

Notice

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting (AGM) of the members of **AXISCADES Engineering Technologies Limited** will be held on **Tuesday, 29 September 2020 at 5.00 p.m.** by way of Video Conferencing (VC) / Other Audio Visual Means ("OAVM") 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 31 March 2020 including the Audited Balance sheet as on 31 March 2020, 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. David Bradley, liable to retire by rotation

To appoint a Director in place of Mr. David Bradley (DIN No.: 8380717), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3 Appointment of Mr. David M Walker as Non-Executive Non-Independent Director

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. David Walker (DIN No.: 08764633), who was appointed as an Additional Director by the Board of Directors w.e.f. 29 June 2020 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 recommendation from Nomination & Remuneration Committee and Board proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company for 3 years effective from 29 June 2020 and is liable to retire by rotation."

Item No. 4. Appointment of Mr. Desh Raj Dogra as an Independent director

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Mr. Desh Raj Dogra (DIN No.: 0026775), being eligible and in respect of whom the Company has received a recommendation from Nomination & Remuneration Committee and Board proposing his candidature for the office of a Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for 2 years with effect from 29 September 2020 till 32nd Annual General Meeting."

Item No. 5. Appointment of Mr. Dhiraj Mathur as an Independent director

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Mr. Dhiraj Mathur (DIN No.: 08478137), being eligible and in respect of whom the Company has received a recommendation from Nomination & Remuneration Committee and Board proposing his candidature for the office of a Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for 2 years with effect from 29 September 2020 till 32nd Annual General Meeting."

Item No. 6. Change of name 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 the Section 4(4) and other applicable provisions, if any, of the Act and subject to Regulation 45 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015, and the approval of the Central Government/any other authority as may be prescribed, the name of the Company be and is hereby changed from "AXISCADES Engineering Technologies Limited" to "AXISCADES Technologies Limited", with effect from the date of issue of fresh certificate of incorporation consequent to change of name, by the Registrar of Companies.

RESOLVED FURTHER THAT the name "AXISCADES Engineering Technologies Limited" wherever it occurs in the Memorandum of Association & Articles of Association of the Company and all other documents/papers etc. be substituted by the name "AXISCADES Technologies Limited".

RESOLVED FURTHER THAT any of the Non-Independent Director, CEO, CFO 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 abovementioned change in the name of the Company and further take all such steps as they may, in their absolute discretion, deem necessary to give effect to this resolution.”

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

Sd/-

Shweta Agrawal
Company Secretary

Place: Ghaziabad
Date: 26.08.2020

Registered office

Block C, 2nd Floor, Kirloskar Business Park,
Bengaluru-560024.
CIN: L72200KA1990PLC0084435,
e-mail : info@axiscades.com

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA CIRCULARS ON ACCOUNT OF THREAT POSED BY COVID-19, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
5. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send scan of certified true copy of the Board Resolution/ Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company at SECRETARY@AXISCADES.COM to attend the AGM.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice of 30th AGM and the Annual Report 2019-20 will also be available on the Company’s website www.axiscades.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA- KFin Technologies Pvt. Ltd. (“KFin”) (earlier Karvy Computershare Pvt. Ltd.) at <https://evoting.karvy.com> or <https://emeetings.kfintech.com/>. Shareholders are requested to follow the process as guided below to enable the Company to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password
- Physical Holding: Member may send an e-mail request to the Company at secretary@axiscades.com or to its RTA - KFin at einward.ris@kfintech.com along with
 - scanned copy of the signed request letter mentioning your Name, Folio Number, Share certificate number, complete address, email address and mobile number, and
 - scanned copy of self-attested PAN card
- Demat Holding: Members holding shares in dematerialized mode are requested to register / update their email addresses with their relevant Depository Participant.
- Alternatively, (for temporary registration for forthcoming 30th AGM only) member may follow the process mentioned above under- Physical Holding and send 16 digit DPID & Client ID in place of Folio No. along with scanned copy of self-attested Client Master copy or consolidated Demat Account Statement.
- In case of any queries / difficulties in registering the e-mail address, Members may write to secretary@axiscades.com or einward.ris@kfintech.com.
7. Members holding share certificate(s) in multiple accounts in identical names or joint accounts in the same order of names,

- are requested to apply to Company's RTA- for consolidation of such shareholding into one account.
8. The shares of the Company are under compulsory Demat trading. Also, as per Listing Regulations, securities of listed companies can only be transferred in dematerialized form w.e.f. 1 April, 2019 except in case of transmission or transposition of securities. Therefore, Members holding shares in physical form are advised to convert their shares into dematerialized form in their own interest and convenience purpose.
 9. All the documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of AGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts & Arrangements in which directors are interested shall be available for inspection in electronic mode during the meeting to any person having right to attend the meeting. All documents referred to in the Notice will also be available electronically for inspection by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretary@axiscades.com.
 10. In case you have any query relating to the Annual Accounts you are requested to send the same to the Company Secretary at secretary@axiscades.com at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
 11. Only registered Equity Shareholders, as on 22 September 2020, of the Applicant Company may attend and vote either in person 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 whose mail id is registered with the Company as on 21 August 2020.
 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. **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 KFin Technologies Private Limited ("KFin"). 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 insta 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 KFin 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 **22 September 2020, 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. 22 September 2020**, shall only be entitled to avail the facility of remote e-voting/ poll.
 - vi. Any person who becomes a member of the Company after emailing the Notice of the Meeting and holding shares as on the cutoff date may write to KFin Technologies Pvt. Ltd on their e mail ID einward.ris@kfintech.com, or KFin Technologies Private Limited (Unit: AXISCADES Engineering Technologies Limited) Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or contact Mr. Raj Kumar Kale 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 KFin Technologies Pvt. Ltd e-voting platform then he can use his existing User ID and password for casting his votes through remote e-voting.
 14. 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.
 15. 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 and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 16. 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. 29 September 2020.

17. 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 Friday, 25 September 2020

End of remote e-voting: 05:00 p.m.(IST) on Monday, 28 September 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin 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://emeetings.kfintech.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 emailing the Notice of the AGM and holding shares as on the cut-off date i.e. 22 September 2020, may obtain the User ID and password in the manner as mentioned below:
 - i) If the mobile number of the member is registered againstFolioNo./DPIDClientID,themembermaysend 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 with a copy marked to einward.ris@kfintech.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 KFin at 1800 345 4001 (toll free).

18. Attending the AGM through VC / OAVM

The Company will be providing VC/AOVM facility to enable the members to attend the AGM. Members who are entitled to participate in the AGM can attend the AGM or view the live webcast of AGM by logging on to the website of KFin at <https://emeetings.kfintech.com/> by using their remote e-voting credentials.

- a) Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option.
 - iv. Then click on camera icon appearing against AGM event of AXISCADES Engineering Technologies Limited, to attend the Meeting.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- c) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio/video loss due to fluctuation in their respective networks.
- d) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from 25/09/2020 (9:00 a.m. IST) to 26/09/2020 (5:00 p.m. IST). Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- e) The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 - a. Upto 1000 Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
 - b. No restrictions on account of First come first served basis entry into AGM will be applicable to large shareholders (shareholders holding 2% or more shareholding),

Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee Auditors etc.

- c. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM.
 - d. Members who need assistance before or during the AGM, can contact KFin on 040 –6716 2222 or call on toll free 1-800-34-54-001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
19. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

20. E-voting (insta poll) at the Meeting

After the items of Notice have been discussed, e-voting through insta poll will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of 22 September 2020 and who have not cast their vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

21. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being 22 September 2020.
22. The Scrutinizer shall after the conclusion of voting at AGM first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence to his duly authorised Director / officer, who shall countersign the Scrutinizer's Report and shall declare the result forthwith.
23. The Scrutinizer's decision on the validity of the vote shall be final and binding.
24. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.axiscades.com) and on KFin's website (<https://emeetings.kfintech.com>) immediately after the result is declared and shall simultaneously be forwarded to National Stock Exchange of

India Limited and BSE Limited, the Stock Exchanges where the Company's shares are listed.

25. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.axiscades.com in the 'Investor' Section, at the earliest soon after the conclusion of the Meeting.

26. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

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

Sd/-

Place: Ghaziabad
Date: 26.08.2020

Shweta Agrawal
Company Secretary

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

ITEM NO.3

Keeping in view the growth, operations and size of the Company and based on the recommendation of the Nomination Remuneration Committee, Mr. David Walker (DIN No.: 08764633) was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company by the Board of Director in their meeting held on 27 June 2020 pursuant to Section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company, with effect from 29 June 2020 for 3 years.

In terms of the provisions of Section 161 of the Act Mr. Walker will hold office up to the date of the ensuing Annual General Meeting. His appointment as such has been recommended by the Nomination and Remuneration Committee and Board of directors. The Company has received from Mr. Walker (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.

Director's Profile

David Walker is currently President & CEO of Astra Consulting, an aerospace consulting group. Previously he was a Senior Vice President/Chief Technology Officer & Business Development for Spirit AeroSystems, responsible for leading the Spirit technical team and working with customers worldwide. In addition to having corporate responsibility for Engineering, Program Management and Business Development, he was also the Managing Director (Chairman) for the Spirit Progress tech Joint Venture in Russia. Prior to this he worked with Vought Aircraft Industries, which is part of Triumph group.

Mr. Walker shall constructively contribute to the development of the Company's strategy and shall be mentoring Senior Management of the Company (including its subsidiaries and Associates). To leverage the vast experience of Mr. Walker in the Aerospace industry, he will be working on Business Development activities for the Company's subsidiaries and will be compensated accordingly as will be mutually agreed between the respective subsidiary and him.

The resolution seeks the approval of the shareholders for appointment of Mr. David Walker, Non-Executive Director of the Company, subject to the compliance of the provisions of the Companies Act, 2013, from 29 June 2020.

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. This Notice has been also placed on the website of the Company at www.axiscades.com.

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

ITEM NO. 4 & 5

Based on the recommendation of Nomination and Remuneration Committee, consent received from below mentioned Directors, the Board of Directors proposes the appointment of Mr. Desh Raj Dogra (DIN No.: 00226775) and Mr. Dhiraj Mathur (DIN No.: 08478137) as Independent Directors, for the first term with effect from 29 September 2020 till 32nd Annual General Meeting, not liable to retire by rotation.

Mr. DR Dogra and Mr. Dhiraj Mathur are eligible and offer themselves for being appointed as an Independent Director effective 29 September 2020.

Mr. Pradeep Dadlani and Mr. KM Rustagi, Independent Directors will be completing their second term as Independent Directors in the Company on this AGM.

The Board and the Nomination & Remuneration Committee, considers their appointment as an Independent director of the Company to be beneficial and is in the interest of the Company. The Board recommends the resolution for approval of the members.

The Company has received a declaration from them to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Mr. Dogra holds a Bachelor's and a Master's degree in Agriculture from Himachal Pradesh University and MBA from Faculty of Management Studies, University of Delhi. He is a certified associate of the Indian Institute of Bankers. He has over 37 years of experience in the financial sector in the areas of banking and credit rating. He also worked closely with the Ministry of Finance, Govt. of India, where CARE has prepared a dossier on the Indian Economy as well as white papers on both the equity and debt markets for the Ministry.

Mr. Mathur is B.Tech; IIT Delhi, Masters in Economic Policy Management; Columbia University, New York, MBA (Finance); Pace University, New York, M.Phil (International Economics); New School University, New York. He has expertise and understanding of strategic issues and regulatory regimes in a wide range of sectors. He has more than 30 years of experience in varied sectors. His areas of specialisation include public policy, sectoral regulatory regimes, Defence Procurement Procedures (DPP), localisation and defence offset policies, state incentives schemes, FDI and Industrial Licensing policies, exchange control laws, TRM and foreign trade policy.

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 Mr. DR Dogra & Mr. Dhiraj Mathur, to whom the resolution relate, are in any way concerned or interested, financially or otherwise in the Resolution set out at Item No.4 & 5 of the Notice.

ITEM NO. 6

The Registrar of Companies, vide its letter dated 17 July 2020 (as shall stand renewed) has made available the new proposed name "AXISCADES Technologies Limited" to the Company.

The provisions of the Companies Act, 2013, inter alia, require approval of the Members of the Company by way of a Special Resolution for change of name of the Company and for consequential alteration of Memorandum and Articles of Association of the Company.

The Board of Directors of your Company recommends the passing of the resolutions set-out as a Special Resolution in terms of Section 4(4), 13, 14, of the Companies Act, 2013.

None of the Directors is in any way concerned or interested in this Resolution.

Your Directors recommend the Resolution as set out in this Notice for your approval.

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. DAVID BRADLEY

Mr. Bradley is an MBA from Warwick University UK, Bachelor of Science in Engineering and was elected Fellow of the Institute of Mechanical Engineers.

Date of Birth: 21.04.1961

He does not hold Directorship in any other listed entity and is a member of the Audit Committee and Stakeholders Relationship Committee of the Board of your Company.

He is not related to any Director inter-se and does not hold any shares of the Company.



MR. DAVID WALKER

Mr. Walker graduated cum laude from Vanderbilt University (mechanical engineering). He also graduated with an honors fellowship Master's degree in engineering.

David Walker is currently President & CEO of Astra Consulting, an aerospace consulting group.

Date of Birth: 04.04.1951

He does not hold Directorship in any other listed entity and is not a member of any statutory Committee of the Board.

He is not related to any Director inter-se and does not hold any Equity share of the Company.



MR. DR DOGRA

He holds a Bachelor's and a Master's degree in Agriculture from Himachal Pradesh University and MBA from Faculty of Management Studies, University of Delhi. He is a certified associate of the Indian Institute of Bankers. He has over 37 years of experience in the financial sector in the areas of banking and credit rating.

Date of Birth: 21.09.1954

Directorship in any other listed entity: Mr. DR Dogra holds directorship in S Chand & Company Ltd., Welspun Corp Limited and Sintex Plastics Technology Limited.

Committee membership: Mr. Dogra is a member of the Audit Committee of the Board of the above listed entities.

He is not related to any Director inter-se and does not hold any Equity share of the Company.



MR. DHIRAJ MATHUR

Mr. Mathur is B.Tech; IIT Delhi, Masters in Economic Policy Management; Columbia University, New York, MBA (Finance); Pace University, New York, M.Phil (International Economics); New School University, New York. He has expertise and understanding of strategic issues and regulatory regimes in a wide range of sectors. He has more than 30 years of experience in varied sectors.

Date of Birth: 11.09.1958

Directorship in any other listed entity: NIL

Committee membership: NIL

He is not related to any Director inter-se and does not hold any Equity share of the Company.