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

To
The Chairman,
38th Annual General Meeting of the Equity Shareholders of
M/s. Axles India Limited
CIN -U27209TN1981PLC008630
Chennai

Dear Sir,

I, N. Ramanathan, 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 the e-voting process taken in connection with the 38th 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 38th Annual General meeting of the Equity Shareholders of M/s. Axles India Limited, held on Friday, the 21st day of August, 2020 at 10.25 A.M. by video Conferencing / Other Audio Visual means (VC / OAVM), 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 the shareholders on the resolutions proposed in the Notice of the 38th 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 is 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).



The consolidated results of the voting are as under:

Resolution No. 1 - Adoption of the Audited Financial Statements for the year ended 31st March, 2020 and the Reports of the Directors and Auditors thereon. (Ordinary Business - Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	24638641	10
Less: Invalid votes	-	-
Net Valid votes cast	24638641	10
Votes cast in favour	24637705	9
Votes Cast against	936	1

% of total valid votes cast in favour of the resolution: 99.999%
 % of total valid votes cast against the resolution: 0.001%

Resolution No. 2 - Declaration of dividend for the financial year 2019-20. (Ordinary Business - Ordinary Resolution)



	No. of Shares	No. of Members
Total Votes Cast	24638641	10
Less: Invalid votes	-	-
Net Valid votes cast	24638641	10
Votes cast in favour	24637705	9
Votes Cast against	936	1

% of total valid votes cast in favour of the resolution: 99.999%
 % of total valid votes cast against the resolution: 0.001%

Resolution No. 3 - Election of a Director in the place of Mrs. Radha Unni (DIN 03242769) who retires by rotation and being eligible offers herself for re-election. (Ordinary Business - Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	24638641	10
Less: Invalid votes	-	-
Net Valid votes cast	24638641	10
Votes cast in favour	24637705	9
Votes Cast against	936	1

% of total valid votes cast in favour of the resolution: 99.999%
 % of total valid votes cast against the resolution: 0.001%

Resolution No. 4 - Election of a Director in the place of Mr. Jason Miller (DIN 08168554) who retires by rotation and being eligible offers himself for re-election. (Ordinary Business - Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	24638641	10
Less: Invalid votes	-	-
Net Valid votes cast	24638641	10
Votes cast in favour	24637705	9
Votes Cast against	936	1

% of total valid votes cast in favour of the resolution: 99.999%

% of total valid votes cast against the resolution: 0.001%

Thanking you,

Place: Chennai
Dated: 21.08.2020

Yours faithfully,

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

N. Ramanathan
Partner

M. No. F6665

C. P. No. 11084

UDIN: F006665B000601138