

S Dhanapal & Associates

Practising Company Secretaries

Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)
R. Pratheepa, B.C.S., A.C.S

Report of Scrutinizer

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
33rd Annual General Meeting of the Equity Shareholders of
M/s. Axles India Limited
Chennai

Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Axles India Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and poll taken at the 33rd Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 33rd Annual General meeting of the Equity Shareholders of M/s. Axles India Limited, held on Friday, the 18th day of September, 2015 at 11.00 A.M. at Mini Hall, Narada Gana Sabha, TTK Road, Alwarpet, Chennai -600 018, submit the combined results of voting by electronic means (remote e-voting) and poll as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using polling papers by the shareholders on the resolutions proposed in the Notice of the 33rd Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and by use of polling papers at the meeting are conducted in a fair and transparent manner and render consolidated



scrutinizer's report of the total votes cast in favour or against if any to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and for voting by use of polling papers at the meeting.

The consolidated results of the voting are as under:

Resolution No. 1 - Adoption of the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Statement, Cash Flow Statement for the year ended 31st March, 2015 together with the Reports of the Directors and Auditors thereon

	No. of Shares	No. of Members
Total Votes Cast	24736028	19
Less: Invalid votes	-	-
Net Valid votes cast	24736028	19
Votes cast in favour	24736028	19
Votes Cast against	-	-

% of total valid votes cast in favour of the resolution: 100

% of total valid votes cast against the resolution: NIL

Resolution No. 2 - To record and confirm interim dividend paid for the year ended 31st March 2015 as Final Dividend

	No. of Shares	No. of Members
Total Votes Cast	24736028	19
Less: Invalid votes	-	-
Net Valid votes cast	24736028	19
Votes cast in favour	24736028	19
Votes Cast against	-	-

% of total valid votes cast in favour of the resolution:100

% of total valid votes cast against the resolution: NIL

Resolution No. 3 - Reappointment of Shri Srivats Ram (DIN 00063415) as Director

	No. of Shares	No. of Members
Total Votes Cast	24736028	19
Less: Invalid votes	-	-
Net Valid votes cast	24736028	19
Votes cast in favour	24736028	19
Votes Cast against	-	-



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% of total valid votes cast in favour of the resolution: 100

% of total valid votes cast against the resolution: NIL

**Resolution No. 4 – Reappointment of Shri. Rafeel Aquique (DIN 05204786)
as Director**

	No. of Shares	No. of Members
Total Votes Cast	24736028	19
Less: Invalid votes	-	-
Net Valid votes cast	24736028	19
Votes cast in favour	24736028	19
Votes Cast against	-	-

% of total valid votes cast in favour of the resolution: 100

% of total valid votes cast against the resolution: NIL

**Resolution No. 5 - Appointment of M/s. Sundaram & Srinivasan, Chartered
Accountants, Chennai, as the Statutory Auditors of the Company**

	No. of Shares	No. of Members
Total Votes Cast	24736028	19
Less: Invalid votes	-	-
Net Valid votes cast	24736028	19
Votes cast in favour	24736028	19
Votes Cast against	-	-

% of total valid votes cast in favour of the resolution: 100

% of total valid votes cast against the resolution: NIL

Thanking you,

Dated: 18.09.2015

Yours faithfully,
For S DHANAPAL & ASSOCIATES
(A firm of Practising Company Secretaries)


S. DHANAPAL
 Sr. Partner
 Membership # F6881
 CP # 7028

SD