

April 25, 2016

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

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

Sub: Result of the Postal Ballot and E-Voting Process

Dear Sir,

Enclosed please find the result of the Postal Ballot and E-Voting, declared on April 25, 2016, along with the Scrutinizer's Report.

This is for your information and necessary records.

Thanking you,

For **AXISCADES Engineering Technologies Limited**



Shweta Agrawal

Company Secretary

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

CIN No.: L72200KA1990PLC084435

Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560 024 Karnataka INDIA Ph: +91 80 4193 9000 Fax: +91 80 4193 9099

Reg. Office : Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560 024 Karnataka INDIA

**Result of the Postal Ballot and e-voting declared on Monday, 25<sup>th</sup> April, 2016 at 5.00 P.M.**

This is to inform that as mentioned in our Postal Ballot notice dated 23<sup>rd</sup> March, 2016 to the Equity Shareholders of the Company, the Result of the Voting conducted through Postal Ballot in respect of the following special resolution is as under:-

**Gist of Special Resolution:**

The Audit Committee and the Board of Directors of the Company at its meeting held on 14 August, 2015, approved the Scheme of Amalgamation between India Aviation Training Institute Private Limited with AXISCADES Engineering Technologies Limited ("Company") and their respective Shareholders and Creditors ("Scheme"), subject to approval of the Shareholders and Creditors of the Company, as may be required and subject to sanction of the Hon'ble High Court of Karnataka at Bengaluru and of such authorities as may be necessary.

The Company is required to obtain the approval of its Equity Shareholders for the Scheme by means of postal ballot and e-voting under Section 110 of the Companies Act, 2013 read with rules made thereof, Regulation 44 of the SEBI (LODR) Regulations, 2015 and Listing Agreement executed by the Company with BSE Limited and National Stock Exchange of India Limited, in terms of SEBI Circular CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with SEBI Circular CIR/CFD/DIL/8/2013 dated 21st May, 2013 ("SEBI Circulars"), conditions laid down in the Observation Letters dated February 24, 2016 and February 25, 2016 issued by BSE Limited and National Stock Exchange of India Limited, (collectively referred to as "Observation Letters"), respectively, and the relevant provisions of the applicable laws.

In terms of SEBI Circulars, read with Observation letters, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Company in favour (Assent) of the special resolution are more than the number of votes cast by the Public Shareholders against (Dissent) it. Any votes received from non-public shareholders will be considered invalid, so far as this special resolution is concerned.

**AXISCADES Engineering Technologies Limited**

(Formerly Axis IT&T Limited)

CIN No: L72200KA1990PLC084435

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

### Result of Voting

The Resolution have been passed by requisite majority as per details given hereunder:

Voting by Ballot Papers is as follows:

<b>PARTICULARS</b>	<b>NUMBER OF BALLOT PAPERS RECEIVED FROM PUBLIC SHAREHOLDERS</b>	<b>TOTAL NUMBER OF SHARES</b>
Total number of ballot papers received	25	646
Total number of valid ballot papers	24	446
Total number of invalid ballot papers	1	200

Voting by Electronic Mode are as follows:

<b>PARTICULARS</b>	<b>NUMBER OF MEMBERS WHO CAST THEIR VOTES ELECTRONICALLY (INCLUDING PROMOTERS)</b>	<b>TOTAL NUMBER OF SHARES</b>
Total Votes Received by Electronic Mode	32	1,77,61,038
Total Number of Valid Votes	32	1,77,61,038
Total Number of Invalid votes	0	0



**SPECIAL RESOLUTION:**

**Approval of Scheme of Amalgamation between India Aviation Training Institute Private Limited (“Transferor Company”) with AXISCADES Engineering Technologies Limited (“Transferee Company”) and their respective Shareholders and Creditors (“The Scheme”)**

<b>Particulars</b>	<b>NO. OF BALLOTS &amp; E-VOTES (EXCLUDING PROMOTERS)</b>	<b>TOTAL NUMBER OF SHARES</b>	<b>PERCENTAGE</b>
Total valid postal ballot forms and e-votes of public shareholders	53	1686970	6.204469
Total number of shares polled in <b>FAVOUR</b> of the Resolution	50	1686730	6.203587
Total number of shares polled <b>AGAINST</b> the Resolution	3	240	0.000882

It is hereby announced that the above mentioned Special Resolution in respect of the Postal Ballot Notice dated 23<sup>rd</sup> March, 2016 is duly passed.

The Company Secretary is hereby directed that the aforesaid result along with the special resolution be recorded in the minute book meant for recording the proceedings of general meetings of members and the results along with the Scrutinizer’s report be placed on the website of the company [www.axiscades.com](http://www.axiscades.com), the Stock Exchanges and the Registrar & Transfer Agent (Karvy).

**For AXISCADES Engineering Technologies Limited**



**Sudhakar Gande**

**Chairman of the Court Convened Meeting of the Shareholders**

25<sup>th</sup> April, 2016

Bengaluru

To,

Chairman of Court Convened Meeting of the Shareholders  
AXISCADES Engineering Technologies Limited  
Block C, Second Floor,  
Kirloskar Business Park,  
Bangalore-560024, Karnataka.

Dear Sir,

**Sub: - Scrutinizer's Report on the Postal Ballot and E-Voting Process**

AXISCADES Engineering Technologies Limited has appointed me as the Scrutinizer for conducting the Postal Ballot and E-Voting process for approving the Scheme of Amalgamation of **India Aviation Training Institute Private Limited** ("the Transferor Company") with **AXISCADES Engineering Technologies Limited** ("the Transferee Company") and their respective shareholders and creditors ("the Scheme"), by the Public Shareholders in accordance with Securities and Exchange Board of India ('SEBI') Regulations and Circulars bearing Nos CIR/ CFD/DIL/5/2013 dated February 4, 2013 read with circular number CIR/CFD/DIU8/2013 dated May 21, 2013 ("SEBI circulars").

**I submit my report as under:**

- 1) The Company had on March 23, 2016 completed the dispatch of the Notices of Postal Ballot & E-voting along with the Explanatory Statement, as required, and the Scheme with respect to the amalgamation of the Transferor Company with the Transferee Company to all its equity shareholders whose name(s) appeared on the Register of Members/ List of Beneficial Owners as on March 18, 2016.



- 2) The Postal Ballot, in this regard, has been conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended. The Company had also provided E-voting facility in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an alternative to its shareholders and had engaged the services of M/s. Karvy Computershare Private Limited ("Karvy") for the purpose.
- 3) The voting through Postal Ballot and E-voting had commenced on Saturday, March 26, 2016 at 9.00 a.m. (IST) and ended on Sunday, April 24, 2016 at 5.00 p.m. (IST).
- 4) After the time fixed for closing of the Postal Ballot and E-voting process, i.e. April 24, 2016 at 5.00 p.m. (IST), I have downloaded the data of E-voting from the website <https://evoting.karvy.com>. A final report was tabulated by me and the data regarding the final E-voting was diligently scrutinized and reconciled with the records maintained by the Transferee Company.
- 5) The particulars of all Postal Ballots and Electronic votes received from/cast by the public equity shareholders have been entered in the electronic register separately maintained for the purpose.
- 6) The Postal Ballot Forms were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Transferee Company/List of Beneficial Owners, as on March 18, 2016.
- 7) All Postal Ballot forms and e-votes received up to 5.00 p.m. (IST) on April 24, 2016, being the last date and time fixed by the Company for receipt of the forms and e-votes, were considered for my scrutiny.



- 8) I have not found any defaced/mutilated Postal Ballot forms.
- 9) On proper scrutiny of all the Postal Ballot forms and e-votes, the summary of the Postal Ballot and e-votes received from Public Shareholders is given below:

**I. Details of Voting by Postal Ballot:**

Particulars	No. of Postal Ballot Forms received from Public Shareholders	No. of Equity Shares of Rs.5/- each (Votes)
Total votes cast under Postal Ballot	25	646
<b>Less:</b> Total number of Invalid Postal Ballot Votes	1	200
<b>Total number of Valid Postal Ballot Votes</b>	24	446

**II. Details of Voting by Electronic Mode, as received from Karvy are as follows:**

Particulars	No. of Shareholders (including Promoters) who have cast their votes electronically	No. of Equity Shares of Rs.5/- each (Votes)
Total votes received by Electronic Mode	32	17761038
<b>Less:</b> Total number of Invalid Votes	0	0
<b>Total number of Valid e-votes</b>	32	17761038

III. Details of Total Voting in terms of SEBI Circulars are as under:

Particulars	No. of valid Postal Ballot forms and e-votes (excluding Promoters)	No. of Equity Shares of FV of Rs.5/- each (Votes)	% to the paid up capital of valid votes received
Total valid postal ballot forms and e-votes of Public Shareholders	53	1686970	6.204469
Assented to the Resolution	50	1686730	6.203587
Dissented to the Resolution	03	240	0.000882

- 10) In terms of SEBI Circulars, read with Observation letters, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of Company in favour (Assent) of the proposal are more than the number of votes cast by the Public Shareholders against (Dissent) it. Since the votes cast by the public shareholders **FOR** the resolution exceeds number of votes cast **AGAINST**, by more than 3/4<sup>th</sup>, **the resolution is considered to be duly passed.**
- 11) The Postal Ballot forms, e-votes and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safekeeping.
- 12) You are requested to kindly declare the said results to the shareholders of the Company.

Thanking you.  
 Yours faithfully,



**ANANT KHAMANKAR**  
**PRACTICING COMPANY SECRETARY**  
**MEMBERSHIP NO.: FCS – 3198**

Date: 25 April, 2016  
 Place: Bengaluru



