

September 04, 2019

Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai- 400051  
BSE Scrip Code : 532395

The Manager  
Dptt. of Corporate Services  
BSE Limited  
Floor 25 Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai – 400 051  
NSE Symbol: AXISCADES

Dear Sir,

**Sub.: Notice of Annual General Meeting of the Company for the financial year ended March 31 2019**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of 29<sup>th</sup> Annual General Meeting scheduled to be held on Monday, 30<sup>th</sup> September 2019 at The Chancery Pavillion, 135, Residency Road, Bangalore-560025, Karnataka, India to consider the following items:

1. Adoption of Financial statements for the year ended 31st March 2019 (including consolidated financial statement) together with report of the Board of Directors and Auditors thereon.
2. Appointment of Director, Mr Sudhakar Gande, liable to retire by rotation and eligible for reappointment.
3. Appointment of Director, Mr. Ajay Lakhotia, liable to retire by rotation and eligible for reappointment.
4. Appointment of Mr. Sharadhi Chandra Babupampapathy as Acting Chief Executive Officer & Executive Director
5. Fixation of Remuneration of Mr. Sharadhi Chandra Babupampapathy as Acting Chief Executive Officer & Executive Director
6. Appointment of Pradeep Dadlani as an Independent Director
7. Appointment of Kailash Rustagi as an Independent Director

Request you to kindly take the same on your record.

Yours truly,

For **AXISCADES Engineering Technologies Limited**

  
**Shweta Agrawal**  
Company Secretary

**AXISCADES Engineering Technologies Limited**

CIN No.: L72200KA1990PLC084435

D-30, Sector - 3, Noida - 201 301, Uttar Pradesh INDIA Ph: +91 120 451 8200 / 8300 Fax: +91 120 244 2921

Reg. Office : Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560 024 Karnataka INDIA  
Ph: +91 80 4193 9000 Fax: +91 80 4193 9099 | Email: info@axiscades.com | www.axiscades.com



# Notice

**NOTICE** is hereby given that the Twenty Ninth (29<sup>th</sup>) Annual General Meeting (AGM) of the members of **AXISCADES Engineering Technologies Limited** will be held at The Chancery Pavilion, 135, Residency Road, Bangalore - 560025, Karnataka, India, on **Monday, 30 September, 2019 at 11.30 a.m.** to transact the following businesses:

## ORDINARY BUSINESS

### Item 1. Adoption of Audited Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended 31 March, 2019 including the Audited Balance sheet as on 31 March, 2019, 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 2. Appointment of Director, Mr. Sudhakar Gande, liable to retire by rotation

To appoint a Director in place of Mr. Sudhakar Gande (DIN No:00987566), who retires by rotation and being eligible, offers himself for re-appointment.

### Item 3. Appointment of Director, Mr. Ajay Lakhota, liable to retire by rotation

To appoint a Director in place of Mr. Ajay Lakhota (DIN No: 05346091), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

### Item 4. Appointment of Mr. Sharadhi Chandra Babupampapathy as Acting Chief Executive Officer & Executive Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, 196, 203 and other applicable provisions of the Companies Act, 2013, if any, read together with the Rules framed thereunder and Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sharadhi Chandra Babupampapathy (DIN No. 02809502), who was appointed as an Additional Director in the capacity of Acting Chief Executive Officer (CEO) and Executive Director effective 21 January, 2019 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Whole Time Director of the Company in the capacity of the Acting Chief Executive Officer (CEO) and Executive Director of the Company with effect from 21 January, 2019 for the interim in compliance of the provisions of the Companies Act, 2013 and he is liable to retire by rotation.”

### Item 5. Fixation of Remuneration of Mr. Sharadhi Chandra Babupampapathy as Acting Chief Executive Officer & Executive Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company be and hereby approves the remuneration and terms and conditions of appointment of Mr. Sharadhi Chandra Babupampapathy (DIN No. 02809502), as Whole time Director, in the capacity of Acting Chief Executive Officer (CEO) and Executive Director of the Company with effect from 21 January, 2019 for the interim, subject to the compliance of the provisions of Companies Act, 2013, at a remuneration and terms and conditions as detailed herein below:

#### Remuneration effective from 21 January, 2019 till 31 March, 2019

Remuneration (CTC): ₹ 90 Lakhs per Annum- including

- Employer’s contribution to Provident fund/superannuation fund : As per Rules of the Company
- Gratuity: Gratuity payable shall be at the rate in accordance with the rules.

He shall be entitled for reimbursement of all the expenses including entertainment & travelling incurred in the course of the business of the Company.

He is not entitled to any sitting fees for attending the meetings of the Board or Committee thereof.

#### Remuneration effective from 1 April, 2019

**Basic Salary** - ₹ 62,50,000/ per annum

Subject to Applicable Law and internal policies of the Company, the Executive shall also be entitled for the following **perquisites and allowances:**

- Contribution by the Company shall be at the rate of twelve percent (12%) to the provident fund.
- Gratuity payable at the rate of half a month’s salary calculated on the basis of twenty six (26) days’ in a month, for each completed year of service.
- The Company shall reimburse all expenses for running and maintenance of car a maximum of Rupees Forty Thousand Only (₹ 40,000/-) per month.

- Eligible for leaves as per the leave rules of the Company.
- Reimbursement of all expenses including entertainment and traveling incurred in the course of the business of the Company.
- Medical Insurance coverage upto Rupees Seven Lakh Only (₹ 7,00,000/-) for self, family and dependents.
- Personal Accident Insurance coverage up to Rupees Forty Lakh Only (₹ 40,00,000/-) for self.

**Performance linked incentive:** The Company shall subject to its discretion and based on the performance of the Executive, pay a performance linked bonus of Rupees Thirty Seven Lakhs Only (₹ 37,00,000/-) per year. This component is linked to the performance of the Company and the performance of the Executive which shall be evaluated by the Nomination & Remuneration Committee for every completed Financial Year and paid accordingly subject to deduction of applicable taxes.

**Special Officiating Allowance:** The Company shall subject to its discretion and based on the performance of the Executive, pay a special officiating allowance of Rupees Twenty Two Lakhs Only (₹ 22,00,000/-) per year. This component is linked to the performance of the Company and the performance of the Executive which shall be evaluated by the Nomination & Remuneration Committee for every completed work anniversary and paid accordingly subject to deduction of applicable taxes. If the contract come to end before the completion on any work anniversary then the amount shall be prorated and calculated accordingly.

**Sitting Fee:** No sitting fees shall be paid to the Executive for attending the meeting of the Board or committee thereof.”

**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. Sharadhi Babu subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or as approved under this resolution, whichever is higher.

**RESOLVED FURTHER THAT** any Non Independent Director of the Company or the Chief Financial Officer of the Company or Ms. Shweta Agrawal, Company Secretary, be and are hereby severally authorized to make an application, sign and execute all necessary documents, file necessary forms – manual or online, do all acts, deeds, matters and things as deem necessary, proper or desirable with any regulatory authorities, as may be required, and to execute all such deeds, documents, application, as it may deem necessary or incidental to giving effect to this resolution.”

**Item 6. Appointment of Pradeep Dadlani as an Independent Director**  
To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special 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. Pradeep Dadlani (DIN No. 00664016), Non-Executive Independent Director of the Company, whose first term of office (as per the Companies Act, 2013) is completing on 8th September 2019, 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 reappointed as Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office with effect from 9th September 2019 till 30th Annual General Meeting.”

**Item 7. Appointment of Kailash Rustagi as an Independent Director**  
To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special 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. Kailash Rustagi (holding DIN: 00143632), Non-Executive Independent Director of the Company, whose first term of office (as per the Companies Act, 2013) is completing on 8th September 2019, 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 reappointed as Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office with effect from 9th September 2019 till 30th Annual General Meeting.”

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

Sd/-

**Shweta Agrawal**  
Company Secretary

Place: Bengaluru  
Date: 7 August, 2019

**Registered office**  
Block C, 2<sup>nd</sup> Floor, Kirloskar Business Park,  
Bengaluru-560024.  
CIN: L72200KA1990PLC0084435,  
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. 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.



3. 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.
4. 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.
5. All alterations made in the Form of Proxy should be initialed.
6. Only registered Equity Shareholders, as on 23 September, 2019, 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 2 August, 2019.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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).
14. A copy of the Annual Report along with the Notice of the 29<sup>th</sup> 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.
15. The Annual Report along with the Notice of the 29<sup>th</sup> Annual General Meeting and other attachments will also be available on the Company's website at [www.axiscales.com](http://www.axiscales.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.
16. 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 **23 September, 2019, 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. 23 September, 2019**, 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 040-67161522 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. 30 September, 2019..

#### 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, 26 September, 2019**

**End of remote e-voting : 05:00 p.m.(IST) on Sunday, 29 September, 2019**

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. 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.
- 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. 23 September, 2019, 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
- 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

Place : Bengaluru  
Date : 7 August, 2019

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

### Item No. 4 & 5

Keeping in view the growth, operations and size of the Company and based on the recommendation of the Nomination Remuneration Committee, Mr. Sharadhi Chandra Babubampapathy (DIN-02809502) was appointed as an Additional Director (Executive) in the capacity of Acting Chief Executive officer (CEO) of the Company by the Board of Director in their meeting held on 19 January, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company, with effect from 21 January, 2019.

In terms of the provisions of Section 161 of the Act Mr. Babu will hold office up to the date of the next 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 Sharadhi Chandra Babu (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.

## 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 2018-2019 are as follows:

Particulars	Standalone (₹ Lakhs)	Consolidated (₹ Lakhs)
Total Income	22,679.93	61,676.54
Profit Before Tax (PBT)	(541.06)	(839.36)
Net Profit after Tax (PAT) (before Minority Interest)	(399.39)	(767.47)
Earning per Equity Share (Basic & Diluted)	(1.06)	(2.15)

Export performance & Net foreign exchange collaborations:

- The Company has registered STPI units and is an exporter. The export earnings for the year 2018-2019 stood at ₹ 21,315.16 lakhs.
- The Company has no foreign collaborations.

### Foreign investments:

As as 31 March, 2019, the Company has an investment of ₹ 14.89 crs. in its wholly owned subsidiary AXISCADES Inc. in US and ₹ 0.43 cr. in Axis Mechanical Design (Wuxi) Co. Limited in China & ₹ 4,596/- in Cades Canada Technology Inc. in Canada and ₹ 18.86 lakhs in AXISCADES GmbH. The subsidiary is engaged in a similar line of business.

### Past Remuneration:

Mr. Sharadhi Babu is being appointed as Chief Executive Officer (CEO) & 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.

### Director's Profile

Sharadhi is an Aeronautical Engineer, a Software Professional and an Entrepreneur with over 25 years of industry experience.

Sharadhi has served as an Aeronautical Engineering Officer in the Indian Air Force handling technology and operations of Radar, Communication, Data Handling and associated systems. His work experience in the field of Software Engineering spans across several cutting edge technologies, Product Development, Systems and Application Development, Designing, Architecting, Building and Delivering several innovative products and many

huge, complex Software Systems of Networking, Wireless and Wire-line Communications and blend of Open and Embedded Systems domain expertise.

Sharadhi co-founded M/s Adamya Technocrats and worked as its Chief Operating Officer.

The proposed remuneration is mentioned in the proposed resolution.

The remuneration of Mr. Babu is fully justifiable and comparable to that prevailing in the Industry, keeping in view the profile and position of Chief Executive Officer & Director and enriched knowledge and vast and varied experience of the appointee. Mr. Babu 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. Babu 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.

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. Sharadhi Babu, Chief Executive Officer & Executive Director.

The resolution seeks the approval of the shareholders for appointment of Mr. Sharadhi Babu as Acting Chief Executive Officer & Executive Director of the Company for interim period, subject to the compliance of the provisions of the Companies Act, 2013, from 21 January, 2019 and for payment of proposed remuneration for such time.

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 Section 196 of 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.

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

### Item No. 6 & 7

Based on the recommendation of Nomination and Remuneration Committee, consent received from below mentioned Directors,



the Board of Directors proposes the re-appointment of Mr. Pradeep Dadlani (DIN:00664016) and Mr. Kailash Rustagi (DIN:00143632) as Independent Director, for a second term with effect from September 9, 2019 to 30th Annual General Meeting, not liable to retire by rotation. Pursuant to the provisions of Section 149 of the Act, the first term of 5 years of Mr. Pradeep Dadlani and Mr. Kailash Rustagi as Independent Director is completing on September 08, 2019.

Mr. Pradeep Dadlani and Mr. Kailash Rustagi are eligible and offer themselves for being appointed as an Independent Director for another term effective 9 September 2019.

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. Pradeep Dadlani is a Consultant and has Corporate experience in varied sectors & functional areas such as IT, Media, Telecom, Environment, Industry.

Mr. Rustagi is a Fellow member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Company Secretaries of India.

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. Pradeep Dadlani & Mr. Kailash Rustagi, to whom the resolution relate, are in any way concerned or interested, financially or otherwise in the Resolution set out at Item No.6 & 7 of the Notice.

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](http://www.axiscades.com).

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

Sd/-

Place: Bengaluru  
Date: 7 August, 2019

**Shweta Agrawal**  
Company Secretary



## 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. SUDHAKAR GANDE

An acknowledged investment banker and a visionary who has architected the success of several venture developments. Chairman, FICCI – Aerospace and Air Defence Task Force and Member, National Executive Committee, FICCI

Date of Birth: 03.09.1957

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

He is not related to any Director inter-se and holds 4.6% Equity shares of the Company.



### MR. AJAY LAKHOTIA

He is an MBA (Finance and Strategy) from Indian School of Business. He is a veteran Venture Capitalist in Technology Sector with investments across ecommerce, IOT and Automation Sector will be taking up Board seat to help strategize Company entry into new areas.

Date of Birth: 31.08.1980

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

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



### MR. SHARADHI CHANDRA BABUPAMPAPATHY

Sharadhi is an Aeronautical Engineer, a Software Professional and an Entrepreneur with over 25 years of industry experience. Sharadhi co-founded M/s Adamya Technocrats and worked as its Chief Operating Officer.

Date of Birth: 20.06.1965

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

He is an Executive Director (KMP) in AXISCADES Aerospace & Technologies Private Limited (ACAT), wholly owned subsidiary.

He is not related to any Director inter-se and holds 1200 Equity shares of the Company.



### MR. PRADEEP DADLANI

Consultancy and Corporate experience in varied sectors & functional areas such as IT, Media, Telecom, Environment, Industry

Date of Birth: 25.08.1960

He does not hold Directorship in any other listed entity and is a member of Audit Committee, Nomination & Remuneration Committee, CSR Committee & Stakeholders Relationship Committee of the Board.

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



### MR. KAILASH RUSTAGI

Fellow member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Company Secretaries of India.

Date of Birth: 04.07.1963

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

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



