



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 41st Annual General Meeting of the Equity Shareholders of **Automotive Axles Limited**, held on Friday, 5th August 2022 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 41st Annual General Meeting ('AGM') sent to the shareholders, the remote e-voting was held between 9.00 a.m. on 02nd August 2022 to 5.00 p.m. on 04th August 2022 in respect of the resolutions contained in the Notice of the 41th Annual General Meeting ('AGM') of the Members of the Company, held on 5th August 2022 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.



- d. The Equity shareholders holding shares as on 29th July 2022, 'cut off' date were entitled to vote on the resolutions stated in the Notice of the 41st 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 41st AGM is given below:

Item No.1: Adoption of Audited Standalone Financial Statement for the year ended 31st March 2022:

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 |
|-------------------------------------|--|---------------------------------------|
| 114 | 12654875 | 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 |
|-------------------------------------|--|
| 1 | 51688 |

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided.

Item No.2:- Declaration of Final Dividend of Rs.15 per equity shares of Rs.10/- each for the financial year 2021-22:

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 |
|-------------------------------------|--|---------------------------------------|
| 114 | 12654875 | 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 |
|-------------------------------------|--|
| 1 | 51688 |

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided.

Item No.3:- Re-appointment of Dr. B.N. Kalyani (DIN: 00089380) 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 |
|-------------------------------------|--|---------------------------------------|
| 110 | 12654068 | 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 | 807 | 0.01 |

(iii) **Invalid Votes*:**

| Number of members voted in E-Voting | Number of votes cast (Shares) - E-Voting |
|-------------------------------------|--|
| 1 | 51688 |

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided.



Item No. 4: Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants [Firm

Registration No.: 101049W/E300004] as Statutory 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 |
|-------------------------------------|--|---------------------------------------|
| 114 | 12654875 | 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 |
|-------------------------------------|--|
| 1 | 51688 |

*Considered invalid as necessary Power of Attorney/Authorisation letter/Resolution is not provided.

The relevant records relating to e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 41st Annual General Meeting and the same shall be handed over thereafter to Director authorised by the Board, for safe keeping.

Thank you,

Yours faithfully,

For Pracheta and Associates
Company Secretaries

Pracheta M.
Pracheta M.
Proprietrix
FCS No.: F9323
C P No.: 9838
UDIN: F009323D006735416
Peer Review Certificate No.: 1173/2021



Date: 05.08.2022

Place: Mysore