

September 02, 2025

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
NSE Symbol: AXISCADES

The Manager
Dptt. of Corporate Services
BSE Limited
Floor 25 Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai – 400 051
BSE Scrip Code: 532395

Dear Sir/Madam,

Sub.: Notice of the 35th Annual General Meeting ('AGM') of the Company for FY 2024-25

In compliance with the Companies Act 2013, rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed Notice convening the 35th AGM of the shareholders for FY 2024-25 which is being sent to the shareholders through electronic mode.

The 35th AGM will be held on Wednesday, September 24, 2025, at 11:30 AM (IST) through video conference (VC) and other audio-visual means (OAVM).

The 35th AGM Notice will be made available on the Company's website <https://www.axiscades.com>.

Information at glance:

Particulars	Details
Time and Date of AGM	11:30 AM (IST), Wednesday, September 24, 2025
Mode	Video Conference ("VC") / Other Audio-Visual Means ("OAVM")
Cut-off date for e-voting	Wednesday, September 17, 2025
E-voting start time and date	9:00 AM (IST), Sunday, September 21, 2025
E-voting end time and date	5:00 PM (IST), Tuesday, September 23, 2025

Kindly take the above information on record.

Yours faithfully,
For **AXISCADES Technologies Limited**

Sonal Dudani
Company Secretary & Compliance Officer

Encl: A/a

AXISCADES Technologies Limited
(Formerly AXISCADES Engineering Technologies Limited)
CIN No.: L72200KA1990PLC084435

Reg. Office: Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560024, Karnataka, INDIA
Ph: +91 80 4193 9000 | Fax: +91 80 4193 9099 | Email: info@axiscades.com | www.axiscades.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Fifth (35th) Annual General Meeting (AGM) of the members of **AXISCADES Technologies Limited** will be held on Wednesday, September 24, 2025 at 11:30 AM (IST) by way of Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 Adoption of Audited Financial Statements (Standalone & Consolidated)

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2025, including the Audited Balance Sheet as on March 31, 2025, 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. Venkatraman Venkitachalam (DIN: 05008694), liable to retire by rotation

To appoint a Director in place of Mr. Venkatraman Venkitachalam (DIN: 05008694), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 To appoint Dr. Sampath Ravinarayanan as Managing Director of the Company

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in compliance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof], and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Company be and is hereby accorded for the appointment of Dr. Sampath Ravinarayanan (DIN: 00208793) as Managing Director (designated as "Chairman") of the Company effective from August 23, 2025 and he shall hold office for a period of 5 years commencing from August 7, 2025 at a remuneration for period of three years from August 07, 2025 to August 06, 2028 not liable to retire by rotation as per the terms detailed herein below:

- 1) Basic Salary up to Rs.3,00,00,000/- per annum (Rupees Three Crores only)
- 2) Performance Linked Variable Pay of Rs. 3,00,00,000/- (Rupees Three Crores only)
- 3) Benefits & Retirals would be as per Company's HR Policies.

- 4) ESOPs: 15,90,000 options subject to achievement of performance parameters as determined by the Board.

(Details of vesting period, price and vesting criteria will be as per the Company's policy & procedures and as approved by the Board)

The annual increments will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be performance based, taking into account his individual and Company's performance and policies of the Company.

Such other allowances, perquisites, amenities, facilities, and benefits as per the Rules of the Company and as may be permitted and approved by the Board of Directors and shall be valued as per Income-Tax Act & Rules, as amended from time to time.

RESOLVED FURTHER THAT the terms and remuneration as stated above and in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during his term, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Dr. Sampath Ravinarayanan as Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and/or revise the remuneration of Dr. Sampath Ravinarayanan, within the limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 4 To appoint M/s. BMP & Co. LLP, Company Secretaries as Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment M/s. BMP & Co. LLP Practicing Company Secretaries (Firm Registration No: L2017KR003200) as the Secretarial Auditors of

the Company for a term of five consecutive years commencing from Financial Year 2025-2026 till Financial Year 2029-2030, at such remuneration as may be mutually agreed upon between the Authorised Officials of the Company and the Secretarial Auditors and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT any of the Non-Independent Directors, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

Item No. 5 Approval for borrowing limits of the Company

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

"RESOLVED THAT in supersession of the special resolution passed by the shareholders through Postal Ballot on December 15, 2024 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and subject to the approval of such authority, as may be required, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized and shall be deemed to have always been so authorized to raise and borrow for and on behalf of the Company, any sum or sums of money, from time to time, from such authorities or bodies corporate or banks or financial institutions or any other agency, either domestic or foreign, or the general public, by way obtaining loans, overdraft facilities, lines of credit, commercial papers, debentures, external commercial borrowings (loans/ bonds), bridge loans, term loans or any other loans in any other forms, whether secured or unsecured, notwithstanding that the sum or sums so borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the the paid-up capital of the Company and its free reserves and Securities Premium that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any point of time exceed the limit of Rs. 500 crores (Rupees Five Hundred Crores Only)."

Place: Bengaluru
Date: August 22, 2025

Registered Office

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

Item No. 6 Approval for Creation of Charge on the Assets of the Company

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

"RESOLVED THAT in supersession of the special resolution passed by the shareholders through Postal Ballot on December 15, 2024 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members be and is hereby accorded for the creation by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) of such mortgages, charges and hypothecations, as may be necessary on such assets of the Company, both present and future, in such a manner as the Board may direct, in favor of such authorities or bodies corporate or banks or financial institutions or any other agency, either domestic or foreign, or the general public, to secure rupee term loans, foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 500 crores (Rupees Five Hundred Crores only) with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies under their respective Agreements/Loan Agreements/ Debenture Trust Deeds, in any other form entered into or to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Board and the concerned lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorised by the Board, be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other, considered to be in the best interest of the Company."

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

Sd/-

Sonal Dudani

Company Secretary & Compliance Officer

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

In conformity with provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item no. 3:

The Board of Directors, at their meeting held on August 07, 2025, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Dr. Sampath Ravinarayanan as a Whole Time Director designated as "Executive Chairman" of the Company, for a period of five years commencing from August 07, 2025 till August 06, 2030, subject to approval of the Members. However, consequent to resignation of Mr. Alfonso Martinez Fernandez from the position of Chief Executive Officer & Managing Director with effect from August 22, 2025 and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company by way of Circular Resolution passed on August 22, 2025, approved re-designation of Dr. Sampath Ravinarayanan (DIN: 00208793) from "Chairman and Whole Time Director" to "Chairman and Managing Director", with effect from August 23, 2025. Further he shall hold office for a period of 5 years commencing from August 07, 2025 till August 06, 2030 as approved by the Board of Directors, at its meeting held on August 07, 2025. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Upon his appointment, Dr. Sampath Ravinarayanan would be considered as a Key Managerial Personnel ("KMP") pursuant to Section 203 of the Act. The Company has received from Dr. Sampath Ravinarayanan, his consent to act as Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Dr. Sampath Ravinarayanan satisfies all the conditions set out in Part-I of Schedule V of the Act along with conditions set out under sub-section (3) of Section 196 of the Act for being eligible for this appointment. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I**.

Further, pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate / no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination & Remuneration Committee.

During the financial year ended March 31, 2025, the profits of the Company may not be adequate due to reasons as specified under Schedule V and therefore the remuneration payable to the Managing Director may exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

The details of remuneration payable to Dr. Sampath Ravinarayanan as Chairman and Managing Director of the Company for a period of three years from August 07, 2025 to August 06, 2028 are as under:

1	Basic Salary	up to Rs. 3,00,00,000/- p.a.
2	Performance Linked Variable Pay	Rs. 3,00,00,000/-
3	ESOPs (subject to necessary approvals)	15,90,000 options subject to achievement of performance parameters as determined by the Board. (Details of vesting period, price and vesting criteria will be as per the Company's policy & procedures and as approved by the Board)
4	Perquisites (Benefits & Retirals)	As per Company's HR policies

The annual increment will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be performance based, taking into account his individual and Company's performance and policies of the Company.

Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company and as may be permitted and approved by the Board of Directors and shall be valued as per Income-Tax Act & Rules, as amended from time to time.

All performance-linked pay, variable pay, including any Employee Stock Option Plan (ESOP), shall accrue and be payable for each financial year, only as per the policies of the Company, in this regard, and only after the eligibility or performance criteria on quantitative and/or qualitative parameters or metrics, are determined and met, on a year on year basis, as evaluated and approved by the Nomination and Remuneration Committee or the Board of Directors of the Company, at their ultimate and sole discretion.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year(s), Dr. Sampath Ravinarayanan shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board from time to time. The remuneration payable to Dr. Sampath Ravinarayanan

shall be subject to the provisions of Section 197 and Schedule V to the Act, and necessary approvals.

Other terms of Appointment are mentioned as below:

- i) His Employment Agreement (the "Agreement") shall be valid for a period of Five (5) years from the Effective Date (the "Term"). Any extension of his agreement beyond the initial Term shall be subject to mutual written consent of the Parties and the approval of the Board of Directors of the Company.
- ii) The terms and conditions of the appointment of Dr. Sampath Ravinarayanan may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Dr. Sampath Ravinarayanan subject to such approvals as may be required.
- iii) Subject to the provisions of the Agreement, the Parties agree that the employment of the Executive Employee by the Company is in full-time employment, at will, and may be terminated by either Party in accordance with the provisions of this Agreement. In the event of termination, the Executive Employee shall not be entitled to any benefits, damages, award or compensation, protections amount other than as expressly provided in this Agreement.
- iv) The Agreement may be terminated during the Term upon the occurrence of any of the following events:
 1. Termination for Good Cause: The Company shall be entitled to terminate this Agreement (and the employment of the Executive Employee) for Good Cause with immediate effect, with the understanding that the Executive Employee will not be entitled to any termination benefits in the event of such termination except payment of any compensation due but not previously paid to the Executive Employee through the date of termination. "Good Cause" shall include, without limitation, if the Executive Employee:
 - (a) violates a Policy or applicable statutory and regulatory policies, enactments, rules or regulations; misappropriates any property of the Company; indulges in moral turpitude; carries out any dishonest or fraudulent conduct or act whether or not the same causes any actual harm or damage or loss to any Person including the Company; is guilty of misconduct while discharging the Executive Employee's Responsibilities or indulges in any act of commission or omission bringing disrepute or notoriety or adverse publicity to the Company; or in the Company's reasonable determination prevents or will prevent Executive Employee from fulfilling the Responsibilities or the Executive Employee's functions under this Agreement;
 - (b) has submitted false and/or forged documents of qualification, made false representations and suppressed any material or relevant information required to be disclosed or is guilty of similar acts of dishonesty;
 - (c) divulges or discloses, either directly or indirectly, any of the Confidential Information either by way of transfer, sale, theft, misappropriation, publication, misuse or wrongful or unauthorized use of the Confidential Information or otherwise;
 - (d) involves in or affects misappropriation of funds of the Company or its Affiliates;
 - (e) violates any Act or applicable law including any internal policy or regulation;
 - (f) is convicted of a criminal offense;
 - (g) willfully fails or refuses to perform the responsibilities on behalf of the Company which are consistent with the scope and nature of the Executive Employee's responsibilities, or otherwise to comply with a lawful directive or Policies of the Company;
 - (h) improperly uses the Company's various communications systems i.e. email, telephones, network access, internet etc.;
 - (i) commits any act prejudicial to the interest or reputation of the Company; or
 - (j) breaches any of the terms, conditions, or stipulations of this Agreement; or
 - (k) does any act which is illegal or not authorised by laws for time being in force or does any act which in the opinion of the Company is in conflict with the interest of the Company or causes prejudice and damage to the Company.

It is expressly agreed that if the Company terminates the Executive Employee's employment at any time for Good Cause, or if the Executive Employee terminates the Executive Employee's employment, joins a competitor of Company or its Affiliates or engages in activities which are harmful to the Company, the Company's obligation to make any payment to the Executive Employee of whatsoever nature, including performance linked pay payments shall immediately end, notwithstanding any other provision of this Agreement.
 2. Death; Disability: In the event of the Executive Employee's death or disability, the Executive Employee's employment with the Company shall be deemed terminated for Good Cause. For purposes of this Agreement, the Executive Employee will be deemed to have a "disability" if, for physical or mental reasons, the Executive Employee is unable

to perform the Executive Employee's Responsibilities under this Agreement for one-hundred eighty (180) days during any twelve (12) month period, as determined in accordance with this Clause. If any questions shall arise as to whether during any period the Executive Employee was disabled so as to be unable to perform the Executive Employee's Responsibilities due to physical or mental illness, the Executive Employee may, and at the request of the Company will, submit to the Company a certification in reasonable detail of a physician selected by the Executive Employee or the Executive Employee's guardian to whom the Company has no reasonable objection, as to whether the Executive Employee was so disabled. Such certification shall for the purposes of this Agreement be conclusive of the issue. If such question shall arise and the Executive Employee shall fail to submit such certification, it shall be conclusively presumed for purposes of this Agreement that the Executive Employee was not so disabled.

3. Termination by the Executive Employee: The Executive Employee may terminate his Agreement by providing ninety (90) days' prior written notice to the Company. In such an event, the Executive Employee shall be entitled to receive:

- Remuneration accrued but not previously paid up until the last working day with the Company; and
- Any performance-linked pay or variable pay, on a pro-rata basis, provided all agreed performance metrics as set forth in Schedule B have been achieved as of the last working day with the Company, subject to evaluation and approval by the Company.

4. Termination by the Company: The Company may terminate this Agreement without cause by providing ninety (90) days' prior written notice to the Executive Employee. In such an event, the Executive Employee shall be entitled to receive:

- Remuneration accrued but not previously paid up until the last working day with the Company; and
- Any performance-linked pay or variable pay, on a pro-rata basis, provided all agreed performance metrics as set forth in Schedule B have been achieved as of the last working day with the Company, subject to evaluation and approval by the Company. Notwithstanding anything to the contrary set forth herein, at any time on or after delivery of written notice of termination of the Executive Employee's employment hereunder, the Company may relieve the Executive Employee of all the Responsibilities hereunder.

iv) Consequences of Termination

1. Upon the termination of this Agreement under Clause (iii), the Executive Employee shall automatically cease to be a director of the Company or any of its Affiliates, and the Parties shall take all necessary steps required to effect the removal of the Executive Employee from the board of directors of the Company and its Affiliates with effect from such termination.
2. Upon termination, the Executive Employee also agrees to immediately deliver to the Company all of the Company and its Affiliates' Confidential Information retained or compiled in any device or the Company's property retained by the Executive Employee in relation to his responsibilities under this Agreement and concerning the business, finances or affairs of the Company or its Affiliates.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Copy of the agreement entered into between the Company and Dr. Sampath Ravinarayanan setting out the terms and conditions of the appointment will be available for inspection by the members at the registered office of the Company during normal business hours (9.00 AM to 5.00 PM) on any working day, upto and including the date of AGM.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as Annexure-II.

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 Dr. Sampath Ravinarayanan to whom the resolutions relate, is in any way concerned or interested, financially or otherwise, in the resolutions set out in Item No. 3 of the Notice.

The Board recommends passing of the resolution set out in Item No. 3 of the Notice for approval of the members as Special Resolution

Item no. 4:

The Board at its meeting held on August 07, 2025 based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment M/s. BMP & Co. LLP Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: L2017KR003200) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. BMP & Co. LLP is a leading firm of practicing Company Secretaries who is into consulting and advisory services in the field of Corporate Laws, SEBI compliances, FEMA and other related areas.

BMP is a well-established firm of Practicing Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm specialises in Company Secretarial services. Having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings, Foreign Direct Investment and Overseas Direct Investment under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance. BMP provides services across diverse sectors, including listed corporates, multinational companies, startups, venture capital firms, and esteemed law firms.

M/s. BMP & Co. LLP has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India and also, they confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The services to be rendered by M/S BMP & CO. LLP, as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed remuneration to be paid to M/S BMP & Co. LLP, for secretarial audit services for the Financial Year ending March 31, 2026, is Rs. 3,00,000 (Rupees Three Lakhs only) plus applicable taxes and out-of-pocket expenses and for subsequent year(s) of their term, such fee as may be mutually agreed between the Authorised Official of the Company in consultation with the Audit Committee and M/s. BMP & Co. LLP. Besides the secretarial audit services, the Company may also obtain certifications from them under various statutory regulations and certifications required by banks, statutory authorities and other audit related services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Authorised Official of the Company in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends passing of the resolutions as set out under Item No. 4 of the Notice for approval of the members as an ordinary resolution.

Item no. 5 & 6:

In terms of Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in clause (c) of sub-section (1) of section 180, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such debentures during the year.

The shareholders of the Company passed Special Resolution (in accordance with the provisions of Companies Act, 2013) through Postal Ballot on 15th December, 2024, authorized the Board of Directors / Committee, of the Company, to borrow sums in excess of paid-up share capital and free reserves but not at any time exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) and to create a charge on the assets of the company, where required, to secure the borrowing in favor of the lenders.

Considering the requirement of shareholder's approval once in a year for all the offers or invitations for issuance of debentures during the year, as prescribed, the Board recommends the resolution set out in Item no.5 & 6 of the accompanying Notice for the approval of the members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution except to the extent of their shareholding, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 and 6 of the Notice.

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

Sd/-
Sonal Dudani
Company Secretary & Compliance Officer

Place: Bengaluru
Date: August 22, 2025

Registered Office

Block C, 2nd Floor, Kirloskar Business Park,
Bengaluru-560024.

CIN: L72200KA1990PLC0084435,

e-mail: info@axiscades.in

Annexure-I

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 35TH AGM OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Venkatraman Venkitachalam	Dr. Sampath Ravinarayanan
		
DIN	05008694	00208793
Date of Birth and Age	08/09/1977 47 years	29/08/1959 65 years
Date of First Appointment on the Board	January 06, 2023	October 12, 2024
Qualifications	Chartered Financial Analyst, CFA Institute, USA Chartered Accountant, Institute of Chartered Accountants of India Cost & Management Accountant, Institute of Cost & Works Accountants of India Company Secretary, Institute of Company Secretaries of India Bachelor of Commerce, Mumbai University	BE in Electrical and Electronics
Relationship between Directors inter-se	Not related to any Directors or KMPs of the Company	Not related to any Directors or KMPs of the Company.
Experience & Expertise in specific functional areas/ brief resume	Holistic experience of more than 20 years - Over 16 years of experience in Business Strategy & Development, Project Financing, Mergers & Acquisitions and accounting and 4 years' experience in the Public sector. Worked on all stages of a Project Life Cycle: Opportunity identification, bid strategy, financial evaluation & Project Implementation. Involved in financing of numerous projects in roads, thermal power, hydro power, wind energy, solar power and real estate sectors both as lender & Borrower. Experience in Contract negotiations – Project contracts, Financing contracts and Consulting contracts. Experience in accounting, taxation and Corporate law compliances, and ERP initiatives.	Dr. Sampath Ravinarayanan is a pioneer and leader in the Indian aerospace and defence Industry. He served as CEO and Chairman of AXISCADES Technologies Limited until 2014. During his tenure he was instrumental in winning the Airbus Fuselage Development Centre contract and implementation of the same for first three years. He simultaneously started Axis Aerospace and Technology as a subsidiary. Highlight of his tenure was the successful implementation of Mirage2000 midlife extension in partnership with Thales International and MBDA, France. Prior to AXISCADES, he was a founding member of the Board of Airbus Engineering Private Limited. He also served as a Board Member of Indian Airlines Limited and Air India Limited from 1997 for a period of two years. As a result, Dr. Ravinarayanan has the distinction of serving the full 360° of the aerospace and defence sector: the Indian government, a foreign OEM, and an Indian

Name of Director	Mr. Venkatraman Venkitachalam	Dr. Sampath Ravinarayanan
		private-sector company. Also, he was Chairman of FICCI's Task Force on Aerospace and defence from 2008 to 2011. For his exemplary contribution to the Indian aerospace and defence industry, Dr. Ravinarayanan was conferred the Doctor of Philosophy degree honoris causa by National Institute of Technology, Kurukshetra, in 2020
Directorships held in other Public Companies (excluding Foreign Companies)	1 (Mistral Solutions Private Limited)	1 (Mistral Solutions Private Limited)
Names of listed entities from which the director has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	1	Nil
No. of equity shares held in the Company (self and as a beneficial owner)	Nil	Nil
No. of Board Meetings attended during FY 2024-25	10	3
Terms and conditions of appointment / reappointment	-	As set out in the Explanatory Statement
Remuneration last drawn in financial year 2024-25	Except for sitting fees for attending the meetings of Board and Committee thereof and commission, no other remuneration was paid to Mr. Venkatraman Venkitachalam. Please refer to the "Corporate Governance Report", which is a part of this Annual Report.	Except for sitting fees for attending the meeting of Board and Committee thereof and commission, no other remuneration was paid to Dr. Sampath Ravinarayanan. Please refer to the "Corporate Governance Report", which is a part of this Annual Report.
Details of Remuneration sought to be paid	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law.	As set out in the Explanatory Statement

Annexure – II

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information:

1. Nature of industry:

AXISCADES is a leading end to end engineering and technology solutions Company focusing on the engineering R&D segment. The Company brings expertise that caters to the digital, engineering, and smart manufacturing needs of leading global OEMs in aerospace, defence, heavy engineering, automotive, energy, semiconductor & medical equipment sectors. With decades of experience in enabling creation of innovative, sustainable, and safer products worldwide, AXISCADES delivers business value across the entire engineering lifecycle.

2. Date or expected date of commencement of commercial production:

The Company is in operation since 24 August 1990.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators:

Financial performance indicators of the Company for the year 2024-25 are as follows:

Particulars	Amount (Rs. In Lakhs)
Total Income	41,210.99
Profit/(loss) before tax	3,117.52
Profit/(loss) after tax	4,059.41

5. Foreign investments or collaborations, if any:

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through the secondary market. There is no foreign collaboration in the Company.

II. Information about the appointee:

1. Background details:

Please refer the Item No. 3 of the Explanatory Statement annexed to this Notice.

2. Past remuneration:

Please refer Annexure I of this Notice.

3. Recognition or awards:

Prior to AXISCADES, he was a founding member of the Board of Airbus Engineering Private Limited. He also served as a Board Member of Indian Airlines Limited and Air India Limited from 1997 for a period of two years.

As a result, Dr. Ravinarayanan has the distinction of serving the full 360° of the aerospace and defence sector: the Indian government, a foreign OEM, and an Indian private-sector company. Also, he was Chairman of FICCI's Task Force on Aerospace and defence from 2008 to 2011.

For his exemplary contribution to the Indian aerospace and defence industry, Dr. Ravinarayanan was conferred the Doctor of Philosophy degree honoris causa by National Institute of Technology, Kurukshetra, in 2020.

4. Job profile and his suitability:

As stated in the **Annexure I** of this Notice.

5. Remuneration proposed:

As stated in the Explanatory Statement at Item No. 3 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration proposed to Dr. Sampath Ravinarayanan is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any:

Dr. Sampath Ravinarayanan has no pecuniary relationship with the Company or with any managerial personnel except the remuneration being approved by the members by way of this resolution.

III. Other Information:**Reasons for loss or inadequate profits during the financial year 2024-25:**

- The company's performance was dragged by low margin businesses primarily in Heavy Engineering and Automotive businesses. This had largely resulted from macro issues such as global slowdown in automotive sector, customer strategy and re-prioritization of outcomes etc.
- The company incurred losses in Germany, on account of slowdown with large OEM customer, resulting in significant diversion of resources and efforts towards business development and sustenance.
- The company continued to invest a significant portion of financial resources towards digital team development and enhancement of competencies. These charges had a direct impact on profitability.

Steps taken or proposed to be taken for improvement:

- The company has now identified and cordoned off low margin businesses as Non Core. A strategic advisor has been appointed to assess the business and ascertain path to profitability.
- The company has ramped down its digital team and pivoted to new age AI solutions as part of its core business. This will result in significant reduction of staff costs.
- New order acquisition and execution are the topmost priorities focused on Defence, Aerospace and ESAI domains. The Company has outlined a visionary plan and charted path to \$1B revenues in the next 5 years. Resources will be utilised for this single objective.

Expected Increase in Productivity and Profits in measurable terms:

- 300bps improvement in EBITDA in FY26.
- 20% growth in topline in FY26.
- As the company pivots to a product driven approach, the current revenue mix of 20:80 (product: service) will pivot to 80:20 resulting in significant improvement in revenue per employee.

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. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till September 30, 2025, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM.
3. Although, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/ herself, but since this meeting is being held through VC/OAVM under the framework of MCA circulars, 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. The Institutional and Corporate Investors (i.e. other than individuals, HUF, NRI, etc.) are encouraged to attend the AGM through VC by sending a scanned copy (PDF / JPG Format) of its Board / Governing body resolution / Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through remote e-voting. The said resolution / authorization may be sent to the Scrutinizer by email to info@bmpandco.com with a copy marked to inward.ris@kfintech.com.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT

6. In accordance with the MCA Circulars and SEBI Circulars:
 - a) Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent to the Members and to all other persons so entitled in electronic mode only, whose email addresses has

been registered with the Company/ Depository Participants ('DPs')/ Depository/ KFIN. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form. Further, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink from where the Integrated Annual Report can be accessed on the Company's website.

- b) Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below.

Procedure for Registration of Email ID and Mobile Number: Securities in physical mode

SEBI vide Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company.

It shall be mandatory for the security holders to provide mobile number, who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the Email ID and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

The Company, through KFIN, will send the Notice, Annual Report and the e-voting instructions along with the User ID and Password to the email address given by you.

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.

In case of queries, Members are requested to write to

einward.ris@kfintech.com or call at the toll free number 1800 309 4001.

7. The Notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, August 22, 2025.
8. The Notice of the AGM and the Annual Report for the financial year 2024-25 will be available on the website of the Company (www.axiscades.com), on the website of KFIN (<https://evoting.kfintech.com/public/Downloads.aspx> (Annual Report) & <https://evoting.kfintech.com/showallevents.aspx> (Notice) and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM

9. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
10. Members are requested to follow the procedure given below to attend the AGM through VC / OAVM or view the live webcast:
 - i) Launch internet browser (latest version of Chrome/ Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
 - ii) Enter the login credentials (i.e., User ID and password for e-voting provided by KFIN).
 - iii) After logging in, click on "Video Conference" option.
 - iv) Then click on camera icon appearing against AGM event of AXISCADES Technologies Limited to attend the AGM. Please do the echo test once you enter into the AGM room.
11. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.
12. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the expiry of 15 minutes after conclusion of the AGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.

13. The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user ID and password. On successful login, select 'Post Your Question' option which will be opened 9:00 A.M. (IST) on Saturday, September 20, 2025 and will end at 5:00 P.M. (IST) on Monday, September 22, 2025.
14. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. 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 facility of 'Speaker Registration' will open at 9:00 A.M. (IST) on Saturday, September 20, 2025 and will end at 5:00 P.M. (IST) on Monday, September 22, 2025. Only those members who are registered will be allowed to express their views or ask questions.
- 1) Members who wish to ask questions during the AGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:
 - (i) Click on the following URL: <https://emeetings.kfintech.com>
 - (ii) Use e-voting User ID and Password, to register as a 'Speaker'.
 - (iii) Only those Members holding shares either in physical form or in electronic form, as on the cutoff date of Wednesday, September 17, 2025, may register themselves as a 'Speaker' from 9:00 A.M. (IST) on Saturday, September 20, 2025 and will end at 5:00 P.M. (IST) on Monday, September 22, 2025. This will enable KFin to make requisite arrangements for the said Members to ask questions during the AGM through VC.
 - (iv) Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM.
 - 2) Members who wish to post their queries may do so before the AGM, up to Monday, September 22, 2025 (5:00 P.M.) by following the instructions, as mentioned below:
 - (i) Click on the following URL: <https://emeetings.kfintech.com>
 - (ii) Use e-voting User ID and Password, to post queries.
15. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM by sending an e-mail to the Company at secretary@axiscades.in and marking a copy to evoting@kfintech.com mentioning their name, DP ID-Client ID / Folio number on or before Wednesday, September 17, 2025 or they can post their questions from 9:00 A.M. (IST) on Saturday, September 20, 2025 and will end at 5:00 P.M. (IST) on Monday, September 22, 2025 by logging on to <https://emeetings.kfintech.com>. They can also upload their video by registering themselves as speaker by accessing the facility provided at <https://emeetings.kfintech.com->speaker> registration.
16. The maximum time limit of the video should be three minutes. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.
17. In case of any query relating to the procedure for attending AGM through VC/ OAVM or for any technical assistance, members may call on toll free no.: 1800 309 4001 or send an e-mail at inward.ris@kfintech.com.
18. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at www.axiscades.com.
20. Institutional shareholders are encouraged to attend and vote at the AGM.
- PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**
21. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, Secretarial Standard on General Meetings (SS-2) and Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by listed entities, the Company is pleased to provide the facility of remote e-voting to its Members to cast their votes electronically, on the resolutions set forth in this Notice.
22. The Company has engaged the services of KFin as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting) before the AGM as well as during the AGM. The instructions for e-voting are given below:
- I. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities", e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/Depository Participants (DPs) in order to increase the efficiency of the voting process.

- II. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.
23. The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.
24. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the AGM but can't vote at the AGM.
25. 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.
26. The remote e-voting facility will be available during the following period:
- | | |
|--|---|
| Commencement of remote e-voting | From 9.00 A.M. (IST) on Sunday, September 21, 2025 |
| End of remote e-voting | Upto 5.00 P.M. (IST) on Tuesday, September 23, 2025 |
27. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
28. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on Wednesday, September 17, 2025 ('cut-off date').
29. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
30. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
31. The members who will be present in attending the AGM through VC / OAVM and have not already cast their vote(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING

32. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Type of shareholders	Login Method	
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i) Visit URL: https://eservices.nsdl.com ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i) To register click on link: https://eservices.nsdl.com. ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii) Proceed with completing the required fields. iv) Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i) Open URL: https://www.evoting.nsdl.com/ ii) Click on the icon "Login" which is available under "Shareholder/Member" section. iii) A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. v) Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	
	Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi/Easiest</p> <ul style="list-style-type: none"> i) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com ii) Click on New System Myeasi iii) Login with your registered user id and password. iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal. v) Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i) Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii) Proceed with completing the required fields. iii) Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none"> i) Visit URL: www.cdslindia.com ii) Provide your demat Account Number and PAN No. iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv) After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.

Individual Shareholders login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider –Kfin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.
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Individual Shareholders login through NSDL Mobile App Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.

NSDL Mobile App is available on



Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. For technical issues, Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL, may contact as below:

NSDL	CDSL
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430	Please contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- a) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. 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 value (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 may also enter a secret question and answer of your choice 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.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘AXISCADES TECHNOLOGIES LIMITED” and click on “Submit”
 - vii. On the voting page, 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 “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID - info@bmpandco.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "Corporate Name Even No."
- b) Any person who becomes member of the Company after dispatch of the Notice of AGM and is holding shares as on the cut-off date i.e. September 17, 2025 may obtain the User ID and password in the manner as mentioned below:
- a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399 Example for NSDL: MYEPWDIN12345612345678 Example for CDSL: MYEPWD1402345612345678 Example for Physical: MYEPWD XXXX1234567890.
- If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com/common/passwordoptions.aspx>
- b) the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- c) Member may Call KFin's Toll free number 1800 309 4001.
- d) Member may send an e-mail request to evoting@kfintech.com.
- In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.
- After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
33. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
34. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFin website (<https://evoting.kfintech.com/public/Faq.aspx>). In case of any other queries/ grievances connected to remote e-voting or shares, you may contact Mr. Raj Kumar Kale, an official of KFin, at telephone number: 040-67162222 or the toll free number 1800-309- 4001 or at email: evoting@kfintech.com.
35. The Board of Directors has appointed Mr. Pramod S. M. (FCS: 7834 and COP: 13784) or in his absence Mr. Biswajit Ghosh (FCS: 8750 and COP: 8239), Partners of of M/s. BMP & Co. LLP, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
36. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The Chairman or the authorized person shall declare the results within the time stipulated under the applicable laws. The results declared shall be available on the website of the Company (www.axiscades.com) and on the website of KFIN (<https://evoting.kfintech.com>). The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.
- PROCEDURE FOR INSPECTION OF DOCUMENTS:**
37. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and all the documents referred to in the Notice and explanatory statement, including certificate from the Secretarial Auditors under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the members from the date of circulation of this Notice up to the date of AGM i.e. Wednesday, September 24, 2025 Members seeking to inspect such documents can send an email to secretary@axiscades.in.

OTHER INFORMATION:

38. Information regarding particulars of the Directors to be appointed/re-appointed requiring disclosure in terms of the Secretarial Standard 2, Listing Regulations and the explanatory statement pursuant to Section 102 of the Act are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure do not include the directorships held in foreign companies. The committee chairmanships/ memberships considered for the purpose of disclosure are those prescribed under Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies.
39. As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
40. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other share related matters and/ or change in address or updation thereof to KFin. Members whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
41. Non-Resident Indian shareholders are requested to inform about the following to the Company or KFin or the concerned DP, as the case may be, immediately of:
- The change in the residential status on return to India for permanent settlement;
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
42. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFin enclosing their share certificates to consolidate their holding into one folio.
43. Members may contact the Company or KFin for conveying grievances, if any, relating to the conduct of the AGM, at the following address:

AXISCADES Technologies Limited**Sonal Dudani**

Company Secretary & Compliance Officer
secretary@axiscades.in

KFin Technologies Limited

Selenium Tower B, Plot Nos. 31 & 32,
Financial District, Nanakramguda, Gachibowli,
Hyderabad, Telangana - 500032
Toll Free No.1800 309 4001
Email: inward.ris@kfintech.com

Contact Person:

Shri S R Ramesh,
Deputy Vice President (RIS)