

**Scrutinizer's Report**

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

To

The Chairman

AXISCADES Engineering Technologies Limited

CIN: L72200KA1990PLC084435

Block C, Second Floor

Kirloskar Business Park

Bengaluru 560024

Dear Sir,

1. We, M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, had been appointed by the Board of Directors of AXISCADES Engineering Technologies Limited ("the Company") as the Scrutinizer for the purpose of Scrutinizing the e-voting process along with the Ballot Forms, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the Notice (herein after referred to as "the Resolutions") convening the 26<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday the 26<sup>th</sup> September, 2016 at 11.00 A.M. at Sathya Sai Samskruta Sadanam, No. 20, Hosur Road, Bengaluru- 560029, Karnataka, India.
2. The Notice dated 16<sup>th</sup> June, 2016 convening the AGM of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the Resolutions to be passed at the said AGM of the Company.

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Ballot Forms on the Resolutions contained in the Notice convening the AGM of the members of the Company. Our responsibility as the Scrutinizers for the remote e-voting process is restricted to make a Scrutinizer's Report of the votes, cast "in favor" or "against" the Resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from the remote e-voting process system provided by Karvy Computershare Private Limited ("Karvy"), the authorized agency engaged by the Company to provide remote e-voting facilities.

4. Further to the above, we submit our report as under:-

- i. The remote e-voting period remained open from Thursday, 22<sup>nd</sup> September, 2016 at 09.00 a.m. (IST) and ends on Sunday, 25<sup>th</sup> September, 2016 at 05.00 p.m. (IST).
- ii. The members, who were on record of the Company as on the "cut-off" date i.e. Tuesday, 20<sup>th</sup> September, 2016 were entitled to vote on the Resolutions as set out in the Notice of the AGM.
- iii. The ballot voting facility (poll) was provided at the AGM to those members who attended the meeting but not voted through remote e-voting facility.
- iv. After the conclusion of counting of the voting cast at AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses, viz. Mr. Santhosh and Mrs. Saralla, who are not in the employment of the Company.

- v. Thereafter considering the remote e-voting and voting by poll at the AGM, the combined result of the voting was generated which is **annexed herewith**. The details containing inter alia, list of Equity Share Holders, who voted "for" or "against", on each of the Resolutions that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of "karvy" i.e. [www.evoting.karvy.com](http://www.evoting.karvy.com) and the above said report is based on the reports generated from the said website.

Thanking You.

Yours truly,  
For Anant B. Khamankar & Co.

  
Anant B. Khamankar



**FCS: 3198**

**CP No: 1860**

**Place:** Bengaluru

**Date:** September 26, 2016.

Based on the foregoing, the Resolutions Nos. 1 to 6 have been passed with requisite majority.

For AXISCADES Engineering Technologies Limited

  
Chairman

**Encl: Annexure**



Annexure

AXISCADES Engineering Technologies Limited  
Ballot Control Report (e-voting & Physical ballot) for the AGM held on 26/09/2016.

Resolution No.	Resolution Description	AGM Poll		Total Votes received		Invalid Votes		Abstain Votes		Valid Votes		Voted in FAVOUR		Voted AGAINST			
		No. of Votes / Shares	Ballots	No. of Votes / Shares	Ballots	No. of Votes / Shares	Ballots	*Ballots	No. of Votes / Shares	Ballots	No. of Votes / Shares	Ballots	%	No. of Votes / Shares	Ballots	%	
1	Adoption of Financial statements for the year ended 31st March, 2016 and the Director's and Auditors Reports thereon.	*Remote e-voting	12	16650007	0	0	0	0	0	0	12	16650007	11	16649907	1	100	0.01
		AGM Poll	40	16062735	2	15838336	0	0	0	0	38	224399	38	224399	0	0	0.00
		<b>TOTAL</b>	<b>52</b>	<b>32712742</b>	<b>2</b>	<b>15838336</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>	<b>16874406</b>	<b>49</b>	<b>16874306</b>	<b>1</b>	<b>100</b>	<b>0.00</b>
2	Re-appointment of Mr. Kedarnath Choudhury, who retires by rotation.	*Remote e-voting	12	16650007	0	0	0	0	0	0	12	16650007	11	16649907	1	100	0.01
		AGM Poll	40	16062735	2	15838336	0	0	0	0	38	224399	38	224399	0	0	0.00
		<b>TOTAL</b>	<b>52</b>	<b>32712742</b>	<b>2</b>	<b>15838336</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>	<b>16874406</b>	<b>49</b>	<b>16874306</b>	<b>1</b>	<b>100</b>	<b>0.00</b>
3	Re-appointment of Mr. Rohitasava Chand, who retires by rotation.	*Remote e-voting	12	16650007	0	0	0	0	0	0	12	16650007	10	16648846	2	1161	0.01
		AGM Poll	40	16062735	2	15838336	0	0	0	0	38	224399	38	224399	0	0	0.00
		<b>TOTAL</b>	<b>52</b>	<b>32712742</b>	<b>2</b>	<b>15838336</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>	<b>16874406</b>	<b>48</b>	<b>16873245</b>	<b>2</b>	<b>1161</b>	<b>0.01</b>
4	Ratification of appointment of M/S Walker Chandlok & Co LLP Chartered Accountants, Bengaluru as Auditors and fixing their remuneration.	*Remote e-voting	12	16650007	0	0	0	0	0	0	12	16650007	11	16649907	1	100	0.01
		AGM Poll	40	16062735	2	15838336	0	0	0	0	38	224399	38	224399	0	0	0.00
		<b>TOTAL</b>	<b>52</b>	<b>32712742</b>	<b>2</b>	<b>15838336</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>	<b>16874406</b>	<b>49</b>	<b>16874306</b>	<b>1</b>	<b>100</b>	<b>0.00</b>
5	Amendments to the Memorandum of Association (MOA) of the Company	*Remote e-voting	12	16650007	0	0	0	0	0	0	12	16650007	11	16649907	1	100	0.01
		AGM Poll	40	16062735	3	15913336	0	0	0	0	37	149399	37	149399	0	0	0.00
		<b>TOTAL</b>	<b>52</b>	<b>32712742</b>	<b>3</b>	<b>15913336</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>49</b>	<b>16799406</b>	<b>48</b>	<b>16799306</b>	<b>1</b>	<b>100</b>	<b>0.00</b>
6	Adoption of new set of Articles of Association (AOA) of the Company	*Remote e-voting	12	16650007	0	0	0	0	0	0	12	16650007	11	16649907	1	100	0.01
		AGM Poll	40	16062735	4	15913337	0	0	0	0	36	149398	36	149398	0	0	0.00
		<b>TOTAL</b>	<b>52</b>	<b>32712742</b>	<b>4</b>	<b>15913337</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>48</b>	<b>16799405</b>	<b>47</b>	<b>16799305</b>	<b>1</b>	<b>100</b>	<b>0.00</b>