

NOTICE OF 39th ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting (AGM) of the Members of Automotive Axles Limited, will be held on Wednesday, 19th August, 2020 at 3.00 PM (IST) through Video Conferencing (VC) facility or other audio visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Standalone Financial Statement

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2020, including the audited Balance Sheet of the Company as at March 31, 2020 and Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

Item No.2 – Confirmation for payment of Interim Dividend

To confirm the interim dividend of Rs.6/- per equity share of Rs.10/- each for the financial year 2019-20.

Item No. 3 – Declaration of Final Dividend

To declare final dividend on equity shares at Rs. 0.80 per equity share of Rs. 10/- each for the financial year 2019-20

Item No. 4 – Re-appointment of a Director

To appoint a director in place of Dr. B. N. Kalyani, (DIN: 00089380) who retires by rotation in terms of sec 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 5 – Appointment of Mr. Srinivasan Kumaradevan as Whole Time Director of the Company:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“Resolved that pursuant to provisions of Articles of Association, Sections 160, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable clauses of SEBI (LODR) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, approval of members be and is hereby accorded to appoint Mr. Srinivasan Kumaradevan (DIN: 08107660) who was appointed Additional Director of the Company by the Board of Directors in its meeting held on 14th August 2019 and who holds office up to the date of this Annual General Meeting (AGM) in terms of Section 161 of the Act and Clause 117 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company as Whole Time Director designated as Sr. Vice President & Whole Time Director of the Company for a period of five (5) years effective 14th August 2019 on the terms and conditions including remuneration as set out in the explanatory statement forming part of this Notice.

By Order of the Board of Directors
For Automotive Axles Limited

Debadas Panda
Company Secretary

Registered Office: Hootagalli Industrial Area
Off Hunsur Road,
Mysuru 570 018, Karnataka
: L51909KA1981PLC004198
CIN : 0821-7197500
Phone No. : sec@autoaxle.com
Email : www.autoaxle.com
Web

Place: Mysuru
Date: 26th May, 2020

Notes:

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means('OAVM'), without the physical presence of the Members at a common venue. Similar relaxation has been provided by the Securities and Exchange Board of India vide its circular dated 12th May 2020 ('SEBI Circular'). In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), SEBI Circular and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, August 19th 2020 at 3.00 p.m. (IST). The deemed venue for the 39th AGM will be at the registered office of the Company at Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka,
 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No.5 as set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (AGM) are annexed hereto. The Board of Directors of the Company at its meeting held on 26th May 2020 considered that the special business under Item No. 5, being considered unavoidable, be transacted at the 39th AGM of the Company.
 3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY**
- FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM IS NOT ANNEXED.**
4. Since the meeting is proposed to be held through VC/OAVM attendance slip and route map of AGM are not annexed to this notice.
 5. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 39th AGM through VC/OAVM Facility and e-Voting during the 39th AGM.
 6. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 39th AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at cscapracheta@gmail.com with a copy marked to evoting@nsdl.co.in.
 7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
 9. In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 39th AGM has been uploaded on the website of the Company at <https://www.autoaxle.com> under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India

Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

10. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send a scanned copy of the following details/documents to our Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited latest by Friday, July 31, 2020:

- a) a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code.
- b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) self-attested scanned copy of the PAN Card; and
- d) self-attested scanned copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to

the dividend paid on shares held in electronic form.

11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, for assistance in this regard.

12. Members are requested to intimate changes, if any pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, in case the shares are held in physical form, quoting their folio number. Further, Members may note that Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market.

13. The register of Members and Share Transfer Books will remain closed from 14th August, 2020 to 19th August, 2020 (both days inclusive) for determining the names of the members eligible for final dividend on equity shares, if declared at the meeting.

14. Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be paid to the members whose names appear –

- i) As beneficial owners of the shares as per list to be furnished by the depositories in respect of the shares held in de-mat form on the closing hours of the business on Thursday, 13th August, 2020 and
- ii) As Members on the Register of Members of the Company as on Thursday, 13th August, 2020 after giving effect to all valid shares transfer in physical form which would be received by the Company end of the business hours on 13th August, 2020

15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders with effect from April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at

prescribed rates under the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents through e-mail by Friday, 31st July, 2020.

- i) A Resident individual shareholder with Permanent Account Number ('PAN') and who is not liable to pay income tax can submit a yearly declaration in Form No 15G/15H, to avail the benefit of non-deduction of tax at source by email to irg@integratedindia.in by 31st July, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- ii) Non-Resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by forwarding the above documents by email to irg@integratedindia.in. The aforesaid declarations and documents need to be submitted by the shareholders by 31st July, 2020.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants and Members holding shares in physical form can submit their PAN details to our Registrar & Share Transfer Agent.

17. Those Members who have so far not encashed their Dividend Warrants for the below mentioned Financial Years, may claim or approach the Company's Registrar & Share Transfer Agents for the payment thereof, as the same will be transferred to the Investor Education and protection Fund ('IEPF') of the Central Government, pursuant to section 124 of the Companies Act, 2013, on the respective due date(s) mentioned there against. Kindly note that after such date, the members will not be entitled to claim such dividend from the Company. The members may also note that as per the new provisions, the shares on which dividend remains unclaimed for a continuous period of 7 years, shall also be transferred to IEPF.

Year	Particulars	Date of Declaration	Due date of Transfer
2012-13	20% Dividend	10-Feb-2014	18-Mar-2021
2013-14	25% Dividend	05-Feb-2015	12-Mar-2022
2014-15	10% Dividend	05-Aug-2015	10-Sep-2022
2015-16	55% Dividend	12-Aug-2016	15-Sep-2023
2016-17	80% Dividend	18-Aug-2017	21-Sep-2024
2017-18	135% Dividend	13-Aug-2018	15-Sep-2025
2018-19	195% Dividend	14-Aug-2019	16-Sep-2026
2019-20	60% Dividend	02-Mar-2020	6-April-2027

18. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/bankers' cheque/demand draft to such Members, upon normalisation of postal services and other activities

19. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of 13th August, 2020 may cast their vote by remote e-Voting. The remote e-Voting period commences on Sunday, 16th August, 2020 at 9.00 a.m. (IST) and ends on Tuesday, 18th August, 2020 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 13th August, 2020.

20. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

21. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, as amended and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised

agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting system during the AGM will be provided by NSDL.

- 22.** A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before as well as during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the despatch of the Notice and holding shares as on the cut-off date i.e. 13th August, 2020, may obtain the User ID and password by sending a request at evoting@nsdl.co.in.
- 23.** Ms. Pracheta M., Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- 24.** The Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally conclude the meeting by use of remote e-all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility shall be allowed to vote through e-voting system. The e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting
- 25.** The Scrutinizer will submit her report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and RTA and will also be displayed on the Company's website at <https://www.autoaxle.com>.
- 26.** Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for 2020 will also be available on the Company's website www.autoaxle.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mysuru for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: sec@autoaxle.com.

27. Instructions for attending the AGM through VC/OAVM and e-Voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
3. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact:

Name of the concerned person: Sarita Mote
Contact details: + 91 22 24994890
5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to reach the Company's e-mail address at sec@autoaxle.com before 3.00 p.m. (IST) on Monday, August 17, 2020. Such questions by the Members shall be suitably replied to by the Company.
6. Members who would like to express their views or ask

questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at sec@autoaxle.com from Saturday, August 15, 2020 (9:00 a.m. IST) to Monday, August 17, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

B. THE INSTRUCTIONS FOR E-VOTING BEFORE / DURING THE AGM

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User id is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered please follow steps mentioned below

Physical Holding	Please send a request to the Registrar and Share Transfer Agents of the company, Integrated Registry Management Services Private Ltd at irg@integratedindia.in providing Folio No, name of the shareholder, scanned copy of the certificate (Front and Back), PAN (Self Attested copy of PAN card), AADHAR (Self Attested Copy of AADHAR card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address in your demat account, as per the process provided by the DP.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is mentioned below

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cscapracheta@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out all the material facts relating to the business mentioned under Item No. 5 of the accompanying Notice dated 26th May, 2020.

Item No.5

The Board of Directors of the Company ('the Board') at its meeting held on 14th August, 2019 has, subject to the approval of members, appointed Mr. Srinivasan Kumaradevan (DIN: 08107660) Whole Time Director designated as Sr. Vice President & Whole Time Director for a period of five (5) years effective on existing terms and conditions as below on recommendation of Nomination & Remuneration Committee.

It is proposed to seek members approval for appointment of and remuneration payable to him in terms of the applicable provisions of the act.

S.N.	Period of Appointment	From 14.08.2019 to 13.08.2024
1	Salary Basic	₹2,20,000/- per month
2	House Rent Allowance	₹88,000/- per month
3	Special Allowance	₹1,59,000/- per month
4	Superannuation Allowance	₹33,000/- per month
5	LTA	₹2,20,000/- per annum
6	Annual Performance Incentive (Max Limit)	₹10,00,000/- per annum
7	Conveyance	Company Car + Driver + Fuel (Max 200 Ltr. of petrol per month)

Additional information as required under Standard 1.2.5 of Secretarial Standards-2 and Listing Regulations

Particulars	Mr. Srinivasan Kumaradevan
Age	53 years
Qualification	B.E in Mechanical Engineering from Bangalore University & Masters in Manufacturing Systems Engineering from Warwick University, UK.
Experience	More than 30 Years
Terms of appointment/re-appointment	Appointed as Sr.Vice President & Wholetime Director of the Company as per item No.5 of the Notice of AGM
Remuneration sought to be paid	As per details mentioned in the explanatory statement
Remuneration last drawn	INR 80,30,231/- During 2019-20
Date of first appointment at the Board	14.08.2019
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial Personnel	No relationship
Number of Board meetings attended during the year 2019-20	3 (Three)
Other Directorships (including Listed entities)	None other than Automotive Axles Limited
Membership/Chairmanship of Committees of other Board	Not Applicable as not member of any other Board. (Member of Shareholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee at Automotive Axles Limited)

8	Company's contribution to Provident Fund, Gratuity and Superannuation Fund, Annuity Fund as per the Rules of the Company
9	Other benefits including telephone expenses as per the company policy
10	Increment in remuneration from time to time as per the company policy.

The income tax shall be borne by Mr. Srinivasan Kumaradevan and shall be deducted at source by the Company.

Mr. Srinivasan Kumaradevan satisfies the conditions as set out in the Part I of the Schedule V of the Act and also conditions as set out under sub section(3) of section 196 of the Act being eligible for re-appointment. He is not disqualified from being re-appointed as Director in terms of section 164 of the Act.

Considering his vast experience, his presence on the Board will be of immense value to the Company and accordingly, the Board recommends the Resolution at Item No.5 for approval by the Members

Mr. Srinivasan Kumaradevan is not related to any other Directors of the Company.

A notice under Section 160 of the Companies Act, 2013 is received from a member of the company proposing candidature of Mr. Srinivasan Kumaradevan.

Except Mr. Srinivasan Kumaradevan, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in Item No.5 of the Notice.