



FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 34th Annual General Meeting of
Shareholders of Automotive Axles Limited

Dear Sir,

I, Pracheta M., appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 34th Annual General Meeting of the Equity Shareholders of Automotive Axles Limited, held on 5th August 2015 at 12.30 p.m. at the registered office of the Company situated at Hootagalli Industrial Area, Off Hunsur Road, Mysore, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked by me in the presence of all members.
2. The locked ballot box was subsequently opened by me in the presence of 2 witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I found one poll paper to be invalid/defective.

The result of the poll is as under:





(a) **Item No. 01- Adoption of Financial Statements for the year ended March 31st 2015, and the reports of the Board of Directors and Auditors thereon.**

Type of resolution: Ordinary

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1,07,36,619	100

(ii) Voted against the resolution

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	20

(b) **Item No.2- Declaration of Final Dividend on equity shares for the year ended 31st March, 2015.**

Type of resolution: Ordinary

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1,07,36,619	100

(ii) Voted against the resolution

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	20





(c) **Item No. 03- Re-appointment of Dr.N.Muthukumar.as a Director who retires by rotation.**

Type of resolution: Ordinary

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1,07,36,619	100

(ii) Voted against the resolution

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	20

(d) **Item No.4- Ratification of appointment of M/s. Deloitte Haskins & Sells as Auditors of the Company**

Type of resolution: Ordinary

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1,07,36,619	100

(ii) Voted against the resolution

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	20





(e) Item No. 05- Appointment of Ms.Sudhasri A as an Independent Director of the Company

Type of resolution: Ordinary

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	1,07,36,619	100

(ii) Voted against the resolution

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

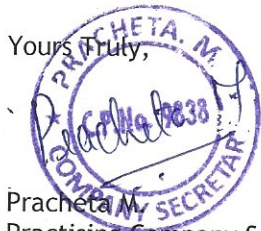
(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	20

4. The Poll Papers and all other relevant records were sealed and handed over to Company Secretary for safe keeping.

Thank You,

Yours Truly,



Pracheta M.
Practising Company Secretary
C.P.No.: 9838

Place: Mysore

Date: 06.08.2015



REPORT OF SCRUTINIZER ON E-VOTING

To,

The Chairman of 34th Annual General Meeting of Shareholders of
Automotive Axles Limited
Mysore

Dear Sir,

I, **Pracheta M.**, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Automotive Axles Limited** to Scrutinise remote e- voting process held between 9.00 a.m. on 2nd August 2015 to 5.00 p.m. on 4th August 2015, and report on the results.

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 e-voting system provided by CDSL. The Company assumed the complete responsibility of ensuring compliance as may be necessary under the Companies Act, 2013, rules thereon and the listing agreement relating to the e-voting process.

The notice dated 13th May 2015 convening Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolution(s) passed at the said Annual General Meeting of the Company held on 5th August 2015 at 12.30 p.m., by the Company.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut off" date of 29th July 2015, were entitled to vote on the proposed resolution(s) as set out at item nos. 1 to 5 in the Notice of the AGM of the Company.

The voting period for remote voting commenced at 9.00 a.m. on 2nd August 2015 and ended at 5.00 p.m. on 4th August 2015 and the CDSL e-voting platform was blocked thereafter and the votes cast under remote e-voting facility were the unblocked by me after the votes casted at the meeting were counted, in the presence of the following two witnesses:





1. Ms. Kanchana.R.M

2. Ms. Janhavi A.N.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

I now submit the report as under on the result of the voting through electronic means in respect of the said resolutions.

Item No.1 : Adoption of Financial Statements for the year ended March 31st 2015, and the reports of the Board of Directors and Auditors thereon.

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
28	25,15,825	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 on equity shares for the year ended 31st March, 2015

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
28	25,15,825	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. N. Muthukumar 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
28	25,15,825	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.4: Ratification of the appointment of M/S.Deloitte Haskins & Sells as Auditors 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
17	22,78,837	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
1	1	NIL

(iii) Invalid Votes:

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

Item No.5: Appointment of Ms. Sudhasri A as an Independent 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
28	25,15,825	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



PRACHETA M. B.Com, ACS, ACA

Company Secretary

#1336, IV Cross, 1st South Link Road, Krishnamurthy Puram, Mysore-570 004

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The Register, all other papers and relevant records relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thank you,

Yours truly,

Pracheta M.

Practising Company Secretary

C.P.No: 9838

Date: 6th August, 2015

Place: Mysore



CONSOLIDATED REPORT OF THE SCRUTINIZER ON E-VOTING AND POLL

(Pursuant to Section 108 of the Companies Act, required with Rule 20(xii) of the Companies (Mgt&Administration) Rules 2014

The Chairman of the AGM of
Shareholders of Automotive Axles Limited

Ref: Annual General Meeting of the Members of M/s. Automotive Axle Limited held on 05th August 2015 at 12.30 p.m. at the registered office of the company situated at Hootagalli Industrial Area, Off Hunsur road, Mysore.

Dear Sir,

I, Pracheta M., Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of M/s. Automotive Axles Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to report on the result of remote voting process held between 9.00 a.m. on 2nd August 2015 to 5.00 p.m. on 4th August 2015, and on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 34th AGM of the Members of the Company, held on 05th August 2015 at 12.30 p.m. at the registered office of the company situated at Hootagalli Industrial Area, Off Hunsur road, Mysore.

As a scrutinizer of the process, my responsibility was restricted to ensure the process to be carried on in fair and transparent manner and report on the votes casted in 'Favour' and 'Against' the resolutions based on the reports generated from the remote voting system provided by CDSL and the poll papers voted at the meeting. The Company assumed the complete responsibility of ensuring compliance as may be necessary under the Companies Act, 2013, rules thereon and the listing agreement relating to the e-voting process and the poll process.

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

The individual reports on remote voting dated 5th August, 2015 and of poll in MGT-13 dated 6th August 2015 are annexed to this report





I submit the Consolidated report and result of the resolutions passed at the aforesaid AGM:

Item no.1

Adoption of Financial Statements for the year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.

Type of resolution: Ordinary

Particulars	E-Voting	Poll	Total	
	Nos	Nos	Nos	%age
Votes 'in Favour'	25,15,825	1,07,36,619	1,32,52,444	100
Votes against	NIL	NIL	NIL	
Total	25,15,825	1,07,36,619	1,32,52,444	100

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority

Item no.2

Declaration of Final Dividend on equity shares for the year ended 31st March, 2015

Type of resolution: Ordinary

Particulars	E-Voting	Poll	Total	
	Nos	Nos	Nos	%age
Votes 'in Favour'	25,15,825	1,07,36,619	1,32,52,444	100
Votes against	NIL	NIL	NIL	
Total	25,15,825	1,07,36,619	1,32,52,444	100

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority





Item no.3

Re-appointment of Dr. N. Muthukumar as a Director who retires by rotation

Type of resolution: Ordinary

Particulars	E-Voting	Poll	Total	
	Nos	Nos	Nos	%age
Votes 'in Favour'	25,15,825	1,07,36,619	1,32,52,444	100
Votes against	NIL	NIL	NIL	
Total	25,15,825	1,07,36,619	1,32,52,444	100

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority

Item no.4

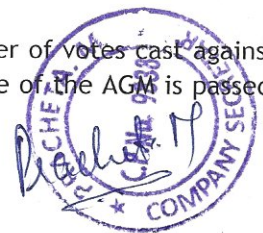
Ratification of the appointment of M/S.Deloitte Haskins & Sells as Auditors of the Company

Type of resolution: Ordinary

Particulars	E-Voting	Poll	Total	
	Nos	Nos	Nos	%age
Votes 'in Favour'	22,78,837	1,07,36,619	1,30,15,456	100
Votes against	1	NIL	1	
Total	22,78,837	1,07,36,619	1,30,15,456	100

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority



PRACHETA M. B.Com, ACS, ACA

Company Secretary

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Item no.5

Appointment of Ms.SudhasriA as an Independent Director of the Company

Type of resolution: Ordinary

Particulars	E-Voting	Poll	Total	
	Nos	Nos	Nos	%age
Votes 'in Favour'	25,15,825	1,07,36,619	1,32,52,444	
Votes against	NIL	NIL	NIL	
Total	25,15,825	1,07,36,619	1,32,52,444	

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority

The relevant records relating to E-Voting and Poll will remain in my safe custody until shall be the Chairman considers, approves and signs the minutes the 34th Annual General Meeting and the same shall be handed over thereafter to Company Secretary, for safe keeping.

Thank You

Yours faithfully,


Pracheta M.

Company Secretary

CP No:9838

ACS No:22452

Date: 6th August, 2015

Place: Mysore