

AUTOMOTIVE AXLES LIMITED

5th August 2023

The BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 505010

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G- Block
Bandra (E)
Mumbai – 400 051
Scrip Code: AUTOAXLES

Attn: Listing Department

Dear Sir/Madam,

Sub: Submission of Voting results of the 42nd Annual General Meeting (“AGM”) and Scrutinizer’s Report.

This is in further to our Intimation dated 10th July 2023 regarding Notice of 42nd AGM.

We further inform that pursuant to the provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company conducted 42nd AGM through Video Conferencing / Other Audio-Visual Means on Thursday, 3rd August 2023 for approval of Shareholders as set out in the notice of AGM dated 16th May 2023. The remote e-voting process started on 31st July 2023 at 9:00 am (IST) and concluded on 2nd August 2023 at 5.00 p.m. (IST), post which Ms. Pracheta M, Practicing Company Secretary (“the scrutinizer”) submitted her report dated 05th August 2023 on the voting results of the AGM.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of the voting results and Scrutinizer's Report in this behalf for your record.

The voting results and the Scrutinizer's Report are being uploaded on the Company’s website www.autoaxle.com and website of National Securities Depository Limited www.evoting.nsdl.com.

Thanking you

Yours Truly,
For Automotive Axles Limited

Debadas Panda
Company Secretary & Compliance Officer

Encl : As above



Regd. Office & Mysuru Unit :

Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka, India

Telephone : 91-821-719 7500, Fax : 91-821-2402451

Email : sec@autoaxle.com, Website : www.autoaxle.com

CIN : L51909KA1981PLC004198

ISO 9001:2015 / IATF 16949 : 2016, EMS : ISO : 14001:2015 & OHSAS : ISO : 45001 : 2018



AUTOMOTIVE AXLES LIMITED

A) DETAILS OF THE VOTING RESULT OF 42nd ANNUAL GENERAL MEETING PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS

Sl. No	Particulars	Details
1	Date of the Notice of Annual General Meeting	16 th May 2023
2	Total number of shareholders on Record date	33226 Shareholders on Record Date i.e 27 th July 2023
3	No. of shareholders present in the meeting either or through proxy: Promoters and Promoter Group Public:	Not Applicable
4	No. of shareholders attended the meeting through video conference	
	(a) Promoters and Promoter Group :	3
	(b) Public:	51
5	Number of Resolutions passed in the meeting	6
6	Mode of voting	Remote e-voting



Regd. Office & Mysuru Unit :

Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka, India

Telephone : 91-821-719 7500, Fax : 91-821-2402451

Email : sec@autoaxle.com, Website : www.autoaxle.com

CIN : L51909KA1981PLC004198

ISO 9001:2015 / IATF 16949 : 2016, EMS : ISO : 14001:2015 & OHSAS : ISO : 45001 : 2018



AUTOMOTIVE AXLES LIMITED

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				Adoption of Audited Standalone Financial Statements for the year ended 31st March, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10735226	10735081	99.9986	10735081	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		10735226	10735081	99.9986	10735081	0	100.0000
Public- Institutions	E-Voting	1960843	1784017	90.9821	1784017	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1960843	1784017	90.9821	1784017	0	100.0000
Public- Non Institutions	E-Voting	2415906	28285	1.1708	28279	6	99.9788	0.0212
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2415906	28285	1.1708	28279	6	99.9788
Total		15111975	12547383	83.0294	12547377	6	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	104310
Public - Non Insitutions	0



Regd. Office & Mysuru Unit :

Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka, India

Telephone : 91-821-719 7500, Fax : 91-821-2402451

Email : sec@autoaxle.com, Website : www.autoaxle.com

CIN : L51909KA1981PLC004198

ISO 9001:2015 / IATF 16949 : 2016, EMS : ISO : 14001:2015 & OHSAS : ISO : 45001 : 2018



AUTOMOTIVE AXLES LIMITED

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				Declaration of Final Dividend of Rs.32/- per equity shares of Rs.10/- each for the financial year 2022-23.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10735226	10735081	99.9986	10735081	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		10735081	99.9986	10735081	0	100.0000	0.0000
Public-Institutions	E-Voting	1960843	1784017	90.9821	1784017	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1784017	90.9821	1784017	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2415906	28285	1.1708	28269	16	99.9434	0.0566
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		28285	1.1708	28269	16	99.9434	0.0566
Total		15111975	12547383	83.0294	12547367	16	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	104310
Public - Non Insitutions	0



Regd. Office & Mysuru Unit :

Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka, India

Telephone : 91-821-719 7500, Fax : 91-821-2402451

Email : sec@autoaxle.com, Website : www.autoaxle.com

CIN : L51909KA1981PLC004198

ISO 9001:2015 / IATF 16949 : 2016, EMS : ISO : 14001:2015 & OHSAS : ISO : 45001 : 2018



AUTOMOTIVE AXLES LIMITED

Resolution (3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the				No					
Description of resolution considered				Re-appointment of Mr. Kenneth James Hogan, (DIN: 09161738) as a Director who retires by rotation.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		10735081	99.9986	10735081	0	100.0000	0.0000	
	Poll	10735226	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		10735226	10735081	99.9986	10735081	0	100.0000	0.0000
Public- Institutions	E-Voting		1784017	90.9821	441282	1342735	24.7353	75.2647	
	Poll	1960843	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		1960843	1784017	90.9821	441282	1342735	24.7353	75.2647
Public- Non Institutions	E-Voting		28285	1.1708	28268	17	99.9399	0.0601	
	Poll	2415906	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		2415906	28285	1.1708	28268	17	99.9399	0.0601
Total			15111975	12547383	83.0294	11204631	1342752	89.2985	10.7015
Whether resolution is Pass or Not.							Yes		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	104310
Public - Non Insitutions	0



Regd. Office & Mysuru Unit :

Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka, India

Telephone : 91-821-719 7500, Fax : 91-821-2402451

Email : sec@autoaxle.com, Website : www.autoaxle.com

CIN : L51909KA1981PLC004198

ISO 9001:2015 / IATF 16949 : 2016, EMS : ISO : 14001:2015 & OHSAS : ISO : 45001 : 2018



AUTOMOTIVE AXLES LIMITED

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				Yes				
Description of resolution considered				Related Party Transactions of the Company with Meritor HVS (India) Limited.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	10735226	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10735226	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		1784017	90.9821	352467	1431550	19.7569	80.2431
	Poll	1960843	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1960843	1784017	90.9821	352467	1431550	19.7569	80.2431
Public- Non Institutions	E-Voting		28282	1.1707	28211	71	99.7490	0.2510
	Poll	2415906	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2415906	28282	1.1707	28211	71	99.7490	0.2510
Total		15111975	1812299	11.9925	380678	1431621	21.0053	78.9947
Whether resolution is Pass or Not.							No	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	10735081
Public Institutions	104310
Public - Non Institutions	3



Regd. Office & Mysuru Unit :

Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka, India

Telephone : 91-821-719 7500, Fax : 91-821-2402451

Email : sec@autoaxle.com, Website : www.autoaxle.com

CIN : L51909KA1981PLC004198

ISO 9001:2015 / IATF 16949 : 2016, EMS : ISO : 14001:2015 & OHSAS : ISO : 45001 : 2018



AUTOMOTIVE AXLES LIMITED

Resolution (5)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the				No					
Description of resolution considered				To consider payment of commission to the Independent Non-Executive Directors of the Company.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		10735081	99.9986	10735081	0	100.0000	0.0000	
	Poll	10735226	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		10735226	10735081	99.9986	10735081	0	100.0000	0.0000
Public-Institutions	E-Voting		1784017	90.9821	72486	1711531	4.0631	95.9369	
	Poll	1960843	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		1960843	1784017	90.9821	72486	1711531	4.0631	95.9369
Public- Non Institutions	E-Voting		28285	1.1708	27532	753	97.3378	2.6622	
	Poll	2415906	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		2415906	28285	1.1708	27532	753	97.3378	2.6622
Total			15111975	12547383	83.0294	10835099	1712284	86.3535	13.6465
Whether resolution is Pass or Not.							Yes		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	104310
Public - Non Insitutions	0



Regd. Office & Mysuru Unit :

Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka, India

Telephone : 91-821-719 7500, Fax : 91-821-2402451

Email : sec@autoaxle.com, Website : www.autoaxle.com

CIN : L51909KA1981PLC004198

ISO 9001:2015 / IATF 16949 : 2016, EMS : ISO : 14001:2015 & OHSAS : ISO : 45001 : 2018



AUTOMOTIVE AXLES LIMITED

Resolution (6)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Approval for continuation of Directorship of Dr. Babasaheb Neelkanth Kalyani (DIN: 00089380) as a Non-Executive Director of the Company.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		10735081	99.9986	10735081	0	100.0000	0.0000	
	Poll	10735226	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		10735226	10735081	99.9986	10735081	0	100.0000	0.0000
Public-Institutions	E-Voting		1784017	90.9821	1774221	9796	99.4509	0.5491	
	Poll	1960843	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		1960843	1784017	90.9821	1774221	9796	99.4509	0.5491
Public- Non Institutions	E-Voting		28285	1.1708	28208	77	99.7278	0.2722	
	Poll	2415906	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		2415906	28285	1.1708	28208	77	99.7278	0.2722
Total			15111975	12547383	83.0294	12537510	9873	99.9213	0.0787
Whether resolution is Pass or Not.							Yes		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	104310
Public - Non Insitutions	0



Regd. Office & Mysuru Unit :

Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka, India

Telephone : 91-821-719 7500, Fax : 91-821-2402451

Email : sec@autoaxle.com, Website : www.autoaxle.com

CIN : L51909KA1981PLC004198

ISO 9001:2015 / IATF 16949 : 2016, EMS : ISO : 14001:2015 & OHSAS : ISO : 45001 : 2018





REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, read with

Rule 20 of the Companies (Management and Administration) Rules 2014

To,

The Chairman of the 42nd Annual General Meeting of the Equity Shareholders of **Automotive Axles Limited**, held on Thursday, 3rd August 2023 at 3.00 p.m., through Video Conferencing (VC) facility or other audio-visual means (OAVM).

Dear Sir,

I, **Pracheta M.**, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Automotive Axles Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, to report on the votes cast under the remote e-voting process and electronic voting (during AGM). I submit my report as under:

- a. As a scrutinizer of the process, my responsibility was restricted to ensure the process to be carried on in a fair and transparent manner and report on the votes casted in 'Favour' and 'Against' the resolutions based on the reports generated from the voting system provided by NSDL. The Company assumed the complete responsibility of ensuring compliance as may be necessary under the Companies Act, 2013, rules thereon and the listing regulations relating to the e-voting process.
- b. In accordance with the notice of the 42nd Annual General Meeting ('AGM') sent to the shareholders, the remote e-voting was held between 9.00 a.m. on 31st July 2023 to 5.00 p.m. on 02nd August 2023 in respect of the resolutions contained in the Notice of the 42nd Annual General Meeting ('AGM') of the Members of the Company, held on 03rd August 2023 at 3:00 p.m. through Video Conferencing (VC) facility or other audio-visual means (OAVM).
- c. After declaration of voting by Chairman, the shareholders participated at the AGM through VC/OAVM, voted through the e-voting facility provided by the NSDL at the AGM. Only members, who attended the meeting and who had not exercised their votes through remote voting, were allowed to vote.
- d. The Equity shareholders holding shares as on 27th July 2023, 'cut off' date was entitled to vote on the resolutions stated in the Notice of the 42nd AGM.



- e. After the closure of the e-voting at the AGM, the votes cast through e-voting during the AGM and remote e-voting prior to the date of the AGM were unblocked and downloaded from the NSDL website in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinised.
- f. Based on the data downloaded, the details of votes cast in favour or against all the resolutions proposed in the notice of the 42nd AGM is given below:

Item No.1: Adoption of Audited Standalone Financial Statements for the year ended 31st March 2023:

Type of resolution: Ordinary

(i) Voted in Favour of the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
125	12547377	100.00%

(ii) Voted Against the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
2	6	0%

(iii) Invalid Votes*:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting
4	104310

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided.



Item No.2: - Declaration of Final Dividend of Rs.32 per equity shares of Rs.10/- each for the financial year 2022-23:

Type of resolution: Ordinary

(i) Voted in Favour of the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
124	12547367	100.00%

(ii) Voted Against the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
3	16	0%

(iii) Invalid Votes*:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting
4	104310

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided.



Item No.3: - Re-appointment of Mr. Kenneth James Hogan (DIN: 09161738) as a Director who retires by rotation:

Type of resolution: Ordinary

(i) Voted in Favour of the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
105	11204631	89.30%

(ii) Voted Against the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
22	1342752	10.70%

(iii) Invalid Votes*:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting
4	104310

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided



Item No. 4: - Related Party Transactions of the Company with Meritor HVS (India) Limited

Type of resolution: Ordinary

(i) Voted in Favour of the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
116	380678	21.00%

(ii) Voted Against the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
7	1431621	79.00%

(iii) Invalid Votes*:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting
8	10839394

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided.

Related party votes also have been invalidated.



Item No.5: To consider payment of commission to the Independent Non-Executive Directors of the Company

Type of resolution: Ordinary

(i) Voted in Favour of the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
98	10835099	86.36%

(ii) Voted Against the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
29	1712284	13.64%

(iii) Invalid Votes*:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting
4	104310

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided



Item No.6: - Approval for continuation of Directorship of Dr. Babasaheb Neelkanth Kalyani (DIN: 00089380) as a Non-Executive Director of the Company

Type of resolution: Special

(i) Voted in Favour of the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
113	12537510	99.92%

(ii) Voted Against the Resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
14	9873	0.078%

(iii) Invalid Votes*:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting
4	104310

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided

The relevant records relating to e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 42nd Annual General Meeting and the same shall be handed over thereafter to Director authorised by the Board, for safe keeping.

Thank you,

Yours faithfully,

For Pracheta and Associates
Company Secretaries

Pracheta M.



Pracheta M.
Proprietrix
FCS No.: F9323
C P No.: 9838
UDIN: F009323E000745410
Date: 05.08.2023
Place: Mysuru