DIRECTOR**

The Board of Directors at its meeting held on 30th March 2015 had appointed Mrs. Vimmi Mittal Trehan as an Additional Director in the capacity of Independent Director whose term as additional director will expire in the forthcoming 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 her, proposing herself for the candidature of directorship of the company. In the opinion of the Board, Mrs. Vimmi M Trehan fulfils the conditions specified in the Companies Act, 2013, and those of clause 49 of the Listing Agreement, for such an appointment.

**Brief profile of Mrs. Vimmi Mittal 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. Vimmi currently works as an independent legal advisor to multiple corporates that span a diverse range of industries including financial, real estate, IT/ITES, education, retail, aviation, transport etc.

None of the Directors and key managerial personnel (including relatives of the directors or key managerial personnel) of the Company except Mrs. Vimmi Mittal Trehan, is concerned or interested, financially or otherwise, in this resolution.

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

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

Place: New Delhi  
Date: 30th March 2015

**Shweta Agrawal**  
**Company Secretary**