

## NOTICE

Notice is hereby given that the fortieth (40th) Annual General Meeting (“AGM”) of the Members of **Axis Solutions Limited** (Formerly Known as Asya Infosoft Limited) (“the Company”) will be held on Tuesday, 23<sup>rd</sup> September, 2025 at 3.30 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS:

1. **To receive, consider and adopt:**
  - a. the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2025, together with the Report of the Auditors thereon.
2. **To declare a final dividend of Rs. 0.50 (Rupees fifty paise) per equity share for the Financial Year ended 31st March, 2025.**
3. **To appoint a Director in place of Mrs. Sherry Shah (DIN: 10811014), who retires by rotation and being eligible, offers her candidature for re-appointment.**

### SPECIAL BUSINESS:

4. **Appointment of M/s. Utkarsh Shah & Co., Company Secretaries (Firm Registration No.S2022GJ889900) as Secretarial Auditor of the Company:**

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

“**RESOLVED THAT** pursuant to provisions of Section 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for the time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s Utkarsh Shah & Co, Company Secretaries (Firm Registration No.S2022GJ889900), be and are hereby appointed as the Secretarial Auditors of the Company to hold office for a term of one year for the financial year 2025-26, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor;

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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### 5. Ratification of Remuneration payable to Cost Auditor for financial year ending 31st March, 2026.

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s Maulik Shah & Co. (Firm Registration No. 001118), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company for the financial year ending 31st March, 2026, amounting to Rs. 70,000 (Rupees Seventy Thousand) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

### 6. Re-appointment of Mr. Kutta Konangad Guptan (DIN:- 10813992) as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Kutta Konangad Guptan (DIN:- 10813992), who was appointed as an Independent Director of the Company for a term of one (1) year commencing from 14th November, 2024 up to 13th November, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 14th November, 2025 upto 13th November, 2030 (both days inclusive);

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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### 7. Re-appointment of Mr. Deepak Prajapati (DIN: 10841232) as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Deepak Prajapati (DIN: 10841232), who was appointed as an Independent Director of the Company for a term of one (1) year commencing from 30th November, 2024 to 29th November, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 30th November, 2025 upto 29th November, 2030 (both days inclusive);

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

### 8. Re-appointment of Mrs. Nirali Shah (DIN: 10811015) as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mrs. Nirali Shah (DIN: 10811015), who was appointed as an Independent Director of the Company for a term of one (1) year commencing from 30th November, 2024 to 29th November, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 30th November, 2025 upto 29th November, 2030 (both days inclusive);

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**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Date:-22.08.2025  
Place:- Ahmedabad

For and on behalf of the Board  
**Axis Solutions Limited**  
(Formerly known as Asya Infosoft Limited)

**Registered office:**  
Plot no 324, Road No 5, Kathwada GIDC,  
Ahmedabad-382430, Gujarat, India.

**Dipesh A. Panchal**  
Membership No. A34443

CIN: L43212GJ1985PLC029849  
E-mail: investor.relation@axisindia.in  
Website: www.axisindia.in  
Tel: +91 9909906354

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### NOTES

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 Dated 13th April, 2020, 20/2020 dated 5th May, 2020, 2/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022, and other applicable circulars and notifications issued in this respect latest being Circular No. 09/2024 dated 19th September, 2024 (hereinafter collectively referred to as the “MCA Circulars”) inter-alia, allowed conducting AGMs through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) facility. The Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other applicable circulars issued by the SEBI (hereinafter collectively referred to as the “SEBI Circulars”) has provided relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In compliance with aforesaid Circulars, Provisions of the Companies Act, 2013 (“Act”) and the SEBI Listing Regulations, the 40th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue of the 40th AGM shall be the Registered office of the Company.
2. Pursuant to the Provisions of the Act, A Member entitled to attend and Vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route MAP of AGM are not annexed to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Act in respect of the Special Business and the relevant details in respect of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India (“Secretarial Standard”) are annexed hereto. Requisite declaration have been received from the Directors seeking appointment/re-appointment.
4. Corporate/ Institutional Members (i.e other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc. authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to [info@csutkarsh.com](mailto:info@csutkarsh.com) and to the Company at [cs@axisindia.in](mailto:cs@axisindia.in). Institutional Members/ Corporate Members can also upload their Board Resolution/ Power of Attorney/ Authority Letter, by clicking on “Upload Board Resolution/ Authority Letter”, etc. displayed under ‘e-voting’ tab in their Login.
5. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first serve basis as per the MCA circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

### **9. Inspection of Documents**

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members during the AGM. Further, the relevant documents referred to in the Notice of this AGM and explanatory statement will also be available for inspection by the Members on all working days between 10.00 A.M. (IST) to 5.00 P.M. (IST) from the date of circulation of this Notice upto the date of AGM i.e 23rd September, 2025 and also during the AGM. Members seeking to inspect such documents can send an e-mail to investor.relation@axisindia.in by mentioning their Name and Folio No./DP ID and Client ID.

### **10. Dispatch of Annual Report through Electronic mode**

In compliance with the MCA Circulars and the SEBI Circulars, Notice of 40th Annual General Meeting and Integrated Annual Report 2024-25, and instruction for e-voting are being sent through electronic mode to those members whose email addresses are registered with Company/ National Securities Depository Limited ('NSDL') and Central Depositories Services (India) Limited ('CDSL'), (collectively Depositories)/ Registrar & Transfer Agent ('RTA'),. A letter providing the web-link for accessing the Integrated Annual Report, including the exact path will be sent to those members who have not registered their email address with the Company.

The Notice and integrated Annual Report FY 2024-25 is available on the following website (a) Company – [www.axisindia.in](http://www.axisindia.in) under investor tab (b) BSE Limited- [www.bseindia.com](http://www.bseindia.com) (c) CDSL- <https://www.evotingindia.com/>.

### **11. Registrar and Transfer Agent ("RTA")**

The Details Regarding Registrar and Transfer Agent is follow

**Aarthi Consultants Private Limited**

1-2-285, Domalguda, Hyderabad – 500029

Contact No.: 040-27638111

Email: [info@aarthicconsultants.com](mailto:info@aarthicconsultants.com)

12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

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### 13. Process for those shareholders whose email ids are not registered:

- a) **For Demat Shareholders-** Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
- b) **For Physical shareholders-** Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back) PAN (self-attested scanned copy of PAN card) AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA email id info@aarthiconsultants.com.

### 14. Book Closure, Record Date, Dividend and Tax on Dividend:

The Company has fixed Tuesday, 16th September, 2025 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended 31st March, 2025, if approved at the AGM. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 17th September, 2025 to Tuesday, 23rd September, 2025 (both days inclusive)

The Board of Directors has recommended a Final Dividend of Rs. 0.50 (Rupees Fifty Paise) (5%) per equity share on face value of Rs. 10 each for the Financial Year ended on 31st March, 2025 which is proposed to be paid on or before Wednesday, 22nd October, 2025, to those Members whose names appears in the Register of Members of the Company as on the Record Date Tuesday, 16th September, 2025, subject to the approval of the Shareholders at the AGM by way of electronic mode as under:

- a) **For shares held in electronic form:** to all the Beneficial Owners as of close of the business hours on Tuesday, 16th September, 2025 as per the list of beneficial owners to be furnished by the NSDL and CDSL, and their Depository Participant (DP).
- b) **For shares held in physical form:** To all Members whose names appears in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company on or before the close of business hours on Tuesday, 16th September, 2025.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 16th March, 2023 and SEBI/HO/MIRSD/POD1/P/CIR/2023/181 17th November, 2023) has mandated that with effect from 1st April 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode (Electronic Clearing System-ECS). Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f 1st April, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliances with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ("DPs") or in case share are held in

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physical form, with the RTA or Company by sending the documents by 16th September, 2025 (upto 7.00 PM) to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please visit the website of the company at [www.axisindia.in](http://www.axisindia.in) and also refer the email sent to members in this regard.

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.

16. Non-Resident Indian Members are requested to inform the Company's RTA immediately of

- Change in their residential status on return to india for permanent settlement.
- Particulars of their bank account maintained in india with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**17. Members to intimate change in their details:**

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- For Demat Shareholders-** to their Depository Participant (DP).
- For Physical shareholders-** to the RTA in prescribed Form ISR-1 as per SEBI circulars.

**18. Nomination Facility**

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13, if a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 and SH-14 as the case may be. The said form can be downloaded from the Company's website [www.axisindia.in](http://www.axisindia.in) under investor tab. Members are requested to submit the said form to their DP in case the same held in electronic form and to the Registrar in case the shares are held in physical form.

**19. Dematerialization of shares:**

In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization.

Further Members may please note that SEBI vide its circular Dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing any service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificate/folios, Transmission and Transposition.



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In view of the same, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR-5. The said form can be download from the Company's website [www.axisindia.in](http://www.axisindia.in) under Investor tab and on website of RTA at [www.aarthiconsultants.com](http://www.aarthiconsultants.com) It may be noted that any service request can be processed only after the folio is KYC Compliant.

20. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUNMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA the, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
22. **Dispute Resolution:**  
SEBI has established a common Online Dispute Resolution Portal ("ODR Portal-<https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website [www.axisindia.in](http://www.axisindia.in).
23. Members are requested to note that, dividends if not encased for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
24. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/or shares via [www.iepf.gov.in](http://www.iepf.gov.in).
25. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e 23rd September, 2025.
26. The Company has appointed Mr. Utkarsh Shah (FCS - 12526, CP - 26241) of M/s. Utkarsh Shah & Co., Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM in a fair and transparent manner.
27. **Process and manner for remote e-voting before/during the AGM:**
  - a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General

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Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations (as amended) read with the MCA circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of CDSL for facilitating remote e-voting before as well as during the AGM to be enable the Members to cast their votes electronically.

- b. Members of the Company holding shares either in physical form or in electronic form as the cut-off date of Tuesday, 16th September, 2025 may cast their vote by remote e-voting. 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, before as well as during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- c. The remote e-voting period commences on Saturday, 20th September, 2025 at 9:00 a.m. (IST) and ends on Monday, 22nd September, 2025 at 5:00 p.m (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before and during the AGM) shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Tuesday, 16th September, 2025.
- d. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of the notice and holding shares as on the cut-off date i.e Tuesday, 16th September, 2025 may obtain the Login ID and password by sending a request at [helpdesk@cdslindia.com](mailto:helpdesk@cdslindia.com) or RTA's E-mail id at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).
- e. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- f. The Board of Directors of the Company has appointed CS Utkarsh Shah of M/s. Utkarsh Shah & Co., Practising Company Secretary, Ahmedabad (Membership No. FCS 12526; COP No.26241), to act as the Scrutinizer, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose
- g. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than two (2) working days of the conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing and declare the result of the voting forthwith.
- h. The results shall be declared forthwith by the Chairman or a person so authorized by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website [www.axissolutions.in](http://www.axissolutions.in) and on the website of CDSL and shall also be communicated to the BSE Limited ("BSE").

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**THE INSTRUCTION FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

1. The voting period begins on Saturday, 20th September, 2025 at 9:00 a.m. (IST) and ends on Monday, 22nd September, 2025 at 5:00 p.m (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Tuesday, 16th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsI website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & My Easi New (Token) Tab.

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

**NOTICE**

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 or joining virtual meeting &amp; voting during the meeting</p> <p>4) For OTPbased login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on 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 or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

## NOTICE

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

5. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form. Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

**NOTICE**

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Axis Solutions Limited on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

## NOTICE

13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
15. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
17. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.



## NOTICE

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
4. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
5. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
6. Instruction for Shareholders for attending the AGM through VC/OAVM are as under:
  - a. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
  - b. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
  - c. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
  - e. For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, Demat account number / folio number, email id, mobile number to [cs@axisindia.in](mailto:cs@axisindia.in) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
  - f. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

## NOTICE

### 28. Declaration of Results of Resolutions:

- The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's Report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have carried or not, to the Chairman or person authorized by him in writing.
- The Result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.axisindia.in](http://www.axisindia.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the securities of the Company are listed.
- Subject to the receipt of requisite numbers of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e 23rd September, 2025.

### Contact Details:

Company	<p><b>Axis Solutions Limited</b> Regd. office Plot no 324, Road No 5, Kathwada GIDC, Ahmedabad-382430, Gujarat, India.</p> <p>CIN: L43212GJ1985PLC029849 E-mail: <a href="mailto:investor.relation@axisindia.in">investor.relation@axisindia.in</a> Website: <a href="http://www.axisindia.in">www.axisindia.in</a> Tel: +91 9909906354</p>
Registrar and Transfer Agent	<p><b>Aarathi Consultants Private Limited</b> 1-2-285, Domalguda, Hyderabad - 500029.</p> <p>Contact No.: 040-27638111 Email: <a href="mailto:info@aarthiconsultants.com">info@aarthiconsultants.com</a> Website: <a href="http://www.aarthiconsultants.com">www.aarthiconsultants.com</a></p>
e-Voting Agency	<p><b>Central Depository Services (India) Limited</b> E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone: 022- 22723333 / 8588</p>
Scrutinizer	<p><b>CS Utkarsh Shah</b> Practicing Company Secretary Email Id: <a href="mailto:info@csutkarsh.com">info@csutkarsh.com</a></p>

## ANNEXURE TO THE NOTICE

### Explanatory Statement in respect of the Special Business Pursuant to Section 102 of the Companies Act, 2013 ('the Act')

**Item No. 4: Appointment of M/s. Utkarsh Shah & Co., Company Secretaries (Firm Registration No.S2022GJ889900) as Secretarial Auditor of the Company.**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 ("SEBI Listing Regulations"), effective from April 1, 2025, a company is required to appoint a peer reviewed secretarial auditor (if individual then for not more than one term of five consecutive years and if a firm then for not more than two terms of five consecutive years), with the approval of the shareholders in the annual general meeting.

In view of the above, based on the recommendation of Audit Committee, the Board of Directors at its meeting held on 30th May, 2025 have appointed M/s Utkarsh Shah & Company, Practicing Company Secretary (CP No: 26241 and Peer Review Certificate No. 5116/2023) as Secretarial Auditors of the Company to conduct secretarial audit for a period of 1 year for 2025-26. The appointment is subject to approval of the Members of the Company. While recommending M/s Utkarsh Shah & Company for appointment, the Audit Committee and the Board took into account the firm's prior experience, technical proficiency, and ability to manage complex assignments effectively.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of M/s Utkarsh Shah & Company, Practicing Company Secretary, are as under:

#### **Profile of Practicing Company Secretary:**

M/s Utkarsh Shah & Company has more than 8 years of experience in Corporate law, capital market transactions, listing and de-listing of equity shares, compliance audits, corporate governance, mergers and acquisitions.

#### **Terms of appointment:**

M/s Utkarsh Shah & Company, Practicing Company Secretary is proposed to be appointed for a term of one (1) year, to conduct the Secretarial Audit for financial year 2025-26.

The proposed fees payable to M/s Utkarsh Shah & Company, is Rs. 1.40 Lakh per annum. The said fees shall exclude GST, applicable taxes, reimbursement and other outlays. The Audit Committee/ Board is proposed to be authorized to revise the fee, from time to time.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution except to the extent of their Shareholding, if any, in the Company.

## ANNEXURE TO THE NOTICE

### **Item No. 5: Ratification of Remuneration payable to Cost Auditor for financial year ending 31st March, 2026.**

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on 30th May, 2025, approved the appointment of M/s Maulik Shah & Co., Cost Accountant (Firm Registration No. 001118), as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of Rs. 70,000 (Rupees Seventy Thousand) plus payment of applicable taxes and reimbursement of out-of-pocket expenses incurred by the Cost Auditors in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the Member of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution except to the extent of their Shareholding, if any, in the Company.

### **Item No.6 : Re-appointment of Mr. Kutta Konangad Guptan (DIN:- 10813992) as an Independent Director of the Company.**

Mr. Kutta Konangad Guptan (DIN:10813992) is currently an Independent Director of the Company, member of Audit Committee.

Mr. Kutta Konangad Guptan (DIN:10813992) was appointed as an Independent Director of the Company by the Members at the 39th Annual General Meeting of the Company held on 31st December, 2024 for a period of 1 year commencing from 14th November, 2024 upto 13th November, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination & Remuneration Committee (NRC), taking into consideration the skill, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that Mr. Kutta Konangad Guptan's qualifications and the rich experience of two decades in the fields of design, engineering, procurement, installation, commissioning, and related activities involving process control instruments and engineering products. meets the skills and capabilities required for the role of Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its meeting held on 22nd August, 2025, proposed the re-appointment of Mr. Kutta Konangad Guptan as an Independent Director of the Company for a second term of five (5) consecutive years commencing from 14th November, 2025 upto 13th November, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Kutta Konangad Guptan continue to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be immense benefit to the Company.

## ANNEXURE TO THE NOTICE

Mr. Kutta Konangad Guptan having a Master's degree in Business Administration and a Bachelor's degree in Engineering. Currently he is engaged in business development and management consultancy services.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received declaration from Mr. Kutta Konangad Guptan confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Kutta Konangad Guptan has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Kutta Konangad Guptan has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Kutta Konangad Guptan confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act.

Mr. Kutta Konangad Guptan has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Kutta Konangad Guptan fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The terms and conditions of his re-appointment are uploaded on the website of the Company at [www.axisindia.in](http://www.axisindia.in) and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Kutta Konangad Guptan as an Independent Director is now placed for the approval of the Members by a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Kutta Konangad Guptan and his relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

**Item No. 7 : Re-appointment of Mr. Deepak Prajapati (DIN: 10841232) as an Independent Director of the Company.**

## ANNEXURE TO THE NOTICE

Mr. Deepak Prajapati (DIN:10841232) is currently an Independent Director of the Company, Chairman of Audit Committee and Nomination and Remuneration Committee.

Mr. Deepak Prajapati was appointed as an Independent Director of the Company by the Members at the 39th Annual General Meeting of the Company held on 31st December, 2024 for a period of 1 year commencing from 30th November, 2024 upto 29th November, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination & Remuneration Committee ('NRC'), taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that Mr. Deepak Prajapati's qualifications and the rich experience of over two decade in the areas of finance sector meets the skills and capabilities required for the role of Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on 22nd August, 2025, proposed the re-appointment of Mr. Deepak Prajapati as an Independent Director of the Company for a second term of five (5) consecutive years commencing from 30th November, 2025 to 29th November, 2030 (both days inclusive) not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Deepak Prajapati continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit of the Company.

Mr. Deepak Prajapati holds a Bachelor's degree in Electronics and Communication Engineering from LD College of Engineering, and an MBA in Finance from B.K. School of Business Management, Gujarat University, Ahmedabad. Mr. Deepak Prajapati brings over 26 years of experience in the financial sector, including 19 years with CARE Ratings Limited, where he held various leadership roles across credit rating operations and headed the regional offices in Ahmedabad and Bangalore.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Deepak Prajapati confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations Mr. Deepak Prajapati has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Deepak Prajapati has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Deepak Prajapati has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

## ANNEXURE TO THE NOTICE

Mr. Deepak Prajapati has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Deepak Prajapati fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The terms and conditions of his re-appointment are uploaded on the website of the Company at [www.axisindia.in](http://www.axisindia.in) and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Deepak Prajapati as an Independent Director is now placed for the approval of the Members by a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Deepak Prajapati and his relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

### **Item No.8: Re-appointment of Mrs. Nirali Shah (DIN: 10811015) as an Independent Director of the Company.**

Mrs. Nirali Shah (DIN: 10811015) is currently an Independent Director of the Company, Member of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee.

Mrs. Nirali Shah was appointed as an Independent Director of the Company by the Members at the 39th Annual General Meeting of the Company held on 31st December, 2024 for a period of 1 year commencing from 30th November, 2024 upto 29th November, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Board is of the opinion that Mrs. Nirali Shah continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and his continued association would be of immense benefit of the Company.

Mrs. Nirali Shah holds a Master's degree in Commerce from Gujarat University, Ahmedabad, and is currently pursuing a doctorate from the same university. He is well-versed in the fundamentals of finance and accounting.

## ANNEXURE TO THE NOTICE

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mrs. Nirali Shah confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations Mrs. Nirali Shah has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties. Mrs. Nirali Shah has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mrs. Nirali Shah has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mrs. Nirali Shah has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Nirali Shah fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The terms and conditions of her re-appointment are uploaded on the website of the Company at [www.axisindia.in](http://www.axisindia.in) and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mrs. Nirali Shah as an Independent Director is now placed for the approval of the Members by a Special Resolution. None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mrs. Nirali Shah and her relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Date:-22.08.2025  
Place:- Ahmedabad

For and on behalf of the Board  
**Axis Solutions Limited**  
(Formerly known as Asya Infosoft Limited)

**Registered office:**  
Plot no 324, Road No 5, Kathwada GIDC,  
Ahmedabad-382430, Gujarat, India.  
CIN: L43212GJ1985PLC029849  
E-mail: [investor.relation@axisindia.in](mailto:investor.relation@axisindia.in)  
Website: [www.axisindia.in](http://www.axisindia.in)  
Tel: +91 9909906354

**Dipesh A. Panchal**  
Membership No. A34443



## ANNEXURE TO THE NOTICE

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

[PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND REVISED SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Nature of Information	Item No 3	Item No 6	Item No 7	Item No 8
Name of Director	Mrs. Sherry Shah	Mr. Kutta Konangad Guptan	Mr. Deepak Prajapati	Mrs. Nirali Shah
DIN	10811014	10813992	10841232	10811015
Nationality	Indian	Indian	Indian	Indian
Date of Birth	15-09-1997	10-04-1957	30-08-1971	22-11-1995
Age	27 Year	68 Year	53 Year	29 Year
Date of First Appointment	30-11-2024	14-11-2024	30-11-2024	30-11-2024
Qualification	Bachelor of Medicine, Bachelor of Surgery	Master's degree in Business Administration and a Bachelor's degree in Engineering.	Bachelor's degree in Electronics & Communication Engineering from LD College of Engineering, and an MBA in Finance from B K School of Business Management, Gujarat University, Ahmedabad.	Master of Commerce and Ph.D.
Brief Profile/ Expertise/ Experience	Working as a General Physician in a private hospital for the past two years, including managing GP clinics on an SOS (as-needed) basis.	Over 20 years of comprehensive experience in Design, Engineering, Procurement, Installation & Commissioning, as well as Marketing and Sales, within the automation industry in India	Over 20 years of extensive experience in the financial sector, including more than a decade at CARE Ratings Limited, where he has held key leadership roles in credit rating operations and managed regional offices in Ahmedabad and Bangalore.	After completing her Ph.D., she is currently serving as an Associate Professor at Ahmedabad University

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### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

[PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND REVISED SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Nature of Information	Item No 3	Item No 6	Item No 7	Item No 8
Terms and conditions of re-appointment	Director liable to retire by rotation	Re-appointment as a Non-Executive, Independent Director for second term of 5 year	Re-appointment as a Non-Executive, Independent Director for second term of 5 year	Re-appointment as a Non-Executive, Independent Director for second term of 5 year
Remuneration last drawn	Nil	Nil	Nil	Nil
Details of remuneration sought to be paid	She shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	She shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
Directorships in other Companies (excluding foreign companies)	Nil	Nil	Nil	Nil
Chairmanship/ Membership of the Committees of the Board of Directors of the listed entity (in India) (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil	Nil	Nil
Listed entities from which the Director has resigned from directorship in last three (3) years	Nil	Nil	Nil	Nil

**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM**

[PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND REVISED SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Nature of Information	Item No 3	Item No 6	Item No 7	Item No 8
Number of meetings of the Board attended during the Year	The details of his attendance are given in the Corporate Governance Report, which forms part of this Integrated Annual Report.	The details of his attendance are given in the Corporate Governance Report, which forms part of this Integrated Annual Report.	The details of his attendance are given in the Corporate Governance Report, which forms part of this Integrated Annual Report.	The details of his attendance are given in the Corporate Governance Report, which forms part of this Integrated Annual Report.
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors and KMP of the Company	Mrs. Sherry Shah is not related to any Directors and other Key Managerial Personnel of the Company.	Mr. Kutta Konangad Guptan is not related to any Directors and other Key Managerial Personnel of the Company.	Mr. Deepak Prajapati is not related to any Directors and other Key Managerial Personnel of the Company.	Mrs. Nirali Shah Guptan is not related to any Directors and other Key Managerial Personnel of the Company.