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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

FORM NO. MGT-13 REPORT OF SCRUTINIZER

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the
Companies (Management and Administration) Rules, 2014]

To

The Chairman,
36th Annual General Meeting of the Equity Shareholders of
M/s. Axles India Limited
Chennai

Dear Sir,

I, N.Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, was 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 36th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 36th Annual General meeting of the Equity Shareholders of M/s. Axles India Limited, held on Thursday, the 27th day of September, 2018 at 10.30 A.M. at Mini Hall, Narada Gana Sabha, 314, TTK Salai, Alwarpet, Chennai - 600018, submit the combined results of voting by electronic means (remote e-voting) & 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 36th 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 the for voting by use of polling papers at the meeting.



N. Ramanathan

The consolidated results of the voting are as under:

Resolution No. 1 - Adopt the Audited Financial Statements for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon

	No. of Shares	No. of Members
Total Votes Cast	2,46,40,039	21
Less: Invalid votes	500	1
Net Valid votes cast	2,46,39,539	20
Votes cast in favour	2,46,39,539	20
Votes Cast against	Nil	Nil

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

Resolution No. 2 - Record and declare final dividend for the year ended 31st March 2018

	No. of Shares	No. of Members
Total Votes Cast	2,46,40,039	21
Less: Invalid votes	500	1
Net Valid votes cast	2,46,39,539	20
Votes cast in favour	2,46,39,539	20
Votes Cast against	Nil	Nil

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

Resolution No. 3 - Elect a Director in the place of Mr. S Ram (DIN 00018309), who retires by rotation and being eligible, offers himself for re-election

	No. of Shares	No. of Members
Total Votes Cast	2,46,40,039	21
Less: Invalid votes	500	1
Net Valid votes cast	2,46,39,539	20
Votes cast in favour	2,46,39,539	20
Votes Cast against	Nil	Nil

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



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Resolution No. 4 – Elect a Director in the place of Mr. Saket Sapra (DIN 05154694), who retires by rotation and being eligible, offers himself for re-election

	No. of Shares	No. of Members
Total Votes Cast	2,46,40,039	21
Less: Invalid votes	500	1
Net Valid votes cast	2,46,39,539	20
Votes cast in favour	2,46,39,539	20
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

Resolution No. 5 – Approval for appointment of M/s. Price Waterhouse & Co, Chartered Accountants LLP as Statutory Auditors of the Company

	No. of Shares	No. of Members
Total Votes Cast	2,46,40,039	21
Less: Invalid votes	500	1
Net Valid votes cast	2,46,39,539	20
Votes cast in favour	2,46,39,539	20
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

Resolution No. 6 – Adopt the amended Articles of Association of the company

	No. of Shares	No. of Members
Total Votes Cast	2,46,40,039	21
Less: Invalid votes	500	1
Net Valid votes cast	2,46,39,539	20
Votes cast in favour	2,46,39,539	20
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

Resolution No. 7 – Approval for appointment of Mrs. Radha Unni (DIN 03242769) as Director of the Company

	No. of Shares	No. of Members
Total Votes Cast	2,46,40,039	21
Less: Invalid votes	500	1
Net Valid votes cast	2,46,39,539	20
Votes cast in favour	2,46,39,539	20
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil



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Resolution No. 8 – Approval for appointment of Mr. Jason Miller (DIN 08168554) as Director of the Company

	No. of Shares	No. of Members
Total Votes Cast	2,46,40,039	21
Less: Invalid votes	500	1
Net Valid votes cast	2,46,39,539	20
Votes cast in favour	2,46,34,739	18
Votes Cast against	4,800	2

% of total valid votes cast in favour of the resolution: 99.98 %

% of total valid votes cast against the resolution: 0.02%

Thanking you,

Place: Chennai
Dated: 27.09.2018

Yours faithfully,
For S Dhanapal & Associates
(A firm of Practising Company Secretaries)



A handwritten signature in blue ink that reads "N. Ramanathan".

N.Ramanathan
Partner
M. No.F6665
C. P. No. 11084

A stylized green logo consisting of the letters "S" and "D" joined together.