September 5, 2017

The Manager
Listed Department
BSE Limited
Phirozee Jeejeebhoy Tower, Dalal Street
Mumbai 400 001
BSE Scrip Code: 532395

Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5 Floor, Plot C/1, G Block
Bandra – Kurla Complex, Bandra(E),
Mumbai 400 051
NSE Symbol: AXISCADES

Dear Sir(s),

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the Company proposes to conduct Postal Ballot for obtaining the approval of members of the Company by Special Resolution for:

(A) Increase in the overall limits to INR 400 Crore for making investments/acquire by way of subscription, purchase or otherwise, the securities of any other body corporate and/ or giving loans/guarantees / providing securities in terms of Section 186 of the Companies Act, 2013 read with Rule 13 of Companies (Meetings of Board and its Powers) Rules, 2014.

(B) Increase in the Borrowing limits to INR 250 Crores in terms of Section 180(1)(c) of the Companies Act, 2013.

(C) Creation of charge on the Assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013.

We attach herewith the Postal Ballot Notice and Ballot form with e-voting process. This is for your information and records.

Thanking You,
Yours Sincerely

For AXISCADES Engineering Technologies Limited

[Signature]
Shweta Agrawal
Company Secretary
Encl: A/a

AXISCADES Engineering Technologies Limited
(formerly Axis IT&T Limited)
CIN No.: L72200KA1990PLC084435
D-30, Sector - 3, Noida - 201 301, Uttar Pradesh INDIA Ph: +91 120 451 8200 / 8300 Fax: +91 120 244 2921
Reg. Office : Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560 024 Karnataka INDIA
Ph: +91 80 4193 9000 Fax: +91 80 4193 9099 Email: info@axisrades.com www.axisrades.com
NOTICE OF POSTAL BALLOT


Dear Shareholders(s),

Sub: 1. Approval for increase in the overall limits to INR 400 Crore for making investments/acquire by way of subscription, purchase or otherwise, the securities of any other body corporate and/ giving loans/guarantees / providing securities in terms of Section 186 of the Companies Act, 2013 read with Rule 13 of Companies (Meetings of Board and its Powers) Rules, 2014

2. Approval for increase in the Borrowing limits to INR 250 Crores in terms of Section 180(1)(c) of the Companies Act, 2013

3. Approval for creation of charge on the Assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) including any statutory modification or re-enactment thereof for the time being in force that the Company is seeking shareholders consent through a Postal Ballot to pass the resolutions under Section 186 and Section 180 of the Companies Act, 2013.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being, 18 August, 2017. The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions given overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 5th October 2017. It is further brought to your notice that as per the provisions of the Rule 22(12) of the said Rules, postal ballots, giving consent or dissent received after thirty days from the date of dispatch of this notice (i.e. after 5th October, 2017) shall be treated as the reply from the member has not been received.

1. RESOLUTION UNDER SECTION 186 OF COMPANIES ACT, 2013

To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT in furtherance of the special resolution passed by the shareholders, at 27th Annual General Meeting (AGM) held on August 24, 2017 in relation to increase in limits for the purpose of investing / acquiring the securities of any other body corporate by way of subscription/ purchase or otherwise and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the power conferred by this resolution) to enhance the overall limit to INR 400 Crore, to make investments acquire, grant loan, give guarantees and provide
securities in connection with the loan, provided that the aggregate value of such investments made/to be made, loans granted/to be granted, securities provided/to be provided and guarantees given/to be given shall not exceed the overall enhanced limit of INR 400 Crore, or the limits prescribed under Section 186 of the Companies Act, 2013, whichever is higher.”

RESOLVED FURTHER THAT the Board (or Board constituted Committee) be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively ‘transactions’) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

2. RESOLUTION UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013

To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Special Resolution adopted at the 24th Annual General Meeting held on 9th September 2014 and pursuant to section 180(1) (c) and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which expression shall include a Committee of Directors duly authorised in this behalf) to borrow any sum(s) of money, from time to time, in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from Company’s bankers in the ordinary course of business, shall not at any time exceed Rs. 250 Crores (Rupees Two Hundred Fifty Crores) or the limits prescribed under the Act, whichever is higher.”

3. RESOLUTION UNDER SECTION 180(1)(a) OF COMPANIES ACT, 2013

To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Special Resolution adopted at the 24th Annual General Meeting held on 9th September 2014 and pursuant to section 180(1) (a) and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to the Board of Directors of the company, to mortgage and/or charge all or any part of the immovable and/or movable properties/assets of the Company wherever situated, both present and future, to or in favor of any Bank(s), financial institution(s), company(ies) or other organization(s) or institution(s) or Trustee(s) (hereinafter collectively referred to as the “Lending Agencies”) in order to secure the loans (excluding temporary loans obtained from the Company’s Bankers in the ordinary course of business) advanced/to be advanced by such lending agencies to the Company together with interest at the respective agreed rates, compound/additional interest, commitment charges, premium on pre-payment on or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings provided that the maximum indebtedness secured by the properties of the Company does not exceed Rs. 250 Cores (Rupees Two Hundred Fifty Crores) at any time or the limits prescribed under the Act, whichever is higher.”

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

Place: Bengaluru
Date: 24th August 2017

Sd/-
Shweta Agrawal
Company Secretary
Notes:

1. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 117 of the Companies Act, 2013 setting out material facts is appended herein below.

2. 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, 5th Floor, Nathani Road, Vidyavihar (West), Mumbai – 400086, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.

3. The Notice of Postal Ballot and E-voting is being posted to the address of the equity shareholders, whose names appear on the Register of Members of the Company as on 18 August, 2017. The Shareholders who have registered their e-mail ID for receipt of documents in electronic mode have been sent the Notice of Postal Ballot by e-mail. This notice of Postal Ballot has also been placed on the website of the Company at www.axiscades.com.

4. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the voting received in electronic and physical mode and he results declared along with Scrutinizer Report shall be placed on the Company's website viz. www.axiscades.com and on the website of Karvy Computershare Private Limited (Karvy) viz. (https://evoting.karvy.com) and communicated to the Stock Exchanges where the shares of the Company are listed.

5. The material documents referred to in the accompanying Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays (between 9.00 am. To 6.00 pm.) up to the last date for receipt of the Postal Ballot Form i.e. 5 October, 2017.

6. Process and manner for members opting for remote e-voting are as under:

7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations 2015, the Company is pleased to provide e-voting facility to its members as an alternative to cast their votes electronically, instead of dispatching the Postal Ballot Form through Post. For this purpose, the Company has engaged services of Karvy Computershare Private Limited and the business contained in the notice may be transacted through such voting.

8. Members can opt for only one mode of voting i.e. either by ballot form or e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through ballot forms shall be treated as invalid. For instructions for remote e-voting, read the instructions printed overleaf the accompanying Postal Ballot Form.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item 1:

In terms of the provisions of Section 186 of the Companies Act, 2013, read with the Rules framed thereunder, the Company is required to obtain the prior approval of the members by way of a Special Resolution for making Investments in securities by way of subscription, purchase or otherwise, giving loans, guarantee and/or security in connection with the loan exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.
AXISCADES Engineering Technologies Limited (AXISCADES or the company), being a flagship company is required to make investments / acquire by way of subscription, purchase or otherwise, securities of any other body corporate and provide securities / give guarantees to lenders / regulatory authorities / others for itself (as applicable) and on behalf of one or more of its subsidiaries / step down subsidiaries / associate companies, from time to time.

Keeping in view the Company's business expectations and its growth plans (both organic and inorganic), it is considered desirable to take shareholders’ approval for enhancing the overall limit to INR 400 Crore (including the one approved in the 27th Annual General Meeting) or the limits prescribed under the Act, whichever is higher.

The Board recommends the Resolution of the accompanying Notice for the approval of the members of the Company.

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 shareholdings.

Item 2 & 3:

The shareholders of the company had at the 24th Annual General Meeting held on 9th September 2014, by a special resolution (in accordance with the provisions of Companies Act, 2013), authorised 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. 100 Crores (Rupees One Hundred crores only) and authorized for the said purpose mortgaging and/or creating charge on all or any part of the immovable and/or movable properties/assets.

As required by provisions of section 180(1)(c) & 180(1)(a) of the Companies Act, 2013 and keeping in view the company's existing and future business requirements and its growth plans, it is considered desirable to increase the borrowing / mortgage limit to Rs. 250 Crores or the limits prescribed under the Act, whichever is higher.

The Board recommends the Resolution of the accompanying Notice for the approval of the members of the Company.

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 shareholdings.

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

Place: Bengaluru
Date: 24th August 2017

Sd/-
Shweta Agrawal
Company Secretary
**POSTAL BALLOT FORM**

(Kindly refer to the instructions specified overleaf before filling the form)

Serial No.: 

1. Name and Registered Address of the sole / first named shareholder : 

2. Name(s) of Joint shareholder(s) : 

3. Registered Folio No. / DP ID No/ Client ID No.* : 

   (*Applicable to investors holding shares in dematerialised form) 

4. Number of Shares held : 

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my/our consent or dissent to the said special resolutions by placing tick (✔) mark at the appropriate box below.

<table>
<thead>
<tr>
<th>Sl No.</th>
<th>Brief Particulars of the Item</th>
<th>No. of Shares</th>
<th>I/We assent to the Resolution (FOR)</th>
<th>I/We assent to the Resolution (AGAINST)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Approval for increase in the overall limits to INR 400 crores in terms of Section 186 of Companies Act, 2013</td>
<td></td>
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<tr>
<td>2.</td>
<td>Approval for increase in the Borrowing limits to INR 250 crores in terms of Section 180(1)(c) of the Companies Act, 2013</td>
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<tr>
<td>3.</td>
<td>Approval for creation of charge on the Assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013</td>
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</table>

Place : Signature of the Equity Shareholder

Date : (must be as per specimen signature registered with the company)

**Electronic Voting Particulars**

<table>
<thead>
<tr>
<th>EVEN (E-Voting Event Number)</th>
<th>USER ID</th>
<th>PASSWORD/PIN</th>
</tr>
</thead>
<tbody>
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INSTRUCTIONS

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member/beneficial owner as on August 18, 2017, being the cut-off date.

A person, whose name is appearing in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. August 18, 2017, shall only be entitled to avail the facility of remote e-voting/poll.

A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer on or before Thursday, October 5, 2017 5.00 p.m.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting his votes through remote e-voting.

Members are requested to carefully read the instructions for e-voting before casting their vote.

The remote e-voting facility will be open only during the following voting period:

Commencement of remote e-voting: 09:00 a.m. (IST) on Wednesday, September 6, 2017
End of remote e-voting: 05:00 p.m. (IST) on Thursday, October 5, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy on expiry of remote e-voting period.

The procedure for remote e-voting is as under:

a) Open your web browser during the voting period by typing the URL: https://evoting.karvy.com.

b) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of Postal Ballot, or on the Notice of Postal Ballot, in case email ID is not registered and physical copy of the Postal Ballot notice is being received by you). Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for e-voting, you may use your existing User ID and password for casting your vote.

c) After entering these details appropriately, click on "LOGIN".

d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

e) You need to login again with the new credentials.

f) On successful login, the system will prompt you to select the Event Number for AXISCADeS Engineering Technologies Limited, as mentioned in the email forwarding the Notice of Postal Ballot, in case members receiving the documents in electronic form and in the enclosed "Electronic Voting Particulars", in case of a members receiving the documents in physical mode.

g) On the voting page you will see the Resolution Description and the options "FOR/AGAINST/ABSTAIN" for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.

h) You may then cast your vote by selecting an appropriate option and click on "Submit".

i) A confirmation box will be displayed. Click "OK" to confirm else "CANCEl" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

j) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Powe r of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID: khamankar@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "axiscades_EVSN Number.

l) Once the vote on a resolution is cast by a member, the Member shall not be allowed to modify it subsequently.

m) In case of any queries, you may refer the 'Frequently Asked Questions (FAQs) for shareholders' and 'e-voting user manual for shareholders', available at the download section of https://evoting.karvy.com or contact Karvy Computershare Private Limited at 1800 345 4001 (toll free).

n) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being August 18, 2017.

o) The Scrutinizer shall after the conclusion of e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

p) The Scrutinizer's decision on the validity of the vote shall be final and binding.

q) The Results on resolutions shall be declared on October 6, 2017 and the resolutions will be deemed to be passed on that date subject to receipt of the requisite number of votes in favour of the resolutions.

r) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.axiscades.com) and on Karvy's website (https://evoting.karvy.com) and communicated to the Stock Exchanges where the Company shares are listed.