

30th September, 2017

The General Manager
Corporate Relationship Department
The BSE Limited
P. J. Towers,
Dalal Street, Fort
Mumbai- 400 001

Subject: Outcome of 34th Annual General Meeting, Voting Results (Remote E- Voting and Ballot) and Report of the Scrutinizer for the 34th Annual General Meeting held on 29th September, 2017

In terms of Regulation 30 read with Schedule III of Part A Para (13) and Regulation 44 of SEBI Listing Regulations, 2015, we wish to inform your good office that 34th Annual General Meeting of Axis Rail India Limited was held on 29th September 2017 and following businesses have been transacted at the meeting:

S.No	RESOLUTION	Nature of resolution
1.	Adoption of Audited Financial Statement for the financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditor's thereon	Ordinary
2.	Ratification of Appointment Of Auditors of the company and fix their remuneration	Ordinary
3.	To appointment Mr. Tamada Srinivas Reddy as a independent director of the company	Special
4.	To alter object clause of the company	Special
5.	Change of name of the company	Special

In this regard, we are enclosing herewith the following documents:

- Report of Scrutinizer dated September 30, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 enclosed as **Annexure I**;
- Voting results (Remote E-voting and Ballot) as required under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed as **Annexure II**;

You are requested to kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

For & on behalf of the board

Axis Rail India Limited

(Formerly known as Gupta Carpets International Limited)



Ranjan Kapoor

(Whole Time Director)

DIN: 00479483

R/o: 82-C, MIG Flats, Rajouri Garden,

New Delhi- 110027



ANANT RAO & MALLIK
Chartered Accountants

B-409/410, Kushal Towers, Khairatabad, Hyderabad -500 004. Phone : 040-23320286 E-mail : armcas@gmail.com

FORM NO. MGT.13

Report of Scrutinizer(s)

29 SEP 2017

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mrs. Maniza Khan,
Chairman cum Director
M/S Axis Rail India Limited
R/o, 12-5-34&35/1, Vijaypuri, South Lalaguda,
Secunderabad – 500 017, Telanagana.

For Annual General Meeting of Shareholders held on 29-09-2017, at 2.00 PM, as the Reg. Office, 12-5-34&35/1, Vijaypuri, South Lalaguda, Secunderabad – 500 017, Telanagana.

Dear Sir,

We, M/s. ANANT RAO & MALLIK, Chartered Accountants, having office at B-409, Kushal Towers, Khairatabad, Hyderabad – 500 004 was appointed as Scrutinizer for the purpose of e-voting and poll conducted on the below mentioned resolutions, at the ANNUAL GENERAL MEETING of the Shareholders of Axis Rail India Limited, held on 29-09-2017 at R/o, 12-5-34&35/1, Vijaypuri, South Lalaguda, Secunderabad – 500 017, Telanagana.
submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, Mrs. Maniza Khan ballot boxes kept for polling were locked in my/our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. We did not find any poll papers invalid.
4. The results of the Poll are as under :



(a) **Resolution 1 : ADOPTION OF FINANCIAL STATEMENTS, DIRECTORS AND AUDITORS REPORT.**

Physical Ballots :

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	12037930	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

E Filing Results :

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(b) Resolution No. 2 : RATIFICATION OF APPOINTMENT OF AUDITORS :

Physical Ballots :

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	12037930	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

E Filing Results :

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(c) Resolution No. 3 : APPOINTMENT OF Mr. TAMADA SRINIVAS REDDY AS INDEPENDENT DIRECTOR OF THE COMPANY :

Physical Ballots :

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Physical & E-Voting)
31	12037930	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

E Filing Results :

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(d) Resolution No. 4 : ALTERATION OF OBJECT CLAUSE OF THE COMPANY :

Physical Ballots :

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Physical & E-Voting)
31	12037930	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Physical & E-Voting)
-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

E Filing Results :

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(e) Resolution No. 5 : CHANGE IN NAME OF THE COMPANY:

Physical Ballots :

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	12037930	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

E Filing Results :

i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

Voting Results are summarised as follows:

Particulars	Total Votes Casted in favour of the Resolution (Both Physical & E-Voting)	% age of Total number of Votes Casted (Both Physical & E-Voting)	Remarks
Resolution No. 1	12037930	100	Passed with requisite majority as required by compnies Act, 2013.
Resolution No. 2	12037930	100	Passed with requisite majority as required by compnies Act, 2013.
Resolution No. 3	12037930	100	Passed with requisite majority as required by compnies Act, 2013.
Resolution No. 4	12037930	100	Passed with requisite majority as required by compnies Act, 2013.
Resolution No. 5	12037930	100	Passed with requisite majority as required by compnies Act, 2013.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,
For ANANT RAO & MALLIK
Chartered Accountants



V ANANT RAO
Partner



Format for Voting Results

Date of the AGM	29 th September, 2017
Total number of shareholders on record date	15474
No. of shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group: 7 Public: 24
No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group: N.A. Public: N.A.

1. Adoption of Audited Financial Statement for the financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditor's thereon:

Resolution required		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	11816880	11816880	100	11816880	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	11816880	11816880	100	11816880	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0

	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	221050	221050	100	221050	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	221050	221050	100	221050	0	100	0
Total		12037930	12037930	100	12037930	0	100	0

2. Ratification of Appointment Of Auditors of the company and fix their remuneration

Resolution required			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on polled votes (6)=[(4)/(2)]*100	% of Votes against on polled votes (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	11816880	11816880	100	11816880	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	11816880	11816880	100	11816880	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0

	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	221050	221050	100	221050	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	221050	221050	100	221050	0	100	0
Total		12037930	12037930	100	12037930	0	100	0

3. To appointment Mr. Tamada Srinivas Reddy as a independent director of the company

Resolution required			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes -in against (5)	% of Votes on votes polled in favour (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	11816880	11816880	100	11816880	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0

	Total	11816880	11816880	100	11816880	0	100	0
Public-Institution s	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institution s	E-Voting	0	0	0	0	0	0	0
	Poll	221050	221050	100	221050	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	221050	221050	100	221050	0	100	0
Total		12037930	12037930	100	12037930	0	100	0

4. To alter object clause of the company

Resolution required			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	11816880	11816880	100	11816880	0	100	0
	Postal	0	0	0	0	0	0	0

	Ballot (if applicable)							
	Total	11816880	11816880	100	11816880	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	221050	221050	100	221050	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	221050	221050	100	221050	0	100	0
Total		12037930	12037930	100	12037930	0	100	0

5. Change of name of the company

Resolution required			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100

Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	11816880	11816880	100	11816880	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	11816880	11816880	100	11816880	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	221050	221050	100	221050	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	221050	221050	100	221050	0	100	0
Total		12037930	12037930	100	12037930	0	100	0