AUTOMOTIVE AXLES LIMITED

14th August, 2018

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 505010

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

Attn: Listing Department

Dear Sir/Madam,

Sub: Scrutinizer's Report on E-Voting and Voting by Ballot Process.

This is to inform that the Annual General Meeting of the Company was held on Monday, 13th August 2018 at the Registered office of the Company at Hootagalli Industrial Area, Off Hunsur Road, Mysuru, Karnataka and attached is the consolidated report of the Scrutinizer on remote e-voting and voting by ballot process.

Kindly take the same on your record.

Thanking you,

Yours truly,

For Automotive Axles Limited

Debadas Panda

Company Secretary & Compliance Officer

Encl: Scrutinizer's Report



Regd. Office & Mysuru Unit:

Hootagalli Industrial Area, Off Hunsur Road, Mysuru - 570 018, Karnataka, India. Telephone: 91 - 821 - 719 7500, Fax: 91 - 821 - 240 2451

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

CIN: L51909KA1981PLC004198



No. LIG-83, Ist Floor, Kuvempunagar M Block, Mysore-570023 Cell Ph: 98446 88622 Fmail ID: cscapracheta@gmail.com

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013, read with

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

To,

The Chairman of the Annual General Meeting of the Equity Shareholders of **Automotive Axles Limited**, held on 13th August 2018, at the Company's registered office.

Dear Sir.

I, Pracheta M., Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Automotive Axles Limited ('the Company') 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 casted under the remote voting process held between 9.00 a.m. on 9th August 2018 to 5.00 p.m. on 12th August 2018, and under physical voting by way of ballot process, on the resolutions contained in the Notice of the 37th Annual General Meeting ('AGM') of the Members of the Company, held on 13th August 2018 at 12.30 p.m. at the registered office of the Company situated at Hootagalli Industrial Area, Off Hunsur road, Mysore-570018.

As a scrutinizer of the process, my responsibility was restricted to ensure the process to be carried on in fair and transparent manner and report on the votes casted in 'Favour' and 'Against' the resolutions based on the reports generated from the remote voting system provided by CDSL and the ballot papers voted at the meeting. 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 and the ballot process.

Based on the remote voting generated by CDSL and the ballot papers scrutinised by me, I hereby report that no member who had voted through e-voting has voted physically through ballot process also.

The individual reports on remote e-voting dated 14th August 2018 and of physical voting through ballot process dated 14th August 2018 are annexed to this report. I submit the consolidated report on the votes casted:



Item no.1: Adoption of Financial Statements for the year ended March 31st 2018, and the reports of the Board of Directors and Auditors thereon.

Type of resolution: Ordinary

Votes 'in Favour' Votes against Total	Particulars
45 1 46	Remote No. of members
2124073	Remote e-voting No. of members No. of shares/votes No. of members
39	Ballot process No. of members sha
10746375	No. of shares/votes
85	No. of members 84
12870448	No. of shares/votes
100	%age

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the Annual General Meeting is passed.

Item no.2: Item No.2: Declaration of Final Dividend on equity shares for the year ended 31st March, 2018

Type of resolution: Ordinary

Votes against Total	Votes 'in Favour'		M. C. Control	Particulars	ly De Concession
46	45		No. of members	Remote	•
2124073	2124072		No. of members No. of shares/votes No. of members	Remote e-voting	
39	0	30	No. of filelibers	No as mombors	Ballot process
10746375	0	10746375	chares/votes	No of	ocess .
85		84	members	No. of	
128/0448	1	12870447	shares/votes	No. of	Total
198	30	100		age/	9/200

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.2 as set out in the Notice of the Annual General Meeting is passed.

Item no.3: Re-appointment of Dr. Narayanaswamy Muthukumar(DIN: 06708535), a Director who retires by rotation

Type of resolution: Ordinary

Darticulare	Remote	Remote e-voting	Ballot process	ocess		Total	
Lai cicaiai s	No of mombors	No of members No of charactypotes No. of members	No. of members	No. of	No. of	No. of	%age
	NO. Of Highlipers	140. 01 0100 000		shares/votes	members	shares/votes	
						77070447	133
Votos (in Envoir)	45	2124072	39	10/463/5	84	120/044/	100
Antes III danna	ī			>	4		>
Veter princt	_		0	0	-	-	
Antes against				34411401	000	42870448	100
Total	46	2124073	39	10/463/3	00	0110/071	100
IOLGI	-						

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the Annual General Meeting is passed.

Item no 4: Appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors

Type of resolution: Ordinary

Darticulare	Remote	Remote e-voting	Ballot process	ocess		lotal	
רמו נוכטומו ז	N - C	No of charge/votos	No of members	No. of	No. of	No. of	%age
	No. of members	NO. Of Members 190. Of Stidle 3/ Fores 190. Of members	100.01	shares/votes	members	shares/votes	
Value (in Carrie)	45	2124072	39	10746375	84	12870447	100
votes in rayour	7.5	1.0.11		>	_		
Votes against			C	C		-	
Ances against				37637607	n n	12870448	100
Total	46	2124073	39	10/403/3	00	01101011	

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the Annual General Meeting is passed.

Procleta. H

3 | Page

Item No. 5: Appointment of Mr. Rakesh Kalra as an Independent Director of the Company:

Type of resolution: Ordinary

39 10746375 84 12870447 0 0 1 1 1 39 10746375 85 12870448	2124073	-	
75 84 0 1		46	1
75 84 0 1		-	AOLES GRAHIST
75 84			Votos against
75 84		•	אטנכט ווו מיטמו
luciii per s	2124072	45	Votes 'in Favour'
HIGHIDGE			
mombers			
	No. of members No. of shares/votes No. of	No. of members	
			i di cicaini a
Ballot process	Remote e-voting	Remote	Darticulare

RESULT:

Item no.5 as set out in the Notice of the Annual General Meeting is passed. As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to

Item No. 6: Appointment of Mr. Chrishan Anton Sebastian Villavarayan as a Director of the Company:

Type of resolution: Ordinary

							וטנמו
100	1/0/0440	00	10/463/5	39	2124073	46	To+>-
100	SVYUCOCY	30	104/104				Antes against
3.72	4/0203	o	c	0	478283	6	Votes against
2 77	470703	,				-	Antes III danni
70.20	12392163	/4/	10746375	39	1645790	40	Votos (in Eavour)
0000	שוארמרני	7					
	shares/votes	members	shares/votes				
,6mg/	No. of		No. of	No. of members	No. of members No. of shares/votes No. of members	No. of members	
00c%	ZO 04		N - 6		C		r ai ciculai s
	lotal		ocess	Ballot process	Remote e-voting	Remote	Darticulare
	Take			The state of the s			

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.6 as set out in the Notice of the Annual General Meeting is passed.

Prachete B

Item No. 7: Related Party Transactions of the Company with Meritor HVS (India) Limited:

Type of resolution: Ordinary

No. of members No. of shares/votes No. of members No. of members No. of members Shares/votes Shares/votes No. of members Shares/votes No. of members No. of members	070	No. of Shares/votes 10746375 0 10746375
	5 0 5	No. of Sha 75 83 2 2 2 5 85

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.7 as set out in the Notice of the Annual General Meeting is passed.

minutes the 37th Annual General Meeting and the same shall be handed over thereafter to Director authorised by the Board, for safe keeping. The relevant records relating to remote e-voting and ballot process will remain in my safe custody until the Chairman considers, approves and signs the

Thank you,

Yours faithfully,

Pracheta.M

Company Secretary

CP No: 9838

FCS No: 9323

Date: 14th August, 2018

Place: Mysuru