



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 19th August 2020 at 3.00 p.m., through Video Conferencing (VC) facility or other audio visual means (OAVM).

Dear Sir,

I, Pracheta M., Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of 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 e-voting process and electronic voting (during AGM).

I submit my report as under:

- a. 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 voting system provided by NSDL. 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.
- b. In accordance with the notice of the 39th Annual General Meeting ('AGM') sent to the shareholders, the remote e-voting was held between 9.00 a.m. on 16th August 2020 to 5.00 p.m. on 18th August 2020 in respect of the resolutions contained in the Notice of the 39th Annual General Meeting ('AGM') of the Members of the Company, held on 19th August 2020 at 3:00 p.m. through Video Conferencing (VC) facility or other audio visual means (OAVM).
- c. After declaration of voting by Chairman, the shareholders participated at the AGM through VC/OAVM, voted through the e-voting facility provided by the NSDL at the AGM. Only members, who attended the meeting and who had not exercised their votes through remote voting, were allowed to vote.

Pracheta M.



- d. The Equity shareholders holding shares as on 13th August 2020, 'cut off' date were entitled to vote on the resolutions stated in the Notice of the 39th AGM.
- e. After the closure of the e-voting at the AGM, the votes cast through e-voting during the AGM and remote e-voting prior to the date of the AGM were unblocked and downloaded from the NSDL website in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinised.
- f. Based on the data downloaded, the details of votes cast in favour or against all the resolutions proposed in the notice of the 39th AGM is given below:

Item No.1: Adoption of Audited Standalone Financial Statement

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
98	1,28,60,553	99.99%

(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
2	718	0.01%

(iii) Invalid Votes:

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

Item No.2: Confirmation for payment of Interim Dividend

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
98	1,28,60,553	99.99%

(i) 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
2	718	0.01%

Pracheta M.



(ii) Invalid Votes:

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

Item No.3:- Declaration of Final Dividend

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
98	1,28,60,553	99.99%

(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
2	718	0.01%

(iii) Invalid Votes:

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

Item No.4:- Re-appointment of a Director

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
96	1,28,60,503	99.99%

(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
4	759	0.01%

(iii) Invalid Votes:

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

Pracheta M.



Item No. 5: Appointment of Mr. Srinivasan Kumaradevan as Whole Time 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
97	1,28,60,513	99.99%

(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
3	758	0.01%

(i) Invalid Votes:

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

The relevant records relating to e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 39th 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: 20th August, 2020

Place: Mysuru

UDIN: F009323B000596965