

Partners
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T. Murugan, B.Sc., A.C.A., A.C.S

S Dhanapal & Associates

Practising Company Secretaries

Branch Office :

K.K. Nagar

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Chennai - 600 078.

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Report of Scrutinizer

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

To,
The Chairman
34th 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 voting through ballot paper in connection with the 34th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 34th Annual General meeting of the Equity Shareholders of M/s. Axles India Limited, held on Wednesday, the 14th day of September, 2016 at 11.00 A.M. at 'Kasturi Srinivasan Building' (Mini Hall, The Music Academy), New No.168 (Old No.306), T.T.K Road, Royapettah, Chennai - 600 014. I submit the combined results of voting by electronic means (remote e-voting) & voting through ballot paper.

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 through ballot paper by the shareholders on the resolutions proposed in the Notice of the 34th 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 voting through ballot paper at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizor'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 voting through ballot paper at the meeting.

N. Ramanathan
S. DHANAPAL & ASSOCIATES
Company Secretaries
CHENNAI

The consolidated results of the voting are as under:

CONSOLIDATED RESULTS OF ITEM NO. 1

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2016

	Total Number of Shares	Total Number of Members
Total votes Received	24736278	26
Less: Invalid votes (including votes abstained, if any)	1100	1
Net Valid Votes	24735178	25
Votes in favour	24735178	25
Vote Against	-	-

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

% of total valid votes cast against the resolution: Nil

CONSOLIDATED RESULTS OF ITEM NO. 2

Reappointment of Mr. S. Ram (DIN: 00018309) as Director (Ordinary Business)

	Total Number of Shares	Total Number of Members
Total votes Received	24736278	26
Less: Invalid votes (including votes abstained, if any)	915434	2
Net Valid Votes	23820844	24
Votes in favour	23820844	24
Vote Against	-	-

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

% of total valid votes cast against the resolution: Nil

N. Dhanapal

CONSOLIDATED RESULTS OF ITEM NO. 3

Reappointment of Mr. Saket Sapra (DIN: 05154694) as Director (Ordinary Business)

	Total Number of Shares	Total Number of Members
Total votes Received	24736278	26
Less: Invalid votes (including votes abstained, if any)	1100	1
Net Valid Votes	24735178	25
Votes in favour	24735178	25
Vote Against	-	-

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

% of total valid votes cast against the resolution: Nil

CONSOLIDATED RESULTS OF ITEM NO. 4

Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, as the Statutory Auditors of the Company (Ordinary Business)


	Total Number of Shares	Total Number of Members
Total votes Received	24736278	26
Less: Invalid votes (including votes abstained, if any)	1100	1
Net Valid Votes	24735178	25
Votes in favour	24735178	25
Vote Against	-	-

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

% of total valid votes cast against the resolution: Nil

SD

P. Deapte



CONSOLIDATED RESULTS OF ITEM NO. 5

Appointment of Mr. Jamie Martel (DIN: 07260954) as Director (Special Business)

	Total Number of Shares	Total Number of Members
Total votes Received	24736278	26
Less: Invalid votes (including votes abstained, if any)	1100	1
Net Valid Votes	24735178	25
Votes in favour	24735178	25
Vote Against	-	-

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

% of total valid votes cast against the resolution: Nil

CONSOLIDATED RESULTS OF ITEM NO. 6

Appointment of Mr. V Madhavan (DIN: 07548156) as Director (Special Business)

	Total Number of Shares	Total Number of Members
Total votes Received	24736278	26
Less: Invalid votes (including votes abstained, if any)	1100	1
Net Valid Votes	24735178	25
Votes in favour	24735178	25
Vote Against	-	-

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

% of total valid votes cast against the resolution: Nil

V. Madhavan

SD

S Dhanapal & Associates

Practising Company Secretaries

CONSOLIDATED RESULTS OF ITEM NO. 7

Appointment of Mr. V Madhavan (DIN: 07548156) as Managing Director (Special Business)

	Total Number of Shares	Total Number of Members
Total votes Received	24736278	26
Less: Invalid votes (including votes abstained, if any)	1100	1
Net Valid Votes	24735178	25
Votes in favour	24735178	25
Vote Against	-	-

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

% of total valid votes cast against the resolution: Nil

Thanking you,

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

N. Ramanathan

N.Ramanathan
 Partner
 Membership # F6665
 CP. # 11084

Place: Chennai
 Dated: 15.09.2016

SD