

AUTOMOTIVE AXLES LIMITED
CIN: L51909KA1981PLC004198
Reg. Office: Hootagalli Industrial Area,
Off Hunsur Road, Mysuru – 570 018
Karnataka
E-mail ID: sec@autoaxle.com
Website: www.autoaxle.com
Phone: +91-821-719 7500

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the '**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the '**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (the '**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (the '**MCA**') for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the MCA (hereinafter collectively referred to as the '**MCA Circulars**'), and 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 resolution appended below is proposed to be passed by the Members of Automotive Axles Limited ('**Company**') through Postal Ballot only by voting through electronic means (the '**Remote e-voting**'). Communication of assent or dissent of the Members of the Company would take place only through the Remote e-voting system. Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said resolution setting out the material facts and the reasons / rationale thereof is annexed to this notice of postal ballot (the '**Postal Ballot Notice**') for your consideration and forms part of this Postal Ballot Notice. 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.

In compliance with the aforesaid MCA Circulars, provisions of Section 108 and 110 of the Act read with the relevant rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the 'Notes' section to receive this Postal Ballot Notice.

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**') and they have communicated their willingness to be appointed, for conducting the postal ballot through Remote e-voting process.

In compliance with Regulation 44 of the Listing Regulations and pursuant to Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing Remote e-voting facility

to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form physically. Shareholders having equity shares in demat form and in physical form, can vote by way of Remote e-voting only. For the purpose of providing Remote e-voting facility to the Members of the Company, the Company has engaged the services of National Securities Depository Limited (the '*NSDL*'). Members of the Company are requested to read the instructions in the 'Notes' under the section 'Voting through Electronic Means'.

The Remote e-voting period will commence from **9:00 AM (IST) on Monday, September 09, 2024 and will end at 5:00 PM (IST) on Tuesday, October 8, 2024**. The Remote e-voting facility will be disabled by NSDL immediately thereafter. The Scrutinizer shall submit her report to the Board or such authorized person of the Company after completion of scrutiny of the votes cast through Remote e-voting. The result shall be declared by such authorized person of the Company on or before Thursday, October 10, 2024 and shall be displayed at the Company's registered office. The results shall also be communicated on the same day to the National Stock Exchange of India Limited and BSE Limited (the '*Stock Exchanges*'), where the shares of the Company are listed, Depositories, and the registrar and the share transfer agents (the '*RTA*') 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 Members of the Company.

The last date for remote e-voting i.e., Tuesday, October 8, 2024 shall be considered as the date of passing of the resolution, if required majority of the members approve the same.

SPECIAL BUSINESS:

Item No. 1 – Appointment of Mr. Girish Dinanath Nadkarni (DIN: 00112657) as an Independent Director.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (*“the Act”*) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (*“the LODR Regulations”*) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Girish Dinanath Nadkarni (DIN: 00112657), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 07, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till August 06, 2029, and that he shall not be liable to retire by rotation

RESOLVED FURTHER THAT any one Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision.”

By order of the Board of Directors

For Automotive Axles Limited

Sd/

Date: August 7, 2024
Place: Mysuru

Debadas Panda
Company Secretary & Compliance Officer

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act for the proposed special business to be passed through Special resolution setting out the material facts in relation thereto is appended to the Postal Ballot Notice and forms part of this Postal Ballot Notice. The Postal Ballot Notice shall also be available on the website of the Company at www.autoaxle.com.
2. The Postal Ballot Notice is being sent only through electronic mode to all the Members of the Company whose names appear in the Register of Members / Register and Index of Beneficial Owners maintained by the depositories as on **Friday, August 30, 2024** (the “**Cut-off Date**”). Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members of the Company as on the Cut-off Date.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to the Members whose email addresses registered with their depository participants (*in case of shares held in dematerialized form*) / Company’s RTA (*in case of shares held in physical form*).
4. For Members whose email ID’s are not registered, are requested to register on or before 5:00 P.M on Wednesday, September 18, 2024 to receive this Postal Ballot Notice by completing the process for registration of e-mail address as under:
 - a. In case shares are held in physical mode please provide duly filled Form ISR-1 along with self-attested copies of PAN Card and AADHAR card to our Registrar and the Share Transfer Agent – Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560003, Tel: +91-80-23460815-818, Contact Person: Mr. Harish. K, Mobile No: 9620213528. Form ISR-1 can be downloaded from https://autoaxle.com/Important_Investor_Updates.aspx under Common and Simplified Norms for Investor Service.
 - b. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - c. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Members whose names appear on the Register of Members / Register and Index of Beneficial Owners as on the Cut-off Date will be considered for the purpose of Remote e-voting. A person who is not a Member of the Company as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
6. Resolutions passed by Members of the Company with requisite majority through postal ballot process through Remote e-voting shall be deemed to have been passed on the last date of Remote e-voting, i.e., **Tuesday, October 8, 2024**.
7. In case a Member of the Company has not received the Postal Ballot Notice by e-mail or faces any technical issues related to login through depository may contact the helpline desk of their depository or the RTA, i.e., Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560003, Tel: +91-80-

23460815-818 (Contact Person: Mr. Harish. K, Chief Manager. Mobile No: 9620213528. E-mail id: irg@integratedindia.in).

8. The Remote e-voting period commences on **9:00 AM (IST) on Monday, September 09, 2024 and will end at 5:00 PM (IST) on Tuesday, October 8, 2024.**
9. In compliance with the provisions of Sections 108 and 110 of the Act read with the rules prescribed thereunder, as amended from time to time, and Regulation 44 of the Listing) Regulations, the Company is pleased to provide Remote e-voting facility to its Members to exercise their votes electronically and to vote on the resolutions through Remote e-voting facility arranged by NSDL. The instructions for Remote e-voting are annexed to this Postal Ballot Notice.
10. The Scrutinizer will submit her report to the Board or any person authorized by the Company after completion of the scrutiny and the result of the Remote e-voting by postal ballot process will be announced by the Board or any person authorized by the Company on or before Thursday, October 10, 2024 and the same will be displayed on the website of the Company at www.autoaxle.com and communicated to the Stock Exchanges, the depository, the RTA on the said date.
11. The Scrutinizer’s decision on validity of the votes cast through Remote e-voting shall be final.
12. 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 of the Postal Ballot Notice till the last date for casting of votes by postal ballot process through Remote e-voting.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will

	<p>be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available

	on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>	
<ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 ‘Shareholder/Member’ section. 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.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.</i></p> <ol style="list-style-type: none"> 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 127195 then user ID is 127195001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager at evoting@nsdl.com .

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to irg@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to irg@integratedindia.in. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND STATEMENT OF ADDITIONAL INFORMATION AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”) WITH RESPECT TO FOLLOWING ITEM OF THE POSTAL BALLOT NOTICE:

Item No. 1: Appointment of Mr. Girish Dinanath Nadkarni (DIN: 00112657) as an Independent Director.

The Board of Directors (the “*Board*”), on the recommendation of the Nomination and Remuneration Committee (the “*NRC*”) had approved the appointment of Mr. Girish Dinanath Nadkarni (DIN: 00112657) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from August 07, 2024 upto August 06, 2029, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Girish Dinanath Nadkarni (DIN: 00112657) will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment Mr. Girish Dinanath Nadkarni (DIN: 00112657), through this Postal Ballot.

The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Mr. Girish Dinanath Nadkarni (DIN: 00112657) as a Director of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Girish Dinanath Nadkarni (DIN: 00112657) with regard to the proposed appointment:

- a) Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- b) Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c) Declaration that he meets the criteria of independence prescribed under the Act and the SEBI LODR.
- d) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company.
- e) Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors’ databank.

In the opinion of the NRC and the Board Mr. Girish Dinanath Nadkarni (DIN: 00112657) fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Girish Dinanath Nadkarni (DIN: 00112657) possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise. A brief profile of Mr. Girish Dinanath Nadkarni (DIN: 00112657), along with additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice.

In conformity with the Company’s Nomination and Remuneration Policy, Mr. Girish Dinanath Nadkarni (DIN: 00112657) will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof as per the decision of the Board, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of his appointment is available for inspection by the

members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Girish Dinanath Nadkarni (DIN: 00112657) is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Girish Dinanath Nadkarni (DIN: 00112657), none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out in this Notice, for approval of members of the Company.

By order of the Board

For Automotive Axles Limited

Date: August 7, 2024
Place: Mysuru

Sd/-
Debadas Panda
Company Secretary & Compliance Officer

Additional information on directors recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards:

Particulars	Mr. Girish Dinanath Nadkarni
Age	55 Years
Qualification	<ul style="list-style-type: none"> • Chartered Accountant • MBA (IIMK) • Cost & Management Accountant • Chartered Global Management Accountant (UK) • Fellow of Chartered Institute Management Accountant (UK)
DIN:	00112657
Experience and nature of expertise in functional areas	<ul style="list-style-type: none"> • 30 + years of Corporate Finance, Management and Private Equity experience across Tata Group, IDFC, Investcorp, GHS. • Experience across multiple sectors • Experience in fundraise, corporate finance and Investments • Spearheaded large investments and M&A transactions, • Served as a board member in the past for over 10 companies
Terms of appointment/re-appointment	Appointment as Independent Director of the Company as per item no. 1 of the Notice
Remuneration proposed to be paid	He will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof as per the decision of the Board from time to time, reimbursement of expenses for participation in the meetings and also commission on an annual basis approved by the Board subject to the overall limits as specified under the Act and the Rules framed thereunder.
Date of first appointment at the Board	07-08-2024
Shareholding in the Company (including beneficial ownership)	No such holding
Relationship with other directors and Key Managerial Personnel	No relationship
Other Directorships (including Listed entities)	Nil
Membership/ Chairmanship of Committees of other Board	Nil
Other Directorships/Membership/ Committees of other than Board (including the listed entities from which the person has resigned in the past 3 years)	Not Applicable

Skills and capabilities required for the role and the manner in which Girish Nadkarni meets such requirements:	<ul style="list-style-type: none">• Leadership Skills• Economy & Financial Skills• Strategic Planning <p>Based on his Experience and nature of expertise as mentioned above, the Board is of the opinion that he meets these requirements.</p>
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