

**SCRUTINIZER'S REPORT**

To,  
The Chairman  
Axis – IT & T Limited  
A – 264, 2<sup>nd</sup> Floor, Defence Colony,  
New Delhi – 110024.

Dear Sir,

**Re.: Report of the Postal Ballot.**

The Board of Directors of the Company at its meeting held on 6<sup>th</sup> May, 2014, had appointed me as the Scrutinizer for conducting the postal ballot voting process pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, for passing a Special Resolution under Section 4(4), 13 and 14 of the Companies Act, 2013.

**I submit my report as under:**

1. On 15<sup>th</sup> May 2014, the Company completed the dispatch of postal ballot forms along with postage prepaid business reply envelopes to its members, whose name appeared on the Register of Members/list of beneficiaries as on 2<sup>nd</sup> May, 2014.
2. Particulars of the postal ballot forms received from the Members and votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. The ballot boxes were opened on 16<sup>th</sup> June 2014 in my presence.
5. The Postal ballot forms were opened in my presence and scrutinized and the shareholding was matched confirmed with the Register of Members of the Company/list of beneficiaries, as on 2<sup>nd</sup> May 2014.
6. All postal ballot forms received/receivable up to the close of working hours (17.00 hours) on 14<sup>th</sup> June, 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.



7. Envelopes containing postal ballot forms and e-voting received after 14<sup>th</sup> June, 2014, were not considered for my scrutiny.
8. I did not find any defaced or mutilated ballot paper.
9. I have also received complete records of votes cast by electronic mode from the electronic voting (e-voting) platform maintained by Karvy Computershare Private Limited (Karvy), the agency for providing and supervising the electronic platform on 16<sup>th</sup> June 2014, which was closed by Karvy on 14<sup>th</sup> June, 2014 at 17.00 Hours.

**The Resolution has been passed by the requisite majority as per details given hereunder:**

**Details of voting by Ballot Papers are as follows :**

PARTICULAR	REPORT	TOTAL NUMBER OF SHARES
Total number of ballot papers received	09	611
Total number of valid ballot papers	09	611
Total number of invalid ballot papers	00	00

**Details of Voting by Electronic Mode are as follows:**

PARTICULARS	NUMBER OF MEMBERS WHO CAST THEIR VOTES ELECTRONICALLY	TOTAL NO. OF SHARE
Total Votes Received by Electronic Mode	11	13,349,997
Total Number of Invalid Votes	00	00
Total Number of Valid votes	11	13,349,997



	<b>TOTAL NO OF SHARES</b>	<b>PERCENTAGE</b>
Total number of shares polled in <b>FAVOUR</b> of Special Resolution under Section 4(4), 13 & 14 of the Companies Act, 2013.	13,350,608	100%
Total number of shares polled <b>AGAINST</b> the Special Resolution under Section 4(4), 13 & 14 of Companies Act, 2013.	00	00

10. I will hand over the postal ballot forms and other related papers/registers and records for safe custody to Ms. Shweta Agrawal, Company Secretary, authorised by the Board to supervise the postal ballot process, after the Chairman considers, approves and signs the minutes.
11. You may accordingly declare the result of the voting by Postal Ballot.

  
(ANANT B KHAMANKAR)



Place: Mumbai  
Date: 16<sup>th</sup> June, 2014

F.C.S NO. 3198  
C.P. NO. 1860