

CONSOLIDATED REPORT OF THE SCRUTINIZER

**(Pursuant to Section 108 of the Companies Act, 2013, read with
Rule 20 of the Companies (Management and Administration) Rules 2014**

To,

The Chairman of the Annual General Meeting of the Equity Shareholders of **Automotive Axles Limited**, held on 13th August 2018, at the Company's registered office.

Dear Sir,

I, **Pracheta M.**, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of **Automotive Axles Limited** ('the Company') 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 voting process held between 9.00 a.m. on 9th August 2018 to 5.00 p.m. on 12th August 2018, and under physical voting by way of ballot process, on the resolutions contained in the Notice of the 37th Annual General Meeting ('AGM') of the Members of the Company, held on 13th August 2018 at 12.30 p.m. at the registered office of the Company situated at Hootagalli Industrial Area, Off Hunsur road, Mysore-570018.

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 ballot 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 regulations relating to the e-voting process and the ballot process.

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

The individual reports on remote e-voting dated 14th August 2018 and of physical voting through ballot process dated 14th August 2018 are annexed to this report. I submit the consolidated report on the votes casted:



Item no.1: Adoption of Financial Statements for the year ended March 31st 2018, and the reports of the Board of Directors and Auditors thereon.

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		%age
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	
Votes 'In Favour'	45	2124072	39	10746375	84	12870447	100
Votes against	1	1	0	0	1	1	0
Total	46	2124073	39	10746375	85	12870448	100

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the Annual General Meeting is passed.

Item no.2: Declaration of Final Dividend on equity shares for the year ended 31st March, 2018

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		%age
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	
Votes 'In Favour'	45	2124072	39	10746375	84	12870447	100
Votes against	1	1	0	0	1	1	0
Total	46	2124073	39	10746375	85	12870448	100

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.2 as set out in the Notice of the Annual General Meeting is passed.

Item no. 3: Re-appointment of Dr. Narayanaswamy Muthukumar(DIN: 06708535), a Director who retires by rotation

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		%age
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	
Votes 'In Favour'	45	2124072	39	10746375	84	12870447	100
Votes against	1	1	0	0	1	1	0
Total	46	2124073	39	10746375	85	12870448	100

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the Annual General Meeting is passed.

Item no 4: Appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		%age
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	
Votes 'In Favour'	45	2124072	39	10746375	84	12870447	100
Votes against	1	1	0	0	1	1	0
Total	46	2124073	39	10746375	85	12870448	100

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the Annual General Meeting is passed.



Item No. 5: Appointment of Mr. Rakesh Kalra as an Independent Director of the Company:

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		%age
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	
Votes 'in Favour'	45	2124072	39	10746375	84	12870447	100
Votes against	1	1	0	0	1	1	0
Total	46	2124073	39	10746375	85	12870448	100

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.5 as set out in the Notice of the Annual General Meeting is passed.

Item No. 6: Appointment of Mr. Chrishan Anton Sebastian Villavarayan as a Director of the Company:

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		%age
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	
Votes 'in Favour'	40	1645790	39	10746375	79	12392165	96.28
Votes against	6	478283	0	0	6	478283	3.72
Total	46	2124073	39	10746375	85	12870448	100

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no.6 as set out in the Notice of the Annual General Meeting is passed.

Item No. 7: Related Party Transactions of the Company with Meritor HVS (India) Limited:

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		%age
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	
Votes 'in Favour'	44	2124069	39	10746375	83	12870444	100
Votes against	2	4	0	0	2	4	0
Total	46	2124073	39	10746375	85	12870448	100

RESULT:

As votes are casted in favour of the resolution, are more than the votes casted against the resolution, I report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the Annual General Meeting is passed.

The relevant records relating to remote e-voting and ballot process will remain in my safe custody until the Chairman considers, approves and signs the minutes the 37th Annual General Meeting and the same shall be handed over thereafter to Director authorised by the Board, for safe keeping.

Thank you,

Yours faithfully,

Pracheta M

Pracheta.M

Company Secretary

CP No: 9838

FCS No: 9323

Date: 14th August, 2018

Place: Mysuru

