

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 40th Annual General Meeting of the Equity Shareholders of Automotive Axles Limited, held on Tuesday, 10th August 2021 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 casted 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 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 40th Annual General Meeting ('AGM') sent to the shareholders, the remote e-voting was held between 9.00 a.m. on 07th August 2021 to 5.00 p.m. on 09th August 2021 in respect of the resolutions contained in the Notice of the 40th Annual General Meeting ('AGM') of the Members of the Company, held on 10th August 2021 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.

Pracheta M.



- d. The Equity shareholders holding shares as on 04th August 2021, 'cut off' date were entitled to vote on the resolutions stated in the Notice of the 40th 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 40th AGM is given below:

Item No.1: Adoption of Audited Standalone Financial Statement for the year ended 31st March 2021:

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
89	12276286	100

(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
NIL	NIL	NIL

(iii) Invalid Votes:

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



Item No.2:- Declaration of Final Dividend of Rs.4.50 per equity shares of Rs.10/- each for the financial year 2020-21:

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
89	12276276	100

(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
NIL	NIL	NIL

(iii) Invalid Votes:

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

Item No.3:- Re-appointment of Dr. B.N. Kalyani (DIN: 00089380) 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
83	12240919	99.71

(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
06	35377	0.29

(iii) Invalid Votes:

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

Item No. 4: Appointment of Mr. Kenneth James Hogan (DIN: 0009161738) as a Director 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
86	12240956	99.71

(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
03	35350	0.29

(iii) Invalid Votes:

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



PRACHETA AND ASSOCIATES

PRACHETA M., B.Com., FCS, ACA

COMPANY SECRETARIES

Proprietrix

The relevant records relating to e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 40th 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: F009323C000766827
Peer Review Certificate No.: 1173/2021



Date : 11.08.2021

Place : Mysore