



MISTRAL
SOLUTIONS PRIVATE LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Second (22nd) Annual General Meeting of the Members of Mistral Solutions Private Limited (the Company) will be held at the registered office of the Company at #60, Adarsh Regent, 100 Feet Road, Domlur, Bangalore – 560 071, Karnataka, India on Wednesday, 15 September 2021 at 11 A.M, with video conference facility, for transacting the following business:

ORDINARY BUSINESS:

1. To consider and adopt the standalone and consolidated Financial Statements of the Company for the Financial Year ended 31 March 2021 together with the Auditor's Report and Board's Report

The Members to consider and pass the following resolution as an ordinary resolution with or without modification(s):

"RESOLVED THAT the audited Standalone and Consolidated Financial Statements of the Company for year ended 31 March 2021 together with Auditors' Report and Board's Report be and are hereby received, considered and adopted."

2. To reappoint of Mr. Sharadhi Chandra Babupampapathy (DIN: 02809502), director who retires by rotation and being eligible, offers himself for re-appointment as director

The Members to consider and pass the following resolution as an ordinary resolution with or without modification(s):

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sharadhi Chandra Babupampapathy (DIN: 02809502), who retires by rotation, be and is hereby re-appointed as a Director.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all acts, deeds, matters and things necessary, proper and desirable and to sign and execute all the necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with the filing of necessary e-forms with the Registrar of Companies and other statutory authorities as may be required".

SPECIAL BUSINESS:

3. To ratify the remuneration of the Cost Auditor for the financial year ended 31 March 2021

The Members to consider and pass the following resolution as an ordinary resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of INR 75,000 (Rupees Seventy Five Thousand Only) excluding conveyance and other incidental charges fixed at INR 5,000 (Rupees Five Thousand Only) to Mr. A.N. Sriram, Firm registration number 100194, Membership No. M-7139, who had been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company, for the financial year ended 31 March 2021."

Registered Office: # 60, "Adarsh Regent", 100 Feet Ring Road, Domlur Extension, Bangalore - 560 071 INDIA.

Tel: +91 80 4562 1100 Fax: +91 80 2535 6444 E-mail: info@mistralsolutions.com





4. To appoint Ms. Mariam Mathew (DIN: 08065365) as an Independent Director of the Company

The Members to consider and pass the following resolution as an ordinary resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including all or any statutory modification and re-enactment thereof, Ms. Mariam Mathew (DIN: 08065365), who was appointed as an Additional Director and Independent Director and who has issued a declaration of independence under Section 149 and Schedule IV of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years with effect from the date of appointment as Additional Director.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file requisite e-forms with the Registrar of Companies and to do such other acts as may be necessary to give effect to the above resolution.”

**By Order of the Board
For Mistral Solutions Private Limited**



**Apes Ahmed
Managing Director
DIN: 00225648**

Date: 23 August 2021

Place: Bangalore

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is appended hereto as Annexure A.
2. Considering the threat posed by COVID 19 situation, the Ministry of Corporate Affairs (“MCA”) had issued a General Circular No. 20/2020 dated 5 May 2020 and enabled companies to provide the Video Conference or Other Audio and Visual Means (“OAVM”) facility for Annual General Meeting (“AGM”). Please note the following points in this regard:
 - i. The link to join via VC mode is given below:

<https://us02web.zoom.us/j/5138610609>





- ii. All documents referred to in the accompanying Notice and registers of the Company shall be open for inspection at the registered office and request for online copy may be sent to the e-mail ID Anoop@mistralsolutions.com.
 - iii. Corporate Members are requested to e-mail (e-mail ID Anoop@mistralsolutions.com) a certified copy of the Board Resolution to appoint an authorised representative who would attend and vote on their behalf at the AGM.
 - iv. Attendance of members through VC will be counted for the purpose of reckoning quorum under the provisions of the Companies Act, 2013.
 - v. The members may convey their vote by sending an email to the email ID – Anoop@mistralsolutions.com, when a poll is required to be taken during the meeting on any resolution. In other cases, voting will be by show of hands.
 - vi. The facility to join the meeting shall be open 15 minutes before the scheduled time to start the meeting and close after the expiry of 15 minutes from the start of the meeting.
 - vii. The members can call on the Helpline number 080 45621100 in relation to the use of the technology before or during the meeting.
 - viii. The members can submit their questions in advance on the e-mail address of the Company.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself and the proxy need not be a member of the Company. Proxy Form is appended hereto as Annexure B.
 4. Any instrument appointing a proxy or proxies should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
 5. Route Map for the venue of the Annual General Meeting is annexed as Annexure C to this Notice.
 6. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the meeting hall. The Attendance Slip is annexed as Annexure D.
 7. The Financial statements (stand-alone and consolidated), Auditor's Report and Board's Report for the period 1 April 2020 to 31 March 2021 is annexed as Annexure E.
 8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.





ANNEXURE A

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

Item No. 03:

To ratify the remuneration of the Cost Auditor for the financial year ended 31 March 2021

As per Section 148 of the Companies Act, 2013 (Act) read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to get its cost records audited by a Cost Auditor. The Audit Committee considered and recommended the appointment and remuneration of the Cost Auditor to the Board of Directors. The Board has, on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. A.N. Sriram, Firm registration number 100194, Membership No. M-7139, as the Cost Auditor of the Company for the Financial Year 2020-21.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. The Board of Directors has fixed the remuneration payable to the Cost Auditor for Financial Year 2020-21 at INR 75,000 (Rupees Seventy Five Thousand Only) excluding conveyance and other incidental charges fixed at INR 5,000 (Rupees Five Thousand Only). Accordingly, the Members to pass an ordinary resolution for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ended 31 March 2021

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 3 of the Notice. The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members.

Item No. 04:

To appoint Ms. Mariam Mathew (DIN: 08065365) as an Independent Director of the Company

The Company is deemed to be a public company in terms of Section 2(71) of the Companies Act, 2013 with the effect from 1 December 2017 and a material subsidiary of AXISCADES Technologies Limited ("AXISCADES"), a listed entity. As per Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, at least one Independent director on the Board of the listed entity shall be a Director on the Board of the unlisted material subsidiary.

Considering the above provisions, the Board of Directors appointed Ms. Mariam Mathew (DIN: 08065365) an Independent Director on the Board of AXISCADES, as an Additional Director and Independent Director of the Company for a period of 5 (five) consecutive years with effect from with effect from 17 January 2021. The following documents have been received from Ms. Mariam Mathew and in the opinion of the Board, she fulfils the conditions mentioned in the Companies Act, 2013 for appointment:

- Consent letter in Form DIR-2;
- Notice of interest or concern in Form MBP-1;
- Declaration under Section 164 in Form DIR-8; and
- Declaration of independence under Section 149 and Schedule IV.

The Board recommends the appointment of Ms. Mariam Mathew (DIN: 08065365) as an Independent Director, for the approval by the shareholders of the Company by means of an ordinary resolution.





None of the Directors of the Company or their relatives except Ms. Mariam Mathew whose appointment is being considered, is concerned or interested in the business proposed to be transacted at the meeting.

**By Order of the Board
For Mistral Solutions Private Limited**



**Anees Ahmed
Managing Director
DIN: 00225648**

Date: 23 August 2021

Place: Bangalore





ANNEXURE B

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act 2013 and rule 19 (3) of the Companies (Management and Administration Rules 2014))

CIN	U72200KA1999PTC025232
Name of the Company	Mistral Solutions Private Limited .
Registered office	#60, Adarsh Regent, 100 Feet Ring Road, Domlur, Bangalore – 560071, India

Name of the Member	
Registered address	
E-mail Id	
Folio No./Client Id	
DP ID	NA

I/We, being the member(s) of _____ (_____) shares of the above-named company, hereby appoint

1	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

2	Name	
	Address	





	Email ID	
	Signature	

Or failing him/her;

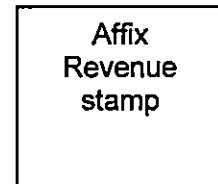
3	Name	
	Address	
	Email ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company, to be held on Wednesday, 15 September 2021 at 11 A.M at the registered office of the Company at and at any adjournment thereof in respect of the resolutions set out in the Notice of the Meeting.

Signed this day of 2021

Signature of shareholder: _____

Signature of Proxy holder(s) : _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





ANNEXURE C

ROUTE MAP TO THE VENUE OF THE AGM

The detailed route map to reach the venue is provided below:

<https://www.google.co.in/maps/place/Mistral+Solutions+Private+Limited/@12.9593232,77.6391128,17z/data=!3m1!4b1!4m5!3m4!1s0x3bae141ab9f664f3:0x9a1a376ffcd25aed!8m2!3d12.9593232!4d77.6413015>





ANNEXURE D

Attendance Slip

Twenty Second Annual General Meeting of the Shareholders of Mistral Solutions Private Limited held at the registered office of the Company on Wednesday, 15 September 2021 at 11 A.M.

Sl. No.	Name of the Shareholder	Signature

