

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., A.C.S
S. Chandrasekar, F.C.S. A.I.C.S (UK)
R. Pratheepa, B.C.S., A.C.S
S.T. Sangeetha, M.C.S., A.C.S

Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Extra-Ordinary 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 for the purpose of e-voting and poll taken on the below mentioned resolutions in connection with the Extra Ordinary General meeting of the Equity Shareholders of M/s. Axles India Limited, held on Thursday, 26th day of March, 2015 at Mini Hall, Narada Gana Sabha, TTK Salai, Chennai 600 018, submit the combined results of the e-voting and poll as under:

(a) Resolution No. 1 - Amendment of Clause 77 and 103 of Articles of Association of the Company

	No. of Shares	No. of Members
Total Votes Cast	24634706	18
Less: Invalid votes	0	0
Net Valid votes cast	24634706	18
Votes cast in favour	24634706	18
Votes Cast against	0	0

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

% of total valid votes cast against the resolution: Nil



(b) Resolution No. 2 - Appointment of Ms. Sowmya Vencatesan (DIN 07108505) as Independent Director

	No. of Shares	No. of Members
Total Votes Cast	24634706	18
Less: Invalid votes	0	0
Net Valid votes cast	24634706	18
Votes cast in favour	24634706	18
Votes Cast against	0	0

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

% of total valid votes cast against the resolution: Nil

(c) Resolution No. 3 - Appointment of Mr. Rakesh Chopra (DIN 00032818) as Independent Director

	No. of Shares	No. of Members
Total Votes Cast	24634706	18
Less: Invalid votes	0	0
Net Valid votes cast	24634706	18
Votes cast in favour	24634706	18
Votes Cast against	0	0

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

% of total valid votes cast against the resolution: Nil

Thanking you,

Place: Chennai
Dated: 26.03.2015

Yours faithfully,

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



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