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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 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the
Companies (Management and Administration) Rules, 2014]

To
The Chairman,
37th 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 37th 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 37th Annual General meeting of the Equity Shareholders of M/s. Axles India Limited, held on Thursday, the 12th day of September, 2019 at 10.30 A.M. at "Kasturi Srinivasan Building" (Mini Hall, The Music Academy), New No.168 (Old No.306), T.T.K. Road, Royapettah, Chennai - 600014, 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 37th 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 – To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon

	No. of Shares	No. of Members
Total Votes Cast	24639191	13
Less: Invalid votes	48	1
Net Valid votes cast	24639143	12
Votes cast in favour	24639142	11
Votes Cast against	1	1

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

% of total valid votes cast against the resolution: Nil

Resolution No. 2 – To declare dividend for the financial year 2018-19

	No. of Shares	No. of Members
Total Votes Cast	24639191	13
Less: Invalid votes	48	1
Net Valid votes cast	24639143	12
Votes cast in favour	24639142	11
Votes Cast against	1	1

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

% of total valid votes cast against the resolution: Nil

Resolution No. 3 – To elect a Director in the place of Mr. Srivats Ram (DIN 00063415), who retires by rotation and being eligible, offers himself for re-election

	No. of Shares	No. of Members
Total Votes Cast	24639191	13
Less: Invalid votes	48	1
Net Valid votes cast	24639143	12
Votes cast in favour	24639142	11
Votes Cast against	1	1

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

% of total valid votes cast against the resolution: Nil



N. Leathe

Resolution No. 4 – To elect a Director in the place of Mr. Rafael Aquique (DIN 05204786), who retires by rotation and being eligible, offers himself for re-election

	No. of Shares	No. of Members
Total Votes Cast	24639191	13
Less: Invalid votes	48	1
Net Valid votes cast	24639143	12
Votes cast in favour	24639142	11
Votes Cast against	1	1

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

% of total valid votes cast against the resolution: Nil

Resolution No. 5 – To appoint Mr.Gajanan Gandhe (DIN: 02023395) as director

	No. of Shares	No. of Members
Total Votes Cast	24639191	13
Less: Invalid votes	48	1
Net Valid votes cast	24639143	12
Votes cast in favour	24638206	10
Votes Cast against	937	2

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution:0.01%

Thanking you,

Yours faithfully,

For **S Dhanapal & Associates**
(A firm of Practising Company Secretaries)

Place: Chennai
Dated: 12.09.2019



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