

Pracheta M.
Company Secretary

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CONSOLIDATED 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 Annual General Meeting of the Equity Shareholders of **Automotive Axles Limited**, held on 14th August 2019, 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 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 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 11th August 2019 to 5.00 p.m. on 13th August 2019, and under physical voting by way of ballot process, on the resolutions contained in the Notice of the 38th Annual General Meeting ('AGM') of the Members of the Company, held on 14th August 2019 at 3.15 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 2019 and of physical voting through ballot process dated 14th August 2019 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 2019, and the reports of the Board of Directors and Auditors thereon.

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes 'in Favour'	32	75,60,722	35	53,70,378	67	1,29,31,100	100%
Votes against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	32	75,60,722	35	53,70,378	67	1,29,31,100	100%

RESULT:

As all the of votes are casted in favour of 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 unanimously.



Item no.2: Item No.2: Declaration of Final Dividend on equity shares for the year ended 31st March, 2019

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes 'in Favour'	33	75,61,280	35	53,70,378	68	1,29,31,658	100%
Votes against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	33	75,61,280	35	53,70,378	68	1,29,31,658	100%

RESULT:

As all the of votes are casted in favour of 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 unanimously.



Item no.3: Re-appointment of Mr. Chrisnan Anton Sebastian Villavarayan (DIN: 03020467), a Director who retires by rotation

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes 'in Favour'	32	75,60,722	35	53,70,378	67	1,29,31,100	100%
Votes against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	32	75,60,722	35	53,70,378	67	1,29,31,100	100%

RESULT:

As all the of votes are casted in favour of 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 unanimously.



Item no 4: Appointment of Ms. Shalini Sarin (DIN: 06604529), as the Independent Director

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes 'in Favour'	32	75,60,722	35	53,70,378	67	1,29,31,100	100%
Votes against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	32	75,60,722	35	53,70,378	67	1,29,31,100	100%

RESULT:

As all the of votes are casted in favour of 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 unanimously.



Item No. 5: Re-appointment of Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as an Independent Director of the Company:

Type of resolution: Special

Particulars	Remote e-voting		Ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes 'in Favour'	32	75,60,722	35	53,70,378	67	1,29,31,100	100%
Votes against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	32	75,60,722	35	53,70,378	67	1,29,31,100	100%

RESULT:

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



Item No. 6: Re-appointment of Mr. Bhoopalam Chandrashekharaiyah Prabhakar (DIN:00040052) as an Independent Director of the Company:

Type of resolution: Special

Particulars	Remote e-voting		Ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes 'in Favour'	32	75,60,722	35	53,70,378	67	1,29,31,100	100%
Votes against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	32	75,60,722	35	53,70,378	67	1,29,31,100	100%

RESULT:

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



Item No. 7: Re-appointment of Dr. N. Muthukumar (DIN:06708535) as Wholetime Director for a period of 5 years:

Type of resolution: Special

Particulars	Remote e-voting		Ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes 'in Favour'	32	75,60,722	35	53,70,378	67	1,29,31,100	100%
Votes against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	32	75,60,722	35	53,70,378	67	1,29,31,100	100%

RESULT:

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



Item No.8: Approval under section 20 of the Companies Act, 2013 for serving of documents through a particular mode of delivery:

Type of resolution: Ordinary

Particulars	Remote e-voting		Ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes 'in Favour'	32	75,60,722	35	53,70,378	67	1,29,31,100	100%
Votes against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	32	75,60,722	35	53,70,378	67	1,29,31,100	100%

RESULT:

As all the of votes are casted in favour of the resolution, I report that the Ordinary Resolution with regard to Item no.8 as set out in the Notice of the Annual General Meeting is passed unanimously.



Pracheta M.
Company Secretary

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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 38th 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

Company Secretary

CP No: 9838

FCS No: 9323



Date: 14th August, 2019

Place: Mysuru

UDIN: F009323A000003669