

# AUTOMOTIVE AXLES LIMITED

CIN: L51909KA1981PLC004198

Reg. Office: Hootagalli Industrial Area, Off Hunsur Road, Mysuru - 570 018, Karnataka

E-mail:sec@autoaxle.com, Website: www.autoaxle.com

Phone: +91-821-719 7500

## NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

### NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, (the 'Rules'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the Special Resolutions appended below are proposed to be passed by the Shareholders by way of postal ballot / voting by electronic means ('e-Voting'). The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form (the 'Form' or the 'Postal Ballot Form').

In compliance with the provisions of Section 108 and 110 of the Act read with the Rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force) the Company is pleased to extend voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through the Postal Ballot Form(s).

The Board of Directors of the Company (the 'Board') has appointed Mrs. Pracheta M, a Practicing Company Secretary (FCS No. 9323, C.P. No. 9838) who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the postal ballot process in a fair and transparent manner, as the Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot/E-Voting process.

You are requested to peruse the proposed resolutions along with the explanatory statement and carefully read the instructions that form part of this Postal Ballot Notice ('Notice') and return the Form duly filled and signed (at the marked places in the Form) along with your vote, as Assent (FOR) or Dissent (AGAINST) for the said resolutions, in the attached self-addressed, postage prepaid reply envelope, so as to reach the Scrutinizer by 5:00 p.m. on or before Thursday, January 3, 2019. Please note that any Form received after the said date and time will be strictly treated as if the reply from the Shareholder has not been received.

Shareholders having equity shares in demat form and in physical form may vote either by way of Postal Ballot or by way of e-voting. For the purpose of e-voting, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL'). Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. A shareholder cannot vote both by post and e-voting and if he/she votes by post and e-voting, his / her vote by post shall be treated as invalid.

The Scrutinizer shall submit her report to the Chairman or such authorized person of the Company after completion of scrutiny of the postal ballot forms including e-Voting. The result of the postal ballot including e-voting shall be declared by the Chairman or such authorized person of the Company on or before Saturday,

January 5, 2019 and displayed at the Company's registered office. The results shall also be communicated on the same day to the Stock Exchange, Depositories, Registrar and the Share Transfer Agents and be displayed on the Company's website @ www.autoaxle.com. In addition, the results will also be published in the newspapers for information of the Shareholders.

#### **RESOLUTIONS:**

**Item No. 1 - Approval for continuation of Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as a Director (Category- Non Executive , Independent) of the Company, not liable to retire by rotation, who has already attained the age of seventy-five (75) years beyond April 1, 2019 on the existing terms and condition of appointment , till cessation as Independent Director of the Company.**

To consider and to give assent/ dissent for passing the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Regulations and Disclosure Requirements) (Amendment) Regulations, 2018 dated May 9, 2018 effective April 1, 2019, the consent and approval of the Shareholders of the Company be and is hereby granted for continuation of Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as Director (Category- Non Executive , Independent) of the Company , not liable to retire by rotation who has already attained the age of seventy five (75) yrs., beyond April 1, 2019 on the existing terms and conditions of appointment till the expiry of his existing tenure upto February 4, 2020 as Independent Director of the Company.

**Item No. 2 - Approval for continuation of Mr. Bhoopalam Chandrashekharaiiah Prabhakar (DIN: 00040052) as a Director (Category- Non Executive , Independent) of the Company, not liable to retire by rotation, on attaining the age of seventy-five (75) years, beyond April 1, 2019 on the existing terms and condition of appointment , till cessation as Independent Director of the Company.**

To consider and to give assent/ dissent for passing the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Regulations and Disclosure Requirements) (Amendment) Regulations, 2018 dated May 9, 2018 effective April 1, 2019, the consent and approval of the Shareholders of the Company be and is hereby granted for continuation of Mr. Bhoopalam Chandrashekharaiiah Prabhakar (DIN: 00040052) as Director (Category- Non Executive , Independent) of the Company , not liable to retire by rotation on attaining the age of seventy five (75) yrs., beyond April 1, 2019 on the existing terms and conditions of appointment till the expiry of his existing tenure upto February 4, 2020 as Independent Director of the Company.

**Date : 6th November, 2018**

**Place : Mysuru**

**By order of the Board  
For Automotive Axles Limited  
Sd/-  
Debadas Panda  
Company Secretary**

Notes:

- a. The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolutions setting out the material facts in relation thereto is appended to the Notice. Notice shall also be available on the website of the Company at [www.autoaxle.com](http://www.autoaxle.com).
- b. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear in the Register of Members/Record of Depositories as on Thursday, November 29, 2018 (the "Cut-off Date"). Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the Shareholders of the Company as on the Cut-off Date. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their depository participant (in case of electronic holdings)/ Company's registrar and share transfer agents (in case of physical holding). For members whose email ID's are not registered, physical copies of the Postal Ballot Notice are being sent by the permitted mode along with the postage prepaid self-addressed business reply envelope.
- c. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-off date i.e Thursday, November 29, 2018 will be considered for the purpose of voting / e-voting. A person who is not a Shareholder as on the Cut-off Date should treat this Notice for information purpose only.
- d. Resolutions passed by members with requisite majority through postal ballot shall be deemed to have been passed at the General Meeting of the Members convened on that behalf.
- e. Members can opt for only one mode of voting i.e. either physical Postal Ballot Form or e-Voting. If members are opting for e-Voting, please do not vote by physical Postal Ballot Form and vice versa. However, in case a member casts his vote by physical Postal Ballot Form and also by e-Voting, voting done by valid e-Voting shall prevail and voting done through Postal Ballot Form will be treated as invalid.
- f. In case a Member who have received Notice of the Postal Ballot by e-mail and who wish to vote through physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Registrar and the Share Transfer Agent – Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru – 560003, Tel: +91-80-23460815-818, Contact Person: Mr. Harish. K, Mobile No: 9620213528. E-mail id: [irg@integratedindia.in](mailto:irg@integratedindia.in)
- g. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as Thursday, November 29, 2018. The postal ballot period commences on Wednesday, December 5, 2018 (9.00 A.M) and ends on Thursday, January 3, 2019 (5.00 P.M)
- h. In compliance with the provisions of Section 108 and 110 of the Act read with the rules prescribed thereunder, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to its Members to exercise their votes electronically and to vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
- i. Members cannot exercise votes by proxy.
- j. Members who wish to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e., 5.00 P.M) on Thursday, January 3, 2019. The postage will be borne by the Company. However envelopes containing the postal ballot, if sent by courier or registered or speed post at the expense of the shareholders will be accepted. Postal Ballot Forms received after 5.00 P.M on Thursday, January 3, 2019 shall be deemed invalid.

- k. The Scrutinizer will submit her report to the Chairman or any person authorized by the Company after completion of the scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any person authorized by the Company on or before Saturday, January 5, 2019 and the same will be displayed on the website of the Company at [www.autoaxle.com](http://www.autoaxle.com) and communicated to the Stock Exchange, depository, registrar and share transfer agent on the said date.
- l. The Scrutinizer's decision on validity of the Postal Ballot shall be final.
- m. The resolution, is passed by the requisite majority shall be deemed to have been passed on Thursday, January 3, 2019 i.e last date specified for the receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.
- n. In case of any queries or grievance relating to e-Voting you may contact Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel I, Mumbai – 400 013, India through e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Toll free No.: 1800225533 or Mr. Harish K, Manager, Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru – 560003, Karnataka, India at e-mail id at [irg@integratedindia.in](mailto:irg@integratedindia.in) or Tel No. +91-80-23460815-818 or Mobile No. 9620213528

#### **Voting through electronic means:**

In compliance with the Regulation 44 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the service of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

#### **The instructions for shareholder voting electronically are as under:**

The voting period begins on Wednesday, December 5, 2018 and ends on Thursday, January 3, 2019. During this period the shareholders of the Company holding shares either in physical form or in dematerialised form as on the cut-off date i.e., Thursday, November 29, 2018 may cast their vote electronically. The e-voting module shall be blocked forthwith by CDSL at the end of the voting period as mentioned above. Once the vote on resolution is cast by the Member, they shall not be allowed to change it subsequently.

- i. The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on Shareholders/Members.
- iii. Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.

- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user, for members holding shares in Demat Form & Physical Form, follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank details or Date of birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instructions.</p>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of AUTOMOTIVE AXLES LIMITED
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "FOR/AGAINST" for voting. Select the option FOR or AGAINST as desired. The option FOR implies that you assent to the Resolution and option AGAINST implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- xvi. If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xvii. Note for Non-Individual Shareholders and Custodians:
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - c. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., Thursday, November 29, 2018. Voting rights in the postal ballot/ e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with the proof of their authorization.
- xx. 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 at [cscapracheta@gmail.com](mailto:cscapracheta@gmail.com) or RTA by e-mail at [irg@integratedindia.in](mailto:irg@integratedindia.in) marking a copy to CDSL by email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxi. Ms. Pracheta M, Practicing Company Secretary (Membership No. FCS 9323 & CP No. 9838) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxii. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.autoaxle.com](http://www.autoaxle.com) and on the website of CDSL e-Voting and communicated to the Stock Exchanges.
- xxiii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
FORMING PART OF THE NOTICE OF POSTAL BALLOT**

**ITEM No. 1**

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”], vide SEBI (Listing Obligations and Disclosure Requirements)

(Amendment) Regulations, 2018 published in the Official Gazette on 9th May 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April 2019. According to the new provisions, a person who has attained the age of seventy-five (75) years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders (members) by way of a special resolution. The said provision comes into effect from 1st April 2019.

Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) Non-executive & Independent Director of the Company, [DOB - October 10, 1941], has already attained the age of seventy-five (75) years and is currently 77 years old. Accordingly, the continuation of Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as a Non-executive & Independent Director of the Company beyond 1st April 2019, till the expiry of his existing tenure upto February 4, 2020, as an Independent Director, of the Company requires approval of Members of the Company by way of Special Resolution.

It may be recalled that the Shareholders (Members) of the Company at their Thirty-third (33rd) Annual General Meeting, held on February 5, 2015, has approved and appointed Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as a Non-executive & Independent Director of the Company for a period of five (5) years i.e., upto February 4, 2020.

Mr. Bhalachandra Basappa Hattarki, is a Metallurgy and Mechanical Engineer, having more than 50 years of rich experience in the steel and forging industry. Mr. Bhalachandra Basappa Hattarki also serves on the Board of number of Companies and he is a person having high repute, integrity and rich experience.

The Nomination & Remuneration Committee and in turn, the Board of Directors of the Company at their respective meeting/s held on 6th November, 2018 have, noted and taken into consideration his role to provide technical guidance, value additions and mentorship to the management, approved the continuation of Mr. Bhalachandra Basappa Hattarki (DIN 00145710), who has already attained the age of seventy-five (75) years, as a Non-executive & Independent Director of the Company, beyond 1st April 2019, till the expiry of his tenure upto February 4, 2020 as an Independent Director, of the Company.

No director, key managerial personnel or their relatives, except Mr. Bhalachandra Basappa Hattarki to whom the resolution relates, are interested or concerned on the resolution.

The Board recommends the resolution set forth in the Item No. 1 for the approval of the Members as special resolution.

## **ITEM No. 2**

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette on 9th May 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April 2019. According to the new provisions, a person who has attained the age of seventy-five (75) years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders (members) by way of a special resolution. The said provision comes into effect from 1st April 2019.

Mr. Bhoopalam Chandrashekariah Prabhakar (DIN: 00040052) Non-executive & Independent Director of the Company, [DOB- May 9, 1943] is currently seventy-five (75) years old. Accordingly, the continuation of Mr. Bhoopalam Chandrashekariah Prabhakar (DIN: 00040052) as a Non-executive & Independent Director of the Company, beyond 1st April 2019, till the expiry of his existing tenure upto February 4, 2020 as an

Independent Director of the Company requires approval of the Members of the Company by way of special resolution.

It may be recalled that the Shareholders (Members) of the Company, at its Thirty-third (33rd) Annual General Meeting, held on February 5, 2015, has approved and appointed Mr. Bhoopalam Chandrashekariah Prabhakar (DIN: 00040052) as a Non-executive & Independent Director of the Company for a period of five (5) years i.e., upto February 4, 2020.

Mr. Bhoopalam Chandrashekariah Prabhakar holds a Bachelor's Degree in Arts & Law. He has rich experience in the field of IR, Legal Issues and HR Practices and is a Legal Advisor of about 100 companies. He is also the President of Karnataka Employers Association and has represented Employers at various International Forums including ILO (International Labour Organisation), both in India and abroad. He is on the Board of number of Companies as an Independent Director. Mr. Bhoopalam Chandrashekariah Prabhakar is a person of high repute, integrity and have rich knowledge and experience in legal field.

The Nomination & Remuneration Committee and in turn, the Board of Directors of the Company at their respective meeting/s held on 6th November, 2018 has noted and taken into consideration his role to provide legal guidance, value additions and mentorship to the management, approved the continuation of Mr. Bhoopalam Chandrashekariah Prabhakar (DIN 00040052), who has already attained the age of seventy-five (75) years, as a Non-executive & Independent Director of the Company, beyond 1st April 2019, till the expiry of his existing tenure upto February 4, 2020 as an Independent Director, of the Company.

No director, key managerial personnel or their relatives, except Mr. Bhoopalam Chandrashekariah Prabhakar to whom the resolution relates, are interested or concerned on the resolution.

The Board recommends the resolution set forth in the Item No. 2 for the approval of the Members as special resolution.



# AUTOMOTIVE AXLES LIMITED

Regd. Office: Hootagalli Industrial Area, Off Hunsur Road,

Mysuru – 570 018, Karnataka, India

Telephone : 91-821-7197500, Fax : 91-821-2402451

Email : sec@autoaxle.com, Websit : [www.autoaxle.com](http://www.autoaxle.com)

CIN: L51909KA1981PLC004198

## POSTAL BALLOT FORM

Serial No:

- \*Name(s) and address of the Share Holder(s) (in block letters) (including joint-holders, if any):
- Registered Folio Number /  
DP Id Client Id No. \* :  
\*(Applicable to Members holding  
Shares in dematerialised form)
- Number of Equity Shares held:
- I/We hereby exercise my/our vote in respect of Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice of the Company dated 06<sup>th</sup> November, 2018 by conveying my/our assent or dissent to the said Special Resolution by placing a tick ( ) mark in the appropriate box below:

Resl No.	Item No.	No. of Shares for which votes cast	I/We assent to the resolution. (FOR) Please tick [✓]	I/We dissent to the resolution. (AGAINST) Please tick [X]
1.	<b>Special Resolution:</b> Approval for continuation of Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as a Director (Category- Non Executive, Independent) of the Company, not liable to retire by rotation, who has already attained the age of seventy-five (75) years beyond April 1, 2019 on the existing terms and condition of appointment, till cessation as Independent Director of the Company.			
2.	<b>Special Resolution:</b> Approval for continuation of Mr. Bhoopalam Chandrashekharaiiah Prabhakar (DIN: 00040052) as a Director (Category- Non Executive, Independent) of the Company, not liable to retire by rotation, on attaining the age of seventy-five (75) years, beyond April 1, 2019 on the existing terms and condition of appointment, till cessation as Independent Director of the Company.			

Place:

Date:

\_\_\_\_\_  
(Signature of the Shareholder)

### Important Instructions:

Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed business reply envelope. Last date for receipt of this Postal Ballot Form by the Scrutinizer is Thursday, January 3, 2019 upto 5.00 p.m

### Electronic Voting Particulars

The e-voting facility is available at the link: [www.evotingindia.com](http://www.evotingindia.com). The electronic voting particulars are set out as follows:

EVSN – E-Voting Sequence Number	USER ID	PAN / SEQ NO.	PASSWORD
181121006			Please refer to the Postal Ballot Notice for instructions

## **IMPORTANT INSTRUCTIONS**

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the Members.
2. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name(s) of the Member(s) on the cut-off date i.e., Thursday, November 29, 2018. A person who is not a member on the relevant date should treat this Notice for information purpose only.
3. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Members or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
4. The Postal Ballot Form should be completed and signed by the Members (as per the specimen signature registered with the Company). In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company) by the name of the first names Member and in his/her absence, by the next named Member.
5. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form must be accompanied by a certified true copy of Board Resolution/ Authority Letter/ power of Attorney etc., along with the attested specimen signature of the duly authorized signatory (i.e.s) who is authorized to vote, failing which the Postal Ballot Form will be treated as invalid.
6. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer, Ms. Pracheta M, Practicing Company Secretary in the attached self-addressed business reply envelope. Self- addressed business reply envelope bears the address of the Scrutinizer.
7. Voting period commences from December 5, 2018 (9.00 a.m.) and ends on January 3, 2019 (5.00 p.m.)
8. Consent must be accorded by placing a tick mark in the column 'I/We assent to the Resolution' or dissent must be accorded by placing a tick mark in the column 'I/We dissent to the Resolution'. Form bearing tick mark on both the columns will be treated as invalid.
9. The vote of the Members will be considered as invalid on the following grounds:
  - a. If a form other than Postal Ballot Form issued by the Company is used
  - b. If the Postal Ballot Form is not signed by or on behalf of the Member
  - c. If the Members signature does not tally with the specimen signature with the Company.
  - d. If the Member has marked his/her/its vote both for 'Assent' and also 'Dissent' to the Resolution in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held.
  - e. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - f. If the Postal Ballot Form is incomplete or incorrectly filled.
  - g. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or any one or more of the above grounds.
  - h. If the voting rights of a Member are frozen by any competent authority.
10. Kindly note that the Members(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case members cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed Business Reply Envelope as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
13. The Company shall announce the results of the Postal Ballot at its Registered Office at Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570018 on or before Saturday, January 5, 2019. The date of declaration of Postal Ballot results will be taken as the date of passing of the Resolutions contained in this Notice.
14. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to the Company at Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570018; Email Id: sec@autoaxle.com or RTA at e-mail id: irg@integratedindia.in