

**AXISCADES**

Inspired Solutions. By Design

10th December 2014

The Manager
Dptt. of Corporate Services
The Stock Exchange – Mumbai
Floor 25
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai
Fax.: 022-22723121/ 22723719
Email: corp.compliance@bseindia.com & corp.relations@bseindia.com

Dear Sir,

We hereby attach copy of the Postal Ballot notice sent to the shareholders seeking their approval for appointment and fixation of remuneration of Mr. Kaushik Sarkar, as Director in the capacity of CFO. The Postal ballot form is not attached as the same was member specific.

We trust that the above is in order.

Thank you,

Yours truly,
For **AXISCADES Engineering Technologies Limited**

Shweta Agrawal
Company Secretary

Cc.:
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (E),
Mumbai- 400051
Fax. : 022-26598237 / 38
Email : cmllist@nse.co.in

AXISCADES Engineering Technologies Limited
(formerly Axis-IT&T Limited)

CIN No.: L72200DL1990 PLC 041275

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

Reg. Office : A-264, 2nd Floor, Defence Colony New Delhi - 110 024 | Email: info@axiscades.com | www.axiscades.com



AXISCADES ENGINEERING TECHNOLOGIES LIMITED

(Formerly Axis-IT&T Limited)

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

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

CIN -L72200DL1990PLC041275

NOTICE OF POSTAL BALLOT

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

Dear Shareholder(s),

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

Item 1 Appointment of Mr. Kaushik Sarkar as a Director who is liable to retire by rotation.

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

"RESOLVED THAT Mr. Kaushik Sarkar (holding DIN 06965356) who was appointed as Additional Director by the Board of Directors with effect from 12th September, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office will expire at the next Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director along with the requisite fee, be and is hereby appointed as a Director of the Company & he is liable to retire by rotation".

Item 2. Appointment and Fixation of Remuneration of Mr. Kaushik Sarkar, Director, as CFO.

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

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government, including such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, the Shareholders hereby approve the appointment of Mr. Kaushik Sarkar (holding DIN 06965356), Director, as Chief Financial Officer (CFO) of the Company, for a period of 5 (five) years w.e.f. 12th September 2014 at a remuneration and terms and conditions as detailed in Section I herein below:

SECTION - I

A. Basic Salary Rs. 4,80,000 (Rupees Four Lacs Eighty Thousand Only) per month.

B. Perquisites & Allowances

- Company's contribution of 12% of salary to Provident Fund.
- Gratuity payable at the rate of half a month's salary calculated on the basis of 26 days in a month, for each completed year of service.
- The company shall provide a car with driver and incur all day to day running expenses for the same upto Rs. 25,000/- p.m.
- 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.

Certified True Copy

AXISCADES Engineering Technologies Ltd.

Shweta Agrawal

SHWETA AGRAWAL
Company Secretary

- Medical Insurance coverage upto Rs 3,50,000/- for self, family and dependents.
 - Personal Accident Insurance coverage upto Rs 10,00,000/- Lacs for self.
- C. Performance linked incentive: Upto Rs. 30,00,000/- per year. This component is linked to performance of the Company and will be evaluated by the Remuneration Committee and disbursed accordingly.
- D. Sitting fee: No sitting fees shall be paid for attending the meeting of the Board of Directors or Committee thereof.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the aforesaid director, the Company has adequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013, or any other modification or re-enactment that may come into force”.

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

Place : New Delhi
Date : 1st December 2014

Sd/-
Shweta Agrawal
Company Secretary

Notes:

The Board of Directors has appointed Mr. Anant Khamankar of M/s Anant B Khamankar & Co., Company Secretaries, Mumbai having office at B-510, Neelkanth Business Park, Nathani Road, Vidyavihar (West), Mumbai - 400086 as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.

1. The Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of business hours on 09.01.2015. The Postal Ballot Forms received after this date will be treated as if the reply from the Shareholders has not been received.
2. The Scrutinizer will submit his report to the Chairman on completion of the scrutiny. The results will be announced on 12.01.2015 at 5.00 p.m. by posting on the AXISCADES Engineering Technologies Ltd.'s website i.e. www.axiscades.com and at the Registered office of the company at A-264, 2nd Floor, Defence Colony, New Delhi-24, which shall be reckoned as the date of passing of resolutions. The Scrutinizer, post the announcement of the poll result, will forward all ballot papers and registers for the approval of the Chairman.
3. The results will be displayed at the notice board at the Registered Office of the Company, besides being communicated to the Stock Exchanges on which the Company's equity shares are listed. The results will also be published in the newspaper(s) for the information of the Shareholders.
4. The Company has availed the e-voting for this Postal Ballot process. Hence, the voting will be cast either through physical Postal Ballot Form or through e-voting.
5. For the sake of clarity it is brought to the notice of the Members that the resolution will be acted upon only if the votes cast by the shareholders in favor of the proposal are three times than the number of votes cast by the shareholders against it.
6. The explanatory statement pursuant to Sections 102 and 117 of the Companies Act, 2013 setting out material facts is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO. 1 & 2.

In consideration of the size and growth of the Company, and based on the recommendations of Nomination and Remuneration Committee and Audit Committee, the Board in its meeting held on 9th September, 2014, appointed Mr. Kaushik Sarkar as the Additional Director in the capacity of Executive Director & CFO of the company with effect from 12th September, 2014 onwards for a period of 5 years, subject to the approval of the Shareholders' and Central Government.

Pursuant to Section 197 read together with Schedule V of the Companies Act, 2013, the company seeks shareholders' approval subject to the Central Government approval.

The Nomination and Remuneration Committee and the Board have, accorded their approvals on 9th September 2014, to the above and in the interest of the Company have recommended the aforesaid resolutions as set out in this notice for approval of members.

Audit committee also accorded its approval for appointment in its meeting dated 9th September 2014.

A brief profile & particulars of Mr. Kaushik Sarkar is as under:

Mr. Kaushik Sarkar is a post-graduate in Commerce and a qualified Chartered Accountant and Cost Accountant by profession. He has over two decades of experience in the field of Financial and Business operations. His professional expertise includes Business Partnering, driving operational efficiency and Automation, Financial Planning and Analysis, Instituting internal control and systems, Strategy and acquisitions, Relationship and Change Management, Treasury, Tax & Compliances.

Your company is in the business of providing IT Enabled Services 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 2013-14 are as follows:

a.	Total income	:	Rs. 183.13 cr.
b.	Net Profit after tax & prior period items	:	Rs. 8.20 cr.
c.	Earnings per Equity share (Basic)	:	Rs. 4.11
d.	Earnings per Equity share (Diluted)	:	Rs. 3.02

Export performance & Net foreign exchange collaborations:

- The company has registered STPI units and is a net exporter. The export earnings for the year 2013-2014 stood at Rs. 140.14 cr.
- The company has no foreign collaborations.

Foreign investments:

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

Past Remuneration:

Mr. Kaushik is being appointed as CFO in the Company for the first time and he was not in receipt of any remuneration from the company in the past.

Recognition and Rewards

He has varied work experience in large multinational corporations with work experience in USA.

The proposed remuneration is as mentioned in the proposed resolution itself.

The remuneration of Mr. Kaushik is fully justifiable and comparable to that prevailing in the Industry, keeping in view of the profile and the position of Chief Financial Officer and Director and enriched knowledge and vast and varied experience of the appointee. He shall be responsible for overall and day today management of the financial affairs of the company under the supervision and control of the Board of Directors. He will be accountable to the Board of Directors of the company.

Mr. Kaushik Sarkar 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.

The company is currently profitable and has made a Net profit after Tax of Rs. 8.20 cr. during the year 2013-14 on a standalone basis. On a consolidated level company has made a net profit after tax of Rs. 15.98 Cr for the above mentioned year.

Currently Company is into growth phase and investing on additional capacity and technical knowledge build up. Further company is executing many projects in overseas locations globally. Hence current margins are lower.

Company is taking various initiatives continuously including higher capacity utilization to yield higher margins. Current Year standalone basis Profit after tax has increased from Rs. 7.40 Cr to Rs. 8.20 Cr. The Board of Directors is of the view that positive growth in profit will continue.

In compliance with the requirements of the Act, the terms of appointment and remuneration specified above are now placed before the members for their approval.

This explanation together with the accompanying notice is and should be treated as an abstract under the Section 190 of the Companies Act, 2013 in respect of the remuneration of Mr. Kaushik Sarkar, CFO.

Your Directors are of the view that the Company would be immensely benefited by the varied experience and expert guidance of Mr. Kaushik Sarkar and therefore recommend for approval, the Resolution contained in this Notice.

Except Mr. Kaushik Sarkar, being an appointee, none of the directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolutions set out herein.

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

The Board of Directors of your Company recommends the passing of the resolutions set-out as a Special Resolution in terms of Section 196, 197 and 110 of the Companies Act, 2013.

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

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

Place : New Delhi
Date : 1st December 2014

Sd/-
Shweta Agrawal
Company Secretary