

# GROWTH AND SUSTAINABILITY

Through Technology and Empowerment

41<sup>st</sup> Annual Report 2021-22



**Automotive Axles Limited**



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# Corporate Information

## Board of Directors

Dr. Babasaheb N Kalyani,  
Chairman

Mr. Kenneth James Hogan,  
Director

Mr. Bhalachandra B Hattarki,  
Independent Director

Mr. B C Prabhakar,  
Independent Director

Mr. Rakesh Kalra,  
Independent Director

Dr. Shalini Sarin,  
Independent Director

Mr. Nagaraja Sadashiva Murthy  
Gargeshwari,  
President & Whole-time Director

## Key Managerial Personnel

Mr. Nagaraja Sadashiva Murthy  
Gargeshwari,  
President & Whole-time Director

Mr. Ranganathan S,  
Chief Financial Officer

Mr. Debadas Panda,  
Company Secretary

## Statutory Auditors

S R Batliboi & Associates LLP,  
Bengaluru

## Internal Auditors

PriceWaterhouse Coopers  
Services LLP, Bengaluru

## Bankers

HDFC Bank Limited  
State Bank of India  
Axis Bank Limited  
The Federal Bank Limited

## Registrar & Share Transfer Agents (RTA)

Integrated Registry Management  
Services Private Limited\*  
#30, Ramana Residency,  
4<sup>th</sup> cross Sampige Road,  
Malleswaram  
Bangalore – 560 003  
Ph: 080-23460815-818;  
E-mail: irg@integratedindia.in

\* RTA: Earlier name: Integrated  
Enterprises (India) Limited

## Registered Office

Hootagalli Industrial Area,  
Off Hunsur Road,  
Mysuru, Karnataka - 570 018  
Ph: 0821-7197500  
Website: www.autoaxle.com  
Email: sec@autoaxle.com

## Works

### Mysuru

Hootagalli Industrial Area,  
Off Hunsur Road, Mysore,  
Karnataka – 570 018

### Rudrapur

Plot No. 3, ITBT Park, SIIDCUL  
- IEE, Pant Nagar, (NH-4),  
Dist. Udham Singh Nagar,  
Uttarakhand - 263 150

### Jamshedpur

Old Khakripara,  
Village & Post – Chhota  
Govindpur, Jamshedpur,  
Dist. E. Singhbhum,  
Jharkhand – 831 015

### Hosur

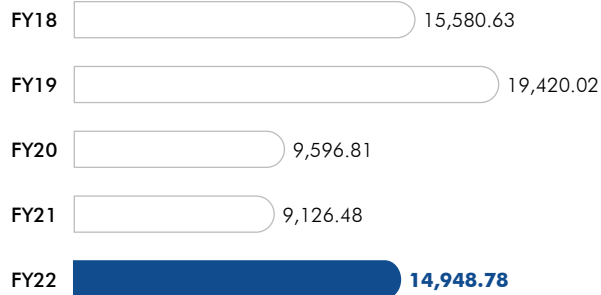
Survey No 609/3H, Pathakotta  
Road Addakurukki, Kamandoddi  
Village, Shoologiri, Krishnagiri,  
Tamil Nadu, 635117



# Key Performance Indicators

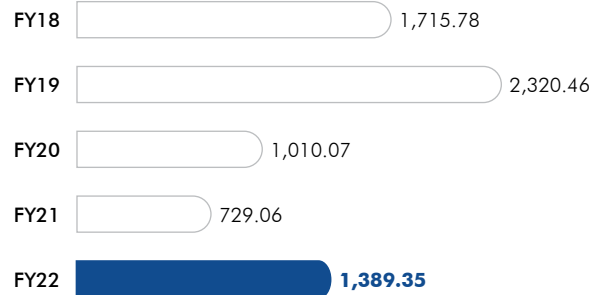
## Total Revenue

(₹ in mn)



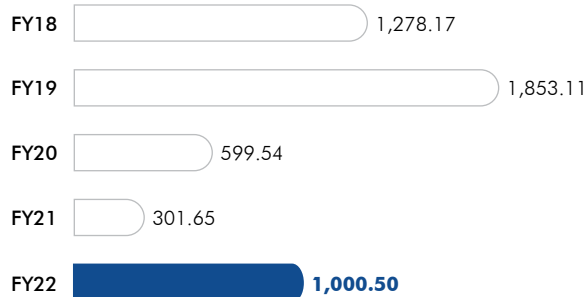
## EBITDA

(₹ in mn)



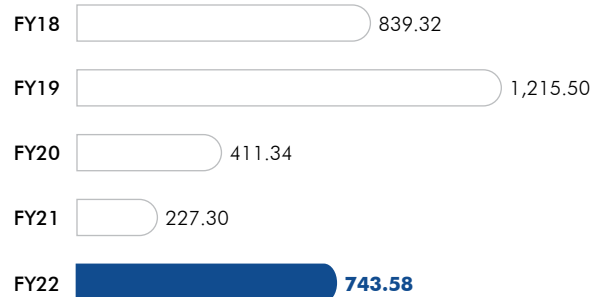
## PBT

(₹ in mn)



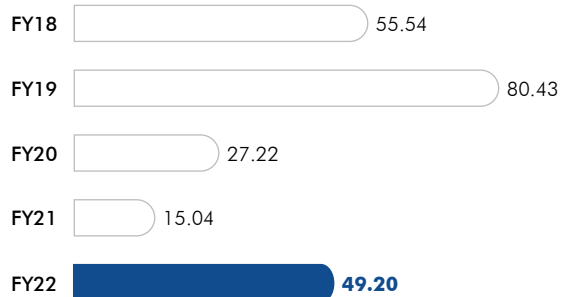
## PAT

(₹ in mn)



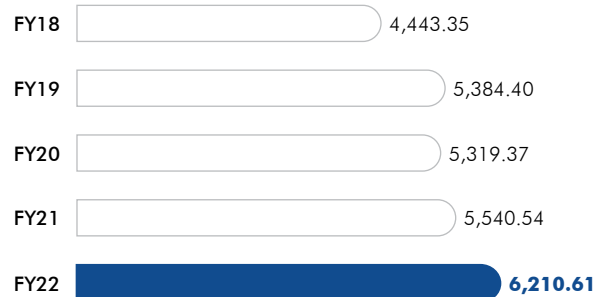
## EPS

(in ₹)



## Networth

(₹ in mn)



## Chairman's Message



Dear shareholders,

I am delighted to share that Your Company recorded a robust performance in terms of revenue, as well as profitability, despite a challenging business environment.

Our Total Income grew by 64% to ₹1,495 crore in FY 2021-22 from ₹913 crore in FY 2020-21, EBITDA increased by 90% to ₹139 crore from ₹73 crore and PAT increased by 222% to ₹74 crore from ₹23 crore. Our ongoing efforts on process improvements, cost reduction, and revenue enhancement measures, have contributed to business growth and delivered a healthy profit.

### Industry landscape

The auto component industry showed a recovery in revenue growth, increasing by 13–15% for 2021–2022, driven by demand from domestic OEMs, parts replacement and export markets, as well as via passing through high commodity prices to end-customers. Despite the overall low automobile sales during the year, largely on account of the semiconductor shortage and global supply chain disruptions, the industry showcased significant rebound. The Commercial Vehicles segment has witnessed strong growth in sales, as the construction and infrastructure sectors picked up pace.

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**Our people are the driving force behind the progress and growth of our business. It is their tireless efforts and perseverance that enabled us to record a strong performance**

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## **Strategic priorities**

We have devised a clear strategy to maintain the growth momentum to sustain our market leadership. As per our mission 2025 strategy, we continue to focus on enhancing revenue and profit by increasing market share, cost control measures, driving operational excellence, strengthening workforce and developing new products. We always prioritised exceeding customer expectations and creating high customer value by providing high quality products with improved performance.

Innovation has always played a key role in meeting evolving customer requirements and growing our customer base through new product developments. During the year, we introduced the largest axle in India for 55 tonnes vehicles, which are currently performing well in the market. We also launched axles for the bus segment, which have been gaining traction in the market. All the products have been migrated to BS-VI emission norms and have been running very successfully in the market. Going forward, we will continue to focus on innovation for various commercial vehicles including MHCV, LCV and the bus segment. We also have ambitions to build axles for electric vehicles, and we have already started discussions with a number of customers.

## **Empowering a motivated workforce**

Our people are the driving force behind the progress and growth of our business. It is their tireless efforts and perseverance that enabled us to record a strong performance. We are gratified to have a highly skilful, experienced and passionate team, for whom we ensure a friendly, conducive and inclusive work environment, along with continuous training and opportunities for growth and career progress. Your Company continuously engages with them through various initiatives including functional training, recognition programmes, festival and event celebrations, etc.

We prioritise the health, safety and well-being of our employees through various healthcare and safety measures. As part of our COVID response, we facilitated vaccination and booster doses for our employees and their family members.

## **Impacting lives**

At AAL, we believe that community engagement is crucial for business sustainability and progress. As a community conscious, socially responsible and value-based organisation, we focus on the holistic development of the underprivileged people through various CSR initiatives.

Continuing our efforts to promote healthcare, we donated the second 'Lab on Wheels' to the government of Karnataka, for providing primary healthcare services to needy people. The spread of the COVID-19 pandemic was one of the major concerns in the beginning of the financial year and your Company has taken various initiatives to contain the spread of the pandemic, including free vaccination drives for the general public as well as for our employees.

## **Way forward**

We made significant progress in terms of process improvements, technology adoption, quality management and developing of new products. These developments will enable us to grow our volume and revenues in FY 2022-23. Going forward, we will ramp up the production of various models, with a focus on maximising available resources and cost reducing measures such as migrating to solar power, technology adoption for improving productivity, streamlining business operations, etc. We will continue developing new products to address the evolving consumer requirements while adhering to regulatory norms and ensuring highest quality standards.

We are also working on various measures to improve our ESG norms in line with emerging ESG regulatory norms.

On behalf of the Board, I would like to thank all our stakeholders including customers, suppliers, investors, shareholders and governments for their continued trust and support. I would also like to extend my deepest gratitude to our people for their contributions to our progress in a dynamic business environment.

Regards,

**Dr. B N Kalyani**  
Chairman

# Board's Report

To the Members,

Your Directors have the pleasure in presenting the 41<sup>st</sup> Annual Report on the business and operations of your Company together with the Audited Statements of Accounts for the financial period ended March 31, 2022:

## Financial Highlights:

Particulars	₹ in million)	
	2021-2022	2020-2021
Total Revenue	14,948.78	9126.48
Profit before depreciation & tax	1,364.68	661.68
Less : Depreciation, amortisation expenses	364.18	360.03
Profit before tax	1000.50	301.65
Tax expenses	256.92	74.35
Profit for the year after tax	743.58	227.30
Other comprehensive income/(Loss) for the year, net of tax	(5.50)	5.96
Total comprehensive income for the year	738.08	233.26
Balance of Profit from Previous Year	4,815.02	4,593.84
Less: Dividend	68.01	12.08
Profit available for appropriation	5,485.09	4,815.02

## Dividend

The Board, at its meeting held on May 17, 2022, is pleased to recommend a dividend of ₹ 15/- per Equity Share of the face value of ₹ 10/- each for the financial year ended March 31, 2022 subject to the approval of shareholders at the ensuing Annual General Meeting to be held on Friday, August 5, 2022.

The total amount of Dividend aggregates to ₹ 226.68 million.

The register of members and share transfer books will remain closed from July 30, 2022 to August 5, 2022 (both days inclusive) for the payment of final dividend to the shareholders of the Company, for the year ended on March 31, 2022.

The Dividend will be paid to members within 30 days from the date of declaration of dividend whose names appear in the Register of Members as on July 29, 2022.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is available on the Company's website at <https://www.autoaxle.com/Downloads/Dividend%20Distribution%20Policy.pdf>.

## Transfer of unpaid or unclaimed amount to Investor Education and Protection Fund (IEPF)

Pursuant to provisions of the Companies Act, 2013, the declared dividends, which remained unpaid or unclaimed for a period of seven years, shall be transferred by the

Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Pursuant to Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the Company to the IEPF.

Accordingly, the Company has sent notice to the respective shareholders who have not claimed their dividend for seven consecutive years or more and the newspaper advertisement stating the same has been published in the newspapers.

In terms of the provisions of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 a sum of ₹ 1,48,605/- which is unpaid/unclaimed dividends pertaining to the FY 2013-14 was transferred to the Investor Education and Protection Fund during the year.

The list of equity shareholders whose shares are transferred to IEPF can be accessed on the website of the Company at below mentioned link: [https://autoaxle.com/Annual\\_reports.asp](https://autoaxle.com/Annual_reports.asp) under the head IEPF Transfers

## Performance of the Company

The total income for the financial year under review was ₹ 14,948.78 Million as against ₹ 9,126.48 Million for the previous financial year. The Profit before tax (PBT) was



₹ 1000.50 Million for the financial year under review, as against ₹ 301.65 Million for the previous financial year.

### Share Capital

The paid up Equity Share Capital as on March 31, 2021 stood at ₹ 151.12 Million. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options nor sweat equity.

### Deposits

Your Company has not accepted any deposits under Chapter V of the Companies Act, 2013 during the year.

### Transfer to Reserve

The company has not proposed any amount to be transferred to the General Reserves.

### Listing

The equity shares of the Company are listed with BSE Limited and National Stock Exchange of India Limited. There are no arrears on account of payment of listing fees to the Stock Exchanges.

### Directors & Key Managerial Personnel:

As on March 31, 2022 there were seven (7) Directors on the Board of your Company, consisting of four (4) Independent Directors, one (1) Executive Director and two (2) Non-Executive Directors of whom one is the Chairman.

Mr. Kenneth James Hogan (DIN: 0009161738) was appointed as an Additional Director of the Board based on nomination received from the Meritor Heavy Vehicle System LLC, one of the promoters, and also on the recommendation of Nomination & Remuneration Committee of the Company, in place of Mr. Chrishan Anton Sebastian Villavarayan (DIN: 03020467) who resigned from the Board, w.e.f May 14, 2021. The Board places its appreciation for Mr. Chrishan Anton Sebastian Villavarayan's valuable contributions during his tenure. Appointment of Mr. Kenneth James Hogan (DIN: 0009161738) got regularised by the shareholders in their 40<sup>th</sup> Annual General Meeting held on August 10, 2021.

Mr. Srinivasan Kumaradevan, (DIN: 08107660) has resigned from the position of Wholetime Director of the company with effect from July 31, 2021.

Dr Muthukumar N. (DIN: 06708535) has been appointed as President and Whole-time Director w.e.f. January 27, 2022.

However, after the closure of the financial year:

Mr. Nagaraja Sadashiva Murthy Gargeshwari, (DIN:00839616) has been appointed as President and Whole-time Director of the Company w.e.f. April 7, 2022 for a period of five years subject to the approval of Central Government.

Dr Muthukumar N. (DIN: 06708535) has resigned from the position of Wholetime Director of the company with effect from May 05, 2022.

Below two resolutions were passed by the shareholders through postal ballot on April 26, 2022;

1. Appointment of Mr. Nagaraja Sadashiva Murthy Gargeshwari, (DIN:00839616) as Whole Time Director of the Company for a period of five (5) years effective April 7, 2022.
2. Ratification of appointment of Dr. Muthukumar N., (DIN : 06708535) as Whole Time Director of the Company from January 27, 2022 to April 5, 2022.

In terms of the provisions of the Companies Act, 2013, Dr. B. N. Kalyani, Director of the Company retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

### Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence and that there has been no change in the circumstances which may affect their status as independent director during the year as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.

Further the names of the Independent Directors of the Company have been included in the Data bank maintained by the Indian Institute of Corporate Affairs of Independent directors as per the provisions of the Companies Act, 2013 and the rules made thereunder.

### Board Evaluation:

The Companies Act, 2013 states that a formal Annual Evaluation needs to be made by the Board of its own performance and that of its committees and individual Directors. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. Pursuant to these provisions, the Company has developed a framework for the Board evaluation. The framework includes evaluation on various parameters such as information flow, Board dynamics, decision making, company performance and strategy, Board and committee's effectiveness and peer evaluation.

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

During the year 2021-22, Independent Directors met on February 4, 2022, discussed and reviewed the below:

- Performance of Non Independent Directors
- Performance of the Chairman
- Performance of the Board Committees

- Discussed on the quality, quantity and timeliness of flow of information between the Company management and the Board Members.
- Overall performance of the Company.

The Nomination and Remuneration Committee is responsible for the formulation of criteria for evaluation.

### Familiarisation program for the Board Members

Your Company has in place a structured induction and familiarisation program for all its Directors including Independent Directors and new appointee(s) to the Board. Through such programs, the Directors are briefed on the background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events etc.

The Board members are provided with the necessary documents, brochures, reports and internal policies to enable them to familiarise with the Company's procedure and practice.

Periodic presentations are made at the Board Meetings, Board Committee Meetings and Independent Directors Meetings on business and overall performance updates of the Company, business strategy and risk involved.

The details of programs for Familiarisation for Independent Directors are posted on the website of the Company and can be accessed at below weblink:

<https://www.autoaxle.com/Downloads/Familiarisation%20Programme%20for%20Independent%20Directors%20of%20Automotive%20Axles%20Limited.pdf>

### Directors' Responsibility Statement

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Directors make the following statements:

- in the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2022 and of the profit of the company for the year ended on that date;
- we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- we have prepared the annual accounts on a going concern basis;

- we have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Auditors & Auditors' Report

#### a. Statutory auditor

M/s. S R Batliboi & Associates LLP, Chartered Accountants [Firm Registration No.: 101049W/E300004] the statutory auditors of the Company, will hold office till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company. The Board has recommended the re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as the statutory auditors of the Company, for a second term of five consecutive years, from the conclusion of the 41<sup>st</sup> Annual General Meeting scheduled to be held in the year 2022 till the conclusion of the 46<sup>th</sup> Annual General Meeting to be held in the year 2027, for approval of shareholders of the Company, based on the recommendation of the Audit Committee.

The Auditors' Report does not contain any qualification, reservation or adverse remarks.

Further, no frauds have been reported by the Auditors in their reports.

#### b. Internal Auditor

On recommendation of the Audit Committee Board of Directors approved the re-appointment of M/s PriceWaterhouse Coopers Services LLP as Internal Auditors of the Company for the Financial Year 2022-23.

#### c. Secretarial Auditor

Pursuant to the provisions of the Section 204 of the Companies Act, 2013 and the rules made there under and based on the recommendations of the Audit Committee, CS Pracheta M, Practicing Company Secretary has been appointed to conduct Secretarial Audit of the Company's secretarial and other related records for the financial year 2022-23.

The Secretarial Audit Report for the financial year ended March 31, 2022 Form MR-3 is appended to this report under **Annexure – A**

Explanation for observations made under Secretarial Audit Report:

As per the observations made by secretarial Auditor on delay of 8 days in the reconstitution of Stakeholders relationship committee, it is to clarify to the members that the company has already complied this requirement on November 8, 2022, paid the fine to the stock exchanges and noted it in their Board Meeting held on March





18, 2022. Going forward company will strengthen the process, not to skip such compliance requirement.

### Internal Financial Controls

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

### Corporate Governance

Corporate Governance is about maximising the value and to ensure fairness to all its shareholders. Your Company is renowned for its exemplary governance standards and believes that sound corporate governance is critical to enhance and retain investor trust. Your Company ensures that performance is driven by integrity.

The Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have strengthened the governance regime in the country and your Company is in compliance with the governance requirements provided under the law both in letter and spirit. The Board also exercises its fiduciary responsibilities in the widest sense of the term.

Your Company has in place all the statutory committees required under the law. Details of the Board Committees along with their terms of reference, composition and meeting of the Board and its Committees held during the year are provided in the Corporate Governance Report which is presented in a separate section forming part of the Annual Report.

A Certificate from CS. Pracheta M., Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Regulation 34(3) Schedule V (E) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the Corporate Governance Report.

### Meetings of the Board

During the financial year, the Board met five times, details of which are provided in the Corporate Governance Report. The maximum interval between any two meetings did not exceed 120 days as prescribed under the Companies Act, 2013.

### Committees of the Board

Your Company has the following committees which have been established as a part of the corporate governance practices and are in compliance with the requirements of the Companies Act, 2013 and the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

The details with respect to the compositions, roles, number of meetings held during the year is detailed in the corporate governance report of the Company, which forms a part of this Board's Report.

### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are appended as **Annexure - B** to this report.

### Particulars of Remuneration of Directors & certain specified employees:

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the ratio of remuneration of each Director to the median of the employees' remuneration, a statement containing the names of top ten employees in terms of remuneration drawn and every employee who is employed throughout the financial year and was in receipt of a remuneration of ₹ 102 lacs per annum or more and of every employee who is employed part of the financial year, was in receipt of remuneration of ₹ 8.50 lacs or more per month is appended as **Annexure - C**.

### Annual Return 2021-22

The copy of Annual Return for the financial year ending March 31, 2022 is available at [https://www.autoaxle.com/Annual\\_Return.aspx](https://www.autoaxle.com/Annual_Return.aspx)

### Particulars of Loans, Guarantees or Investment under Section 186 of the Companies Act, 2013

Particulars of loans covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statement provided in this Annual Report. These loans are primarily granted for furtherance of business of the borrowing companies.

Your Company has not given any guarantee or provided any security in connection with a loan to any other body corporate or persons and has not made any investment in the securities of any other body corporate.

## Policy on Directors' Appointment & Remuneration

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. On March 31, 2022, the Board consist of seven members, one of whom is executive or whole-time director, two are non executive directors and four are independent directors out of whom one is an Independent Woman Director.

The Nomination and Remuneration Policy of the Company has been formulated in accordance with the Act and Listing Regulations. The Policy is designed to guide the Board in relation to appointment and removal of directors, Key Managerial Personnel and Senior Management and recommend to the Board on remuneration payable to them. Policy enables the Company to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The current policy is available on Company's website at [https://www.autoaxle.com/Investor\\_Policy.aspx](https://www.autoaxle.com/Investor_Policy.aspx)

## Particulars of contracts or arrangements with Related Parties (RPT)

The related party transactions that were entered into during the financial year were in the ordinary course of business and on the arm's length basis.

All related party transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions, which are foreseen and of repetitive nature.

For transactions with Meritor HVS (India) Limited, the Company has obtained shareholders' approval at their 37<sup>th</sup> Annual General Meeting held on August 13, 2018 for transaction value annually of ₹ 30,000 Million for a period of five (5) financial years starting from April 1, 2019.

Further, all transactions entered into pursuant to the omnibus approval so granted are reviewed and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their review on a quarterly basis.

In accordance with the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [https://www.autoaxle.com/Investor\\_Policy.aspx](https://www.autoaxle.com/Investor_Policy.aspx)

Related Party disclosures as per Indian Accounting Standards (Ind AS)-24 have been provided in Note No. 37 to the financial statement.

The particulars on RPTs in Form AOC 2 is annexed to the Report as **Annexure – D**

## Risk Management System

The Company has a robust risk management framework comprising risk governance structure and defined risk management processes. This processes include the development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company. The risk governance structure of the Company is a formal organisation structure with defined roles and responsibilities for risk management.

The processes and practices of risk management of the Company encompass risk identification, classification and evaluation. The Company identifies all strategic, operational and financial risks that the Company faces, by assessing and analysing the latest trends in risk information available internally and externally and using the same to plan for risk activities.

The Company has set up a Risk Management Committee to review the risks faced by the Company and monitor the development and deployment of risk mitigation action plans and the status is updated to the members of the Audit Committee and the Board of Directors on quarterly basis.

## Corporate Social Responsibility (CSR):

The Company has been carrying out various Corporate Social Responsibility (CSR) activities. These activities are in terms of Section 135 read with Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 read with CSR policy of the Company. During the year the Company has spent ₹ 36.23 Million on various CSR activities including ₹ 16.99 Million of unspent CSR amount pertaining to the fiscal year 2020-21.

The Annual Report on CSR activities that includes details about the CSR policy developed and implemented by the Company and CSR initiatives taken during the year is appended to the Report as **Annexure – E**.

## State of Company's Affairs

Discussion on state of Company's affairs has been covered as part of the Management Discussion and Analysis (MDA). MDA for the year under review, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

## Management Discussion and Analysis Report

Pursuant to Regulation 34(2)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Management Discussion and Analysis Report is presented in a separate section forming part of the Annual Report.

## Business Responsibility Report

A detailed Business Responsibility Report in terms of the provisions of Securities and Exchange Board of India (Listing



Obligations and Disclosure Requirements) Regulations, 2015 is available as a separate section in the Annual Report.

### **Vigil Mechanism**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Under the policy, the Directors and employees are free to report any violation of the applicable laws and regulations and the code of conduct of the Company. The reportable matters are to be disclosed to the Audit Committee. During the year under review, the Company has not received any complaints under the said mechanism.

### **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Your Company has always believed in providing a safe workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a Policy to prevent Sexual Harassment of Women at Workplace. The Company has also constituted Internal Committee, as required under the said enactment. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **Significant or Material Orders**

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### **Material Changes and Commitments, if any, affecting the Financial Position of the Company**

There were no adverse material changes or commitments occurred after March 31, 2022 which may affect the financial position of the Company or may require disclosure.

### **Subsidiaries, Joint Ventures and Associates**

Your Company does not have any subsidiary, joint venture or associates.

### **Change in the nature of business**

There is no change in the nature of business of your Company.

### **Secretarial Standards:**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

### **Awards and Recognition**

During FY 2021-22, your company received recognitions from the following bodies/customers as listed below:

1. Bagged 4 Gold Awards & 1 Silver Award during Confederation of Indian Industry (CII) Mysuru Chapter Convention on Quality Concept Kaizens competition (CCQC-2021) in Sep 2021
2. Won 3 Excellence award in NCQC-2021 Allied Case Study Presentation competition during National Convention on Allied Concepts held during Dec 2021 in Coimbatore
3. Team Pragathi won Excellence award in ICQCC-2021 Allied Case Study Presentation competition during International Convention on Allied Concepts held during Nov 2021 in Hyderabad.
4. Bagged advance problem solving (APS) project appreciation award by Ashok Leyland for the Quality improvements in Aug'21.
5. Bagged Global President quality achievement award by Meritor for the Quality improvement project in Nov'21.

### **Maintenance of Cost records**

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

### **Other Disclosure**

Your company has not made any application, nor any proceeding is pending against the company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

As the company has not made any one time settlement with any banks or financial institution during the year under review, Rule (8) subrule (4) clause (xii) of Companies (Accounts) Rules, 2014 is not applicable.

### **Acknowledgements**

Your Directors wish to convey their gratitude and place on record their appreciation for the employees at all levels for their hard work, cooperation and dedication during the year. Your Directors sincerely convey their appreciation to customers, shareholders, bankers, business associates, regulatory and government authorities for their continued support.

Your Directors wish to place on record their appreciation for the continued co-operation and support extended by Kalyani Group, Pune, and Meritor Inc., USA

For and on behalf of the Board of Directors

Place : Pune

**B. N. Kalyani**

Date : May 17, 2022

Chairman



# Annexure to Directors' Report

## Annexure - A

### Form No. MR-3

### Secretarial Audit Report

For the Financial Year ended March 31, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014]

To,  
The Members,  
**Automotive Axles Limited**  
CIN: L51909KA1981PLC004198

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AUTOMOTIVE AXLES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Automotive Axles Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Automotive Axles Limited for the financial year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits), 2014; *Not applicable since no share based employee benefits are issued*
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not applicable since no Debt securities are issued*
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *Not applicable since the Company is not a Registrar and Share transfer agent*
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - *Not applicable since the Company has not applied for delisting; and*
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - *Not applicable since the Company has not bought back any securities;*
- (vi) No laws are specifically applicable to the Company

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government.
- (ii) Uniform Listing agreements with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and noted the following:

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, *subject to the following observation:*

- *There has been a delay of 8 days in the reconstitution of Stakeholders relationship committee. The Company has paid the fine to the stock exchanges as per the Standard Operating Procedure Circular of SEBI dated January 22, 2020 and complied with other conditions of the Circular.*

#### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the management representation, I report that the majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, though no such views were available in the minutes and the management has informed that there were no dissenting views.

**I further report that** based on the compliance mechanism at the Company and based on the quarterly compliance report of the management to the Board, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines etc. referred to above.

For **Pracheta and Associates**  
Company Secretaries

**Pracheta M.**

Proprietrix  
FCS No.: F9323  
C P No.: 9838

Peer Review Certificate No.: 1173/2021  
UDIN:F009323D000329555

Place: Mysuru  
Date: May 17, 2022

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



## Annexure - A

To,  
The Members,  
**Automotive Axles Limited**

My Secretarial audit report of even date is to be read along with this letter.

1. The maintenance of Secretarial records is the responsibility of the management of the Company. Further, the Company is also responsible for devising proper systems and processes to ensure the compliance of the various statutory requirements and Governance systems.
2. It is the responsibility of the management of the Company to ensure that the systems and processes devised are operating effectively and efficiently.
3. My responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records, based on audit. The audit was conducted in accordance with the applicable Standards. These standards require me to comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
4. I would also like to mention that due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
5. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
6. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company and hence unable to comment on the compliance with the fiscal laws.
7. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
8. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
9. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Pracheta and Associates**  
Company Secretaries

**Pracheta M.**  
Proprietrix  
FCS No.: F9323  
C P No.: 9838  
Peer Review Certificate No.: 1173/2021  
UDIN:F009323D000329555

Place: Mysuru  
Date: May 17, 2022

## Annexure - B

### **Information as per Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014**

#### **A. Conservation of Energy :**

(a) The steps taken or impact on conservation of energy	<ol style="list-style-type: none"> <li>1. Installation of Variable Frequency Drive (VFD) for high rated motor across the plant</li> <li>2. Installation of VFD panel for Housing line cooling Tower</li> <li>3. Single loading transformer during holidays &amp; non – working days</li> <li>4. Installation and commissioning of Inverter type Eco friendly air conditioners</li> <li>5. Replacing 400W focus lamp with 120W LED lamp for Peripheral area to reduce Power Consumption with standard illumination.</li> <li>6. Online monitoring and management (vigilant) system</li> <li>7. Installation of high Volume low speed (HVLS) Fan for shop floor</li> <li>8. Installation of Insulated gate bipolar transistor (IGBT) based static voltage current resistance (VAR) correction panel resulting in avoid 5 % power transmission loss and improved quality of power.</li> <li>9. 2 lamp one switch control for shop floor Lighting – to reduce needless load</li> <li>10. Installation &amp; Commissioning of new Power Control cubicle panel for Line wise distribution</li> <li>11. Installation and commissioning of 150W induction lamp for new shed</li> <li>12. LED light fixture for Office area</li> <li>13. Installation of VFD panel for Heat treatment cooling Tower</li> <li>14. EHT Transmission line (66/11kV) extending to VMI area to avoid frequent interruption.</li> <li>15. EHT Transmission line (66/11kV) extending to R &amp; D Block to avoid frequent interruption.</li> <li>16. Installation of Variable Refrigerant Flow Type Air conditioners for office block.</li> <li>17. Multi speed option for shot blast machine thro Programmable Logic Controller &amp; Human – Machine interfacing.</li> </ol>
(b) The steps taken by the company for utilising alternate sources of energy	<ol style="list-style-type: none"> <li>1. Green Power Purchase under Group captive mechanism in progress</li> <li>2. Perpetuation of Power purchase through Indian energy exchange</li> <li>3. Installation of Auto Power Factor Correction Relay Panel (APFCR) panel for Power Factor Improvement across the plant</li> <li>4. Installation of 120W LED lights for peripheral area to reduce energy and improve life</li> <li>5. Installation of LED lights for shop office area in place of Compact Fluorescent Lamps to reduce energy and improve life</li> <li>6. Installation of Variable Frequency Drive (VFD) panel for Heat treatment cooling Tower</li> <li>7. Endo gas generator</li> <li>8. Air Compressor Automation for reduction of power Consumption</li> <li>9. Installation Compressor &amp; Blower settings optimised using Six Sigma methodology</li> <li>10. Installation of VRF type Air conditioners for office block</li> <li>11. Installation of HVLS fan for assembly area</li> <li>12. New project &amp; layout modification works</li> <li>13. Elimination of Electrical heaters in washing machines by solar hot water</li> </ol>
(c) The Capital investment on energy conservation equipment's.	Your Company has not made any capital investments during the financial year 2021-22 on energy conservation equipment.





## B. Technology absorption:

1. The efforts made towards technology absorption:	<ul style="list-style-type: none"> <li>Design Development of high capability axle MS177 is completed for vehicles with axle load increase launches.</li> <li>Production release of axle, starting March 2021 for 55T has been initiated.</li> <li>Telematics &amp; Connectivity R&amp;D development work</li> <li>Brake noise data acquisition and data analysis, FEA and resolution.</li> <li>Concepts evaluation for brake liner wear indication</li> <li>MT846 release for surface tipper application</li> <li>MT160 Prototype design development and validation</li> <li>Development of both single axles for electric Propulsion adapted for various class of vehicles including passenger and construction tippers</li> <li>Loader axle prototype design development and validation</li> </ul>
2. The benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> <li>Productivity enhancement through gear design optimisation.</li> <li>Reliability improvement with enhanced warranty life offering</li> <li>Brake development with application specific liner grades to meet noise requirements</li> <li>410G front brake with increased Liner width for severe vehicle applications.</li> <li>Brake Imported Shoe Return spring substituted by localised spring</li> </ul>
3. In case of imported technology (imported during the last 3 years reckoned from the beginning of financial year) :	NIL
<ul style="list-style-type: none"> <li>a. Details of technology imported</li> <li>b. The year of import</li> <li>c. Whether the technology been fully absorbed</li> <li>d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof</li> </ul>	
4. Expenditure on R & D	NIL
<ul style="list-style-type: none"> <li>a. Capital</li> <li>b. Recurring</li> <li>c. Total</li> <li>d. Total R &amp; D expenditure as a percentage to total turnover</li> </ul>	

## C. Foreign Exchange Earnings and Outgo:

a. Activities relating to exports, initiative taken to increase exports, development of new export markets for products and services and export plans	NIL
b. Total Foreign Exchange used and Earned:	₹ 245.82 Million [includes remittance of final dividend for the FY 2021-22]
Used	Nil, as all the sales for export are routed through Meritor HVS (India) Ltd., Mysuru
Earned	

For and on behalf of the Board of Directors

Place : Pune  
Date : May 17, 2022

**B. N. Kalyani**  
Chairman

## Annexure - C

### Statement of Disclosure of Remuneration U/s 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

#### I.

(i) the ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year;	Refer below table
(ii) the percentage increase in remuneration of : (a) Director (b) Chief Financial Officer (c) Company Secretary	Refer below table 9% 12%
(iii) the percentage increase in the median remuneration of employees in the financial year;	18%
(iv) the number of permanent employees on the rolls of company as on March 31, 2022;	986
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average percentage increase made in the salaries of the employees other than managerial personnel in the last financial year i.e. 2021-22 was 9% whereas the increase in the managerial remuneration for 2021-22 was 10.5%.
It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.	

### Ratio of Remuneration of each Director to the Median remuneration of the Employees of the Company

Sr. No	Name of the Director	Designation	Ratio of remuneration of each Director to the median remuneration of the employees of the Company	% Increase / (decrease) in the remuneration*
1	Dr. B N Kalyani	Chairman, Non – Executive Director	0.36:1	25%
2	Mr. B B Hattarki	Independent Director	0.65:1	13%
3	Mr. B C Prabhakar	Independent Director	0.65:1	13%
4	Mr. Rakesh Kalra	Independent Director	0.65:1	13%
5	Dr. Shalini Sarin	Independent Director	0.36:1	67%
6	Dr. Muthukumar N	Whole Time Director	4.02:1	-

\*Note:

Percentage increase in the remuneration i.e (sitting fees) of Directors, apart from Dr. Muthukumar N has been arrived by comparing the actual sitting fee paid during the last Financial Year.

**II. Information required pursuant to Section 197(12) of the Companies Act, 2013 read with the Rule 5(2) of the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014.**

Sl No	Name	Age	Designation	Remuneration (In ₹)	Qualification	Experience (years)	Date of employment	Last employment	Related to any Director
1	Muthukumar N	54	President & Wholetime Director	27,71,521	M.Sc, MBA, Phd (Business Administration)	34	27-Jan-22	Meritor HVS India Ltd	No
2	Ranganathan S	55	Chief Financial Officer	88,12,779	B.com, CA, Cost & Works Accountancy	28	6-May-15	Circor Flow Technologies India Pvt Ltd	No
3	Shivakumar R	59	Vice President	78,07,715	BE (Mech), MS (Engineering Business Management)	37	4-Jan-85	NA	No
4	Subash Pisupathi	45	Sr. General Manager - Operations	58,81,691	BE (Mechanical), MBA (Executive)	26	14-May-21	Uniparts India Ltd	No
5	Muraleekrishnan V	53	General Manager – Manufacturing Systems	55,19,374	B. Tech, M. Tech	28	13-Oct-08	M & M	No
6	Satish K S	57	General Manager – NPD, MFE & Metallurgy	43,04,838	Dip (Mech), PGDMS (Warwick)	34	22-Nov-00	Gleason Works India Pvt Ltd	No
7	Abdul Kareem	56	General Manager – HL, Comp Mfg, NX Assy & Mys Brakes	37,65,688	Dip (Mech)	35	17-Jan-87	NA	No
8	C N S Srinivas	47	AGM – Plant Quality, Customer Contact Zero KM & Field Service	33,92,796	Dip (Automobile Engineering), BA, MBA	28	2-May-13	Casper Industries pvt ltd	No
9	Dhiraj Banerjee	47	AGM - Gear Manufacturing & Tool Design	34,23,300	B Tech (Mech), PGDBA (Operations - Distance)	21	18-Dec-17	Gleason Works India Pvt Ltd	No
10	Vinayaka V Bhat	52	DGM – ER/IR	31,97,513	B.Com, PG in IR & PM	26	01-Feb-21	Shahi Textiles	No

**Notes:**

- The nature of the employment is permanent and the terms of remuneration in the case of President and Wholetime Director is governed under the Board's and members' resolution.
- None of the above employee hold any shares in the Company except Mr. Ranganathan S who holds 52 Nos. of shares as on March 31, 2022.
- Remuneration includes Salary, Allowances, perquisites (if any) and Company's contribution towards Provident Fund, Gratuity and Superannuation including Annual Performance Incentive, drawn by the employee during the year before any deductions made.

For and on behalf of the Board of Directors

Place : Pune  
Date : May 17, 2022**B. N. Kalyani**  
Chairman

## Annexure - D

### Form AOC – 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:**

#### 1. Details of contracts or arrangements or transactions not at arm's length basis

a.	Name(s) of the related party and nature of relationship	<b>Nil</b>
b.	Nature of contracts/arrangements/transactions	<b>Nil</b>
c.	Duration of the contracts/arrangements/transactions	<b>Nil</b>
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	<b>Nil</b>
e.	Justification for entering into such contracts or arrangements or transactions	<b>Nil</b>
f.	Date(s) of approval by the Board	<b>Nil</b>
g.	Amount paid as advances, if any	<b>Nil</b>
h.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	<b>Nil</b>

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Meritor HVS (India) Limited
b.	Nature of contracts/arrangements/transactions	Purchase of raw material, sale of finished goods, Availing technical service, Payment of Rent
c.	Duration of the contracts/arrangements/transactions	On ongoing basis
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	In tune with the market parameters. Estimated annual transaction value of ₹ 30,000 Million for a period of five (5) years Starting from April 1, 2019.
e.	Date(s) of approval by the Board, if any:	May 8, 2018 and approved by shareholders in the Annual General Meeting held on August 13, 2018
f.	Amount paid as advances, if any:	Nil

For and on behalf of the Board of Directors

Place : Pune  
Date : May 17, 2022

**B. N. Kalyani**  
Chairman



## Annexure - E

### Annual Report on CSR Activities

#### 1. Brief outline on CSR Policy of the Company.

Business Enterprises are the economic organ of the society and rely on societal resources. Automotive Axles Limited (AAL) believes that a Company's performance must be measured by its Triple Bottom Line contribution to building economic, social and environmental capital towards enhancing the societal sustainability. The concept of sustainability, responsibility and social welfare has intrinsically been woven into the corporate ethos of the organisation.

CSR initiative has reinforced us as community conscious, socially responsible and value based organisation, committed to making the world a better place to live in. All our CSR activities concentrate towards the holistic development of the individual and the society as a whole.

#### 2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. B C Prabhakar	Chairman Independent Director	3	3
2	Dr. Shalini Sarin	Member Non-Executive, Independent Director	3	3
3	Dr. Muthukumar N (Members of the committee w.e.f. February 04, 2022)	Member Wholetime Director	3	Nil

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: [https://www.autoaxle.com/Corporate\\_Social\\_Responsibility.aspx](https://www.autoaxle.com/Corporate_Social_Responsibility.aspx)
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). **Not Applicable**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	-----	-----Not Applicable-----	-----

- Average net profit of the company as per Section 135(5): INR 93,67,66,096/-
- Two percent of average net profit of the company as per section 135(5): INR 1,87,35,322/-
  - Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
  - Amount required to be set off for the financial year, if any: NIL
- Total CSR obligation for the financial year (7a+7b-7c) : INR 1,87,35,322/-

**9.(a) CSR amount spent or unspent for the financial year:**

Amount Unspent (₹ in Million)

Total Amount Spent for the Financial Year (₹ in Million)	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1,92,43,955	Nil	N.A.	Nil	Nil	N.A.

**(b) Details of CSR amount spent against ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration.	Amount allocated for the project (Amount in ₹)	Amount spent in the current financial Year (Amount in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (Amount in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
				State	District						
1.	Activities related to Covid-19	Promoting Health	Yes	Mysuru,	Karnataka	3 Years	1,69,87,387	1,69,87,387	Nil	Direct	N.A.
<b>Total</b>							1,69,87,387	1,69,87,387	Nil		

**(c) Details of CSR amount spent against other than ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (Amount in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Covid Relief Expenses	Disaster management, including relief, rehabilitation and reconstruction activities	Yes	Mysuru,	Karnataka	57,08,415	Yes	N.A.	N.A.
2.	Skill Development	Employment enhancing vocation skill	Yes	Jamshedpur,	Jharkhand	8,75,000	No	PANIIT Alumni Reach for India Foundation	CSR00000005
3.	Skill Development	Employment enhancing vocation skill	Yes	Mysuru,	Karnataka	33,94,000	No	JSS Mahavidyapeetha	CSR00019470
4.	Lab built on wheel	Promoting health care including preventive health care	Yes	Mysuru,	Karnataka	92,66,540	Yes	N.A.	N.A.
<b>Total</b>						1,92,43,955			



- (d) Amount spent in Administrative Overheads: Nil
- (e) Amount spent on Impact Assessment, if applicable: Nil
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): INR 3,62,31,342/-
- (g) Excess amount for set off, if any: INR 5,08,633/-

Sl. No.	Particular	(Amount in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	1,87,35,322
(ii)	Total amount spent for the Financial Year	1,92,43,955
(iii)	Excess amount spent for the financial year [(ii)-(i)]	5,08,633
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	5,08,633

### 10.(a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (Amount in ₹)	Amount spent in the reporting Financial Year (Amount in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (Amount in ₹)
				Name of the Fund	Amount (Amount in ₹)	Date of transfer.	
1.	2018-19	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
2.	2019-20	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
3.	2020-21	1,69,87,387	1,69,87,387	N.A.	N.A.	N.A.	Nil
<b>Total</b>		<b>1,69,87,387</b>	<b>1,69,87,387</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>Nil</b>

### (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the (Amount in ₹)	Amount spent on the project in the reporting Financial Year (Amount in ₹)	Cumulative amount spent at the end of reporting Financial Year (Amount in ₹)	Status of the project - Completed / Ongoing.
1	N.A.*	Activities related to Covid-19	2020-21	3 Years	1,69,87,387	1,69,87,387	1,69,87,387	Completed
<b>Total</b>					<b>1,69,87,387</b>	<b>1,69,87,387</b>	<b>1,69,87,387</b>	

\* Project id could not be generated due to technical reasons.

**11.** In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

**Asset-wise details:**

- (a) Date of creation or acquisition of the capital asset(s): Nil
- (b) Amount of CSR spent for creation or acquisition of capital asset: Nil
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Nil
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Nil

**12.** Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5).  
Not Applicable

For and on behalf of the Board of Directors

**Nagaraja Sadashiva Murthy Gargeshwari**  
President & Whole-time Director

**B. C. Prabhakar**  
Chairman of the CSR Committee

Place: Mysuru  
Date: May 17, 2022

Place: Bengaluru  
Date: May 17, 2022





# Business Responsibility Report

## Section A - General Information

1. Corporate Identity Number (CIN) of the Company	L51909KA1981PLC004198						
2. Name of the Company	AUTOMOTIVE AXLES LIMITED						
3. Registered address	Hootagalli Industrial Area, Off. Hunsur Road, Mysore, Karnataka - 570018						
4. Website	www.autoaxle.com						
5. E-mail id	sec@autoaxle.com						
6. Financial Year reported	2021-22						
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	<table border="1"> <thead> <tr> <th>NIC Code</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>29301</td> <td>Rear Drive Axles</td> </tr> <tr> <td>29301</td> <td>Brakes</td> </tr> </tbody> </table>	NIC Code	Description	29301	Rear Drive Axles	29301	Brakes
NIC Code	Description						
29301	Rear Drive Axles						
29301	Brakes						
8. List three key products/services that the Company manufactures/ provides (as in balance sheet)	<ul style="list-style-type: none"> <li>i) Rear Drive Axles</li> <li>ii) Brakes</li> <li>iii) Suspension</li> </ul>						
9. Total number of locations where business activity is undertaken by the Company (a) Number of International Locations (Provide details of major 5) (b) Number of National Locations	<p>Nil</p> <p><b>Registered Office &amp; Works:</b> Hootagalli Industrial Area, Off. Hunsur Road, Mysore, Karnataka - 570018</p> <p><b>Other Manufacturing locations:</b> Jamshedpur, Rudrapur, Hosur</p>						
10. Markets served by the Company – Local/State/National/ International	India						

## Section B - Financial Details of the Company

1. Paid up Capital (INR)	₹151.12 Million
2. Total Turnover (INR)	₹14,948.78 Million
3. Total profit after taxes (INR)	₹743.58 Million
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.59 % of net profit of the Company was spent towards Corporate Social Responsibility during the financial year 2021-22.
5. List of activities in which expenditure in 4 above has been incurred:-	<ul style="list-style-type: none"> <li>(i) Covid Relief Expenses</li> <li>(ii) Promoting health care including preventive health care</li> <li>(iii) Skill development initiatives</li> </ul>

## Section C - Other Details

1. Does the Company have any Subsidiary Company/ Companies?	No
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Not Applicable
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	The other entities with which the Company does business with viz. suppliers, distributors, etc. are not directly included in the BR initiatives of the Company.

## Section D - BR Information

### 1. Details of Director/Directors responsible for BR:

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

#### No. Particulars

1. DIN Number
2. Name
3. Designation

#### Details

00839616  
Mr. Nagaraja Sadashiva Murthy Gargeshwari  
President & Wholtime Director

(b) Details of the BR head

#### No. Particulars

1. DIN Number (if applicable)
2. Name
3. Designation
4. Telephone number
5. e-mail id

#### Details

00839616  
Mr. Nagaraja Sadashiva Murthy Gargeshwari  
President & Wholtime Director  
+91 821 7197500  
Nagaraja.Gargeshwari@autoaxle.com

### Principle-wise (as per NVGs) BR Policy

The Company's policies are in line with the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) which provides for the following (09) nine areas of Business Responsibility to be adopted by the organisations:-

Principle 1	Ethics, Transparency and Accountability	Principle 6	Environment
Principle 2	Products Sustainability	Principle 7	Public Policy
Principle 3	Employees' Well-being	Principle 8	Inclusive Growth
Principle 4	Stakeholder Engagement	Principle 9	Customer Relations
Principle 5	Human Rights		

### a) Details of Compliances:

Sr.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
						The policy is embedded in the Company's Code of Conduct, Ethics and HR policies				
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	NA	Y	Y	Y	Y
3.	Does the policy conform to any National / International standards? If yes, specify? (50 words)	Yes, the policies are in line with international standards such as ISO 9001:2015, IATF 16949:2016, EMS ISO 14001:2015, OHSAS ISO-45001:2018, and meet National regulatory requirements such as the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also guidelines as per NVGs on social, environment and economic responsibility of business have been considered for formulation of some policies.								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	NA	Y	Y	Y	Y
5.	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	These policies are administered and supervised by the management of the Company through a robust internal governance structure.								



Sr.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6.	Indicate the link for the policy to be viewed online?	https://www.autoaxle.com/Investor_Policy.aspx								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	NA	Y	Y	Y	Y
8.	Does the company have in-house structure to implement the policy / policies?	Y	Y	Y	Y	NA	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	NA	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The Policies on Quality, Safety and Health, Environment, 5S and Total Productive Maintenance are subject to internal and external audits as part of certification process and ongoing periodic assessments. Other policies are periodically evaluated for their efficacy through Internal Audit mechanism.								

**(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)**

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The company has not understood the Principles	-	-	-	-	-	-	-	-	-
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3.	The company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4.	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5.	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6.	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

**Governance Related to BR**

(a)	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	Annually
(b)	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The company has been publishing the BR Report as a part of its Annual Report which can be viewed at: <a href="https://www.autoaxle.com/Environment.aspx">https://www.autoaxle.com/Environment.aspx</a>

**Section - E: Principle-Wise Performance**

**Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability**

(a)	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?	Yes, The "Business Code of Conduct" of the company provides guidelines and policies on ethics, bribery and corruption. This Code is applicable to all Employees of the company.
(b)	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	During the year under review, the Company has not received any complaints in connection with ethics, bribery or corruption.

## Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

(a) List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	<p>In Designing &amp; Developing Axles &amp; Brakes to achieve Better environmental performance is considered as top priority at Automotive Axles Limited (hereinn after called as "AAL").</p> <p>Following are the key Mother Earth Care aspects considered:</p> <ul style="list-style-type: none"> <li>a) R&amp;D of Green Axles- Double speed axle to reduce fuel consumption and also duration to reach the destinations are reduced.</li> <li>b) Reduction in Carbon emissions through renewable energy</li> <li>c) Improved fuel combustion efficiency</li> <li>d) Reduction in use of dangerous substances in product manufacturing</li> <li>e) Enhancement of design for recycling the product after life cycle</li> <li>f) Considering the use of recycled materials maximum extent</li> <li>g) Reduction in ambient noise level with improved Axle Gear Box components specifications</li> <li>h) 5s certified company- certified by JUSE, Japan.</li> </ul>
(b) For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): <ul style="list-style-type: none"> <li>(i) Reduction during sourcing / production/distribution achieved since the previous year throughout the value chain?</li> <li>(ii) Reduction during usage by consumers (energy, water) has been achieved since the previous year?</li> </ul>	<p>AAL Plant in Mysore has introduced many improvements in Axle &amp; Brakes manufacturing through Mission 2025 strategies. Team working on the improvements related to yield improvements and other eco-friendly activities indicated below:</p> <ul style="list-style-type: none"> <li>a) Certified under ISO-14001:2015- Environment Management System &amp; ISO-45001:2018- Occupational Health &amp; safety Management System</li> <li>b) Raw materials optimisation by reducing input weight by 8% for R160V Notch</li> <li>c) Raw material conservation by reducing input weight by 16% for housing ring machining stock reducing on both sides</li> <li>d) Resource conservation by reducing input weight by 4% for 41 Diameter in Brakes Camshaft</li> <li>e) Natural resource conservation by wood consumption reduction in all stages of manufacturing</li> <li>f) Brakes components Yield Improvement from 66% to 88%</li> <li>g) LPG consumption reduction in Heat Treatment process from 0.32kg/ Kg Material to 0.22Kg /kg of Material Input to furnaces</li> <li>h) Raw Water Consumption Reduction from 23 Ltrs/SDLH to 20Lts/SDLH has been achieved through water harvesting and recycling initiatives</li> <li>i) With all water conservation initiatives, achieved 50% water positive status</li> <li>j) 50% CO2 Emission reduction achieved through Renewable energy usage- Sources of Energy (Solar, Hydel, Wind) &amp; Tree plantation</li> <li>k) Canteen Roof top Rainwater harvesting with Rainy dual media filtration provided- 656KL/Annum</li> <li>l) Increase in Loading efficiency of truck for FG dispatch to customer site</li> <li>m) 100% Elimination of LPG operated forklift by battery operated forklift to reduce GHG emissions</li> <li>n) Paint consumption reduction by 15 % by eliminating Manual painting operation to Robot painting.</li> <li>o) 30 Kwh solar panel installed in brakes plant roof top.</li> <li>p) VFD provision for all high running motors &amp; Utility Equipment's</li> <li>q) 250W Metal Halide Lamps replaced with 150W induction lamps- Energy conservation by 47%.</li> <li>r) Provisions for 100% Natural light entry during day plant operation</li> </ul>



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(c) Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	Yes, AAL has developed intelligent and environmentally sustainable Logistics systems. <ul style="list-style-type: none"><li>• The wooden pallets used for packing of Finished Goods is replace with metal based reusable &amp; returnable pallets resulting to 70% elimination of Wooden Pallets Packaging and also improving the transportation quality.</li><li>• Rail transport-long chassis trucks are always given preference for transporting finished goods, which is technically and economically feasible.</li><li>• Ensuring truck maximum capacity in all areas of supply chain management.</li></ul>
(d) Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?  If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	90%+ Vendor based finish & semi-finish components developed locally. Thereby Increasing the efficiency and optimising the total logistics. AAL has funded to all Strategic Machining Suppliers to improve and increase their capacity and capability, also following steps taken to improve further: <ul style="list-style-type: none"><li>• On Site Vendor base establishment for major components manufacturing &amp; supplying &amp; complying with Just In Time-JIT</li><li>• Educating and Training the Suppliers / Vendors on the ISO standards</li><li>• Critical suppliers being audited on periodical basis on their commitment, Safety, Health &amp; Quality aspects.</li><li>• Insisting Tier-1 , Tier-2 Suppliers to take actions on reducing waste, CO2 Emissions reduction and towards sustainability.</li><li>• Providing technical support to vendors and providing technological assistance to improve their capabilities and enhancing their capacity.</li></ul>
(e) Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, > 10%). Also, provide details thereof, in about 50 words or so.	At Customer End: Guidelines to customers about eco-friendly re-cycle methods for axle waste handling. Instructions includes the oil contents from end of life axles, Metals, Rubber, Plastics and other non-biodegradable parts and to be recycled without environmental pollution.  At AAL – Mysuru <ul style="list-style-type: none"><li>• 100% Sewage water is recycled in sewage treatment plant &amp; reused for urinals flushing &amp; gardening purpose</li><li>• 100% process effluent water is recycled in Effluent treatment plant &amp; reused for gardening purpose</li><li>• 100% Sewage treatment plant sludge is reused for gardening activity</li><li>• 100% Garden waste generated are recycled by vermi composting &amp; reused for gardening activity</li><li>• 100% of hazardous waste sent to KSPCB authorised Incinerator, Landfill &amp; recyclers.</li><li>• 100% Brake shoe liner grinding dust is sent to Cement industries for Co processing</li><li>• Packing waste materials (cartoon boxes, papers, plastic) are disposed to authorised recyclers</li><li>• 40% Wood Consumption Elimination reduced across the plant by providing Reusable Metal stillages</li><li>• 50% Carbon emission reduction by utilising Renewable energy</li><li>• 100% Saw Dust eliminated with alternate reusable sorbents for accidental spills recovery – reducing generation of Hazardous waste</li><li>• All types of Non Hazardous solid waste, wood, plastic, metal, paper and other waste are being disposed to KSPCB/PCB authorised recyclers</li></ul>

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**Principle 3: Businesses should promote the wellbeing of all employees**

(a)	Please indicate the Total number of employees	368 (Management Staff) 618 (Workmen) Total Permanent Employees: 986																
(b)	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	1868																
(c)	Please indicate the Number of permanent women employees	31																
(d)	Please indicate the Number of permanent employees with disabilities	3 workmen (Dumb) 3 workmen (Deaf)																
(e)	Do you have an employee association that is recognised by management	Yes																
(f)	What percentage of your permanent employees is members of this recognised employee association?	Approximately, 61% of permanent employees are members of the recognised employee association																
(g)	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Category</th> <th>No. of complaints filed during the financial year</th> <th>No. of complaints pending as on end of the financial year</th> </tr> </thead> <tbody> <tr> <td>i)</td> <td>Child labour/forced labour/involuntary labour</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>ii)</td> <td>Sexual harassment</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>iii)</td> <td>Discriminatory employment</td> <td>NIL</td> <td>NIL</td> </tr> </tbody> </table>	Sr. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year	i)	Child labour/forced labour/involuntary labour	NIL	NIL	ii)	Sexual harassment	NIL	NIL	iii)	Discriminatory employment	NIL	NIL
Sr. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year															
i)	Child labour/forced labour/involuntary labour	NIL	NIL															
ii)	Sexual harassment	NIL	NIL															
iii)	Discriminatory employment	NIL	NIL															
(h)	What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?	<table border="1"> <tbody> <tr> <td>(i) Permanent Employees –</td> <td>100%</td> </tr> <tr> <td>(ii) Permanent Women Employees –</td> <td>100%</td> </tr> <tr> <td>(iii) Casual/Temporary/Contractual Employees –</td> <td>100%</td> </tr> <tr> <td>(iv) Employees with Disabilities –</td> <td>100%</td> </tr> </tbody> </table>	(i) Permanent Employees –	100%	(ii) Permanent Women Employees –	100%	(iii) Casual/Temporary/Contractual Employees –	100%	(iv) Employees with Disabilities –	100%								
(i) Permanent Employees –	100%																	
(ii) Permanent Women Employees –	100%																	
(iii) Casual/Temporary/Contractual Employees –	100%																	
(iv) Employees with Disabilities –	100%																	

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.**

(a)	Has the company mapped its internal and external stakeholders? Yes/No	Yes, the principal stakeholders of the Company are its employees, shareholders, suppliers, customers, vendors, JV partners, government and regulatory authorities, trade union, general public etc. These stakeholders are mapped in a structured manner through systematic communication platforms which helps us to understand the customer needs and the improvement opportunities for the Company in all prospects.
(b)	Out of the above, has the company identified the disadvantaged, vulnerable & marginalised stakeholders ?	Among the General public, the Company has identified the disadvantaged, vulnerable & marginalised group for whom the Company provides support for their sustenance.



<p>(c) Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.</p>	<p>Yes, several initiatives have been taken by the Company like :</p> <ul style="list-style-type: none"> <li>(i) We provide mid-day meals to the inmates of the nearby house for destitute and ensure their basic needs are met with.</li> <li>(ii) During the year under review, the prime focus was to reach the rural population to combat health issues. Hence, a novel initiative was taken up to reach the rural masses by donating "Lab on Wheels" - the highest quality lab vehicle is built on robust chassis with durability and maximum interior space to adequately fulfil specific needs or services of the public at large. This moving laboratory can be connected to any simple vehicle like tractor, Jeep or any LCV which is commonly available in a district or rural environment. This can be taken to town or panchayat or any places where bringing patients to the hospital for diagnosis is a challenge currently.</li> <li>(iii) We have Joined hands with District Administration of Mysuru along with Asha Kirana Hospital &amp; Gopal Gowda Shanthaveri Memorial Hospital for setting up of the Meritor-Kalyani Care in Princess Krishnajammanni Super Speciality Hospital, Mysuru by converting existing civil structure in to ultra modern ICU with all oxygenated beds with in record 18 days and opened for public service to combat COVID'19 Pandemic Outbreak.</li> <li>(iv) We have also installed oxygen Generator which will help local society at large even post Covid.</li> <li>(iv) We have also taken various skill development initiatives to promote employment enhancing vocation skills and livelihood enhancement projects.</li> </ul>
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**Principle 5: Businesses should respect and promote human rights**

<p>(a) Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures /Suppliers/Contractors/NGOs/ Others?</p>	<p>The Company does not have a stand-alone policy for human rights, however, the Company's internal policies on Code of Conduct and Ethics recognises all the key aspects of human rights which lays down the acceptable behavior of the employees and provides for stringent disciplinary actions in case of violation of these policies.</p>
<p>(b) How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?</p>	<p>During the year under review, the Company has not received any complaints from any stakeholders.</p>

**Principle 6: Business should respect, protect and make efforts to restore the environment**

The Company believes in safeguarding the environment while executing its operations. The Company ensures to do business with the minimum environmental impact. The aim is of rational use of natural resources & reduced waste emissions.

<p>(a) Does the policy related to Principle 6 cover only the company or extends to the Group /Joint ventures / Suppliers /Contractors /NGOs/others</p>	<p>Yes, Company's environmental policy extends to its all interested parties which include company employees, group companies, Customer, suppliers, Contractors, General public, related Govt. Agencies and others.</p>
<p>(b) Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.</p>	<p>Yes, Sustainability Key Initiatives to contribute towards reducing carbon footprint and ensuring sustainability across all operations, the Company focuses on various initiatives like: using Solar Power, modern regenerative combustion technology for all furnaces, recycled water usage for gardening, reduced hazardous waste generation with recycle &amp; recovery &amp; adoption of eco-friendly waste disposal, implementation of scientific tree plantation to reduce atmospheric pollution etc. in its manufacturing operations. <a href="https://www.autoaxle.com/Environment.aspx">https://www.autoaxle.com/Environment.aspx</a></p>

(c) Does the company identify and assess potential environmental risks? Y/N	Yes, Environmental risks are covered in the Company's principles that are based on ISO-14001:2015 standards. Every unit or plant implements the following: (i) EHS risks and opportunities implemented through Management Program; (ii) Identification and evaluation of EHS aspects and requirements; (iii) Legal obligations and other requirements; (iv) EHS emergency management; and Once risks are identified, steps are taken to measure and mitigate these risks through EHS management system approach, certified under ISO-14001:2015-EMS.
(d) Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	Yes, the Company continues to work towards development and implementation of climate change mitigation project mainly through energy saving projects, water saving, LPG consumption reduction, waste reduction & CO2 reduction under sustainability development. However, we don't have any registration for Clean Development Mechanism projects.
(e) Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	Yes, several initiatives on clean technology, energy efficient electrical appliances, Induction lamps, Led lightings, Roof Top Turbo Ventilators renewable energy and sustainability development has been done like Solar power activities are initiated. <a href="https://www.autoaxle.com/Environment.aspx">https://www.autoaxle.com/Environment.aspx</a>
(f) Are the Emissions/Wastes generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Yes, all emissions / waste generated are monitored daily / monthly / quarterly and ensured for within the permissible limit as per KSPCB Consent norms.
(g) Number of show cause / legal notices received from CPCB/KSPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year	NIL

### Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

(a) Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	The Company is member of: 1. Confederation of Indian Industry (CII); 2. Automotive Component Manufacturers Association of India (ACMA) 3. National Safety Council-NSC 4. Quality Forum Of India-QCFI
(b) Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	From time to time, the Company has joined hands with these associations for the betterment and advancement of the society at large. The Company has contributed in the areas of:- (i) Input on economic reforms (ii) corporate governance and transparency (iii) education and skill development (iv) women empowerment and child welfare (v) sanitation and hygiene (vi) Addressing issues pertaining to global warming, climate change, environment protection and pollution control.





**Principle 8: Businesses should support inclusive growth and equitable development.**

(a) Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof	<p>The details of the Projects undertaken by the Company are as under:</p> <p>Promoting rural health :</p> <p>We donated the trailer to Government of Karnataka through our CSR initiative - "Lab Built on Wheels" a novel initiative to serve the rural population of our country, more specifically to the state of Karnataka to start with. This philanthropic initiative valuing healthcare diagnosis for rural masses aims to help our nation at large. The laboratory built on a trailer is part of the overall solution of state healthcare delivery. This is the first Laboratory built on wheels in the platform of trailer in the country (meeting BSL2/3 laboratory safety standards). The highest quality lab vehicles are built on robust chassis with durability and maximum interior space to adequately fulfil specific needs or services of the public at large. This moving laboratory can be connected to any simple vehicle like tractor, Jeep or any LCV which is commonly available in a district or rural environment. This can be taken to town or panchayat or any places where bringing patients to the hospital for diagnosis is a challenge currently.</p> <p>Disaster management, including relief &amp; rehabilitation during COVID'19 Pandemic Outbreak</p> <p>We have Joined hands with District Administration of Mysuru along with Asha Kirana Hospital &amp; Gopal Gowda Shanthaveri Memorial Hospital for setting up of the Meritor-Kalyani Care in Princess Krishnqajammanni Super Speciality Hospital, Mysuru by converting existing civil structure in to ultra modern ICU with all oxygenated beds with in record 18 days and opened for public service to combat COVID'19 Pandemic Outbreak. Your company also installed oxygen Generator which will help local society at large even post Covid.</p> <p>Eradicating hunger, poverty and malnutrition :</p> <p>We have taken the responsibility to feed mid-day meal through our factory canteen to a nearby home for the destitute for whom we had earlier re-built the house which was in a dilapidated condition.</p> <p>Skill Development</p> <p>We have also taken various skill development initiatives to promote employment enhancing vocation skills and livelihood enhancement projects.</p>
(b) Are the programmes/projects undertaken through in-house team/own foundation / external NGO/ government structures/any other organisation?	<p>The Company has separate in-house team for CSR activities to plan, implement, monitor and review various community development initiatives. The Company believes in a participatory approach towards implementing these initiatives and collaborates with NGOs, Government authorities/ agencies to deliver the Programs/ Projects.</p>
(c) Have you done any impact assessment of your initiative?	<p>No, we have not done any impact assessment of our initiatives.</p>
(d) What is your company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken	<p>During the year, the Company has spent ₹ 7.99 Million towards various CSR activities. The project wise details are provided in Annexure - E of Annual Report on CSR activities.</p>
(e) Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	<p>Yes, we do a periodic assessments to ensure that the benefits of our development initiatives are being fully utilised by the Community for which they are being provided.</p>

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

(a) What percentage of customer complaints/ consumer cases are pending as on the end of financial year?	No Customer Complaints/No consumer cases till end of FY21-22.
(b) Does the company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)	Yes, Since the Company's products are OEM specific and as per OEM requirements, the Company displays product requirement on packaging as per the requirements of OEM and consistent with applicable laws.
(c) Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.	No
(d) Did your company carry out any consumer Survey / consumer satisfaction trends?	Yes



# Management Discussion and Analysis

## Global economy

In 2021, the world economy saw a strong rebound, owing to widespread vaccination, robust demand recovery on the back of major stimulus packages and favourable monetary policies by governments and central banks. Moreover, global trade achieved new highs of \$ 28.5 trillion in 2021, up by 25% after a contraction in 2020. All these factors contributed to a 6.1% growth in global GDP in 2021, compared to a sharp decline of 3.3% in 2020.

While the global economy was still recuperating from the pandemic's several waves, the Russia-Ukraine conflict impacted the economy, disrupting supplies and increasing oil, food, and gas prices. In March 2022, the annual rate of inflation, as measured by the consumer price index (CPI), jumped to 9.2%, more than double the rate of 3.7% in March 2021. In response, central banks started tightening monetary policies to curb the effect of inflation. Apart from that, multiple lockdowns in China hampered global activity and may further impact the global supply chain.

Global GDP growth estimates (%)	Projections		
	2021	2022	2023
World Output	6.1	3.6	3.6
Advanced Economies	5.2	3.3	2.4
Emerging Markets and Developing Economies	6.8	3.8	4.4
US	5.7	3.7	2.3
Euro Area	5.8	2.8	2.3
UK	7.4	3.7	1.2
China	8.1	4.4	5.1
Japan	1.6	2.4	2.3
Russia	4.7	-8.5	-2.3

[Source: IMF WEO April 2022]

## Outlook

The IMF revised its global GDP with a downward prediction for 2022 and 2023 to 3.6%, due to the risks of Russia-Ukraine conflict, rising inflation, and global supply chain bottlenecks. In terms of combating the COVID-19 pandemic, the world is now not only cautious but also better prepared after weathering the disruptions of the last two years, and thus, the impact of the pandemic seems limited. However, to emerge from this slump, there is a need for collaborative action to address the ongoing geopolitical tension, focus on handling the supply chain disruptions while managing debt levels and inflation.

## Indian economy

In FY2021-22, India witnessed a GDP growth of 8.7%, compared to a sharp contraction of 6.6% in FY2020-21. With this, India became the world's fastest growing major economy. The growth can be attributed to the government's massive stimulus package and timely policy interventions, as well as the government's response to the pandemic with a rapid vaccination drive, increased capital expenditure, record high tax revenue and GST collections, and the RBI's accommodative monetary policies. According to provisional estimates by the NSO, the agriculture and allied sector grew by 3.0% over the last year. With a favourable base and government's thrust on domestic production, the manufacturing sector grew by 9.9% for the year compared to a de-growth of 0.6% in the previous year. The construction sector recorded a significant growth of 11.5% in FY 2021-22, recovering from a contraction of 7.3% aided by the base effect and a strong recovery in the economy.

However, inflation is a growing concern with rising prices of oil, gas and other commodities due to the impact of the conflict between Russia and Ukraine. India's CPI averaged over 6% in the last six months, whereas the WPI averaged more than 13%. The RBI raised the repo rate by 90 basis points to keep inflation under control.

[Source: Economic Survey 2021-22, IMF, RBI MPC, ICRA]

## India GDP growth estimates

(%)



[Source: NSO, CRISIL]

## Outlook

The Indian economy is well positioned to register a GDP growth of 7.3% in FY 2023, on the back of the government's focus on capital investment and exports, as well as structural reforms and a robust financial system. Long-term economic growth is expected to be aided by sector-specific policies such as the Production Linked Incentive (PLI) scheme, which aims to encourage domestic manufacturing across

15 industries, a credit guarantee programme for SMEs, and increased infrastructure spending. The government announced a higher capex spending in the Budget goals for FY2022-23, up 35.4% from 5.54 lakh crore in FY 2021-22 to 7.5 lakh crore in FY 2022-23, which will have a multiplier impact in revitalising the economy. With all these measures of macroeconomic stability, India is prepared to meet the challenges and maintain robust growth in the coming year.

## Indian automobile and auto component industry

### Automobile industry

The preceding year was full of unanticipated challenges and new learnings for the sector. In FY 2021-22, the automobile industry experienced a 6% decline in overall sales growth. All vehicle segments are experiencing supply chain issues, and the industry is yet to fully recover from the interruptions it has been experiencing since early 2020. The Indian automobile industry worked hard to indigenise parts, control costs, invest in new technologies and expand exports to keep the value chain running. The government also launched several targeted initiatives, such as the PLI scheme and the expansion of the FAME scheme.

One of the key challenges in the automobile industry is semiconductor availability. In response to the challenge, the government envisioned a comprehensive programme for developing semiconductors and display manufacturing ecosystem in India, with a budget of ₹76,000 crore+.

Commercial vehicles witnessed a robust recovery, with the industry selling 6,64,009 units in FY 2021-22, a 26%

increase from the 5,26,073 units sold in the previous year. The growth in the Commercial Vehicles segment was aided by the increased activity in road construction, mining and improved infrastructure spending by the Central and State Governments as well as a surge in the e-commerce sector. In the Truck segment, the growth was bolstered by replacement demand, resumption of economic activity and government infrastructure spending. The reopening of schools and offices, as along with the gradual return to normalcy, aided growth in the Bus segment.

Medium and Heavy Commercial Vehicle sales increased by double digits, owing to a rise in fleet utilisation levels, driven by increased economic and infrastructure activity. Intermediate Commercial Vehicle volumes increased by double digits as the e-commerce sector shifted to more CNG-powered vehicles. The Small Commercial Vehicle segment grew in the single digits due to chip shortages, which caused production issues.

### Auto components industry

In FY 2021-22, the auto component industry revenue grew by approximately 13-15% on the back of domestic OEMs, replacement, export volumes and commodity price pass-through. Exports have increased because of the 'China+1 strategy', which has been a bright spot in the Indian auto component growth story. Export growth in FY 2021-22 would have been much higher if not for the semiconductor constraint. While auto ancillaries have witnessed a healthy export order book for the upcoming months, geopolitical and supply-chain problems must be closely monitored.

## Government measures for Automobile and Auto Component industry

**PLI scheme, Champion OEM Incentive Scheme, Component Champion Incentive Scheme:**

Over a five-year period, the Production Linked Incentive (PLI) Scheme for India's Automobile and Auto Component Industry is expected to attract a proposed investment of ₹74,850 crore. The approved applicants under the Champion OEM Incentive Scheme are expected to contribute ₹45,016 crore to the total investment. The remaining investment, totalling ₹29,834 crore, is expected to come from the Component Champion Incentive Scheme.

Source: Ministry of Heavy Industries - PIB

### Outlook

After navigating through several challenges over the past three years, India's automotive market is poised for single- to double-digit growth across segments ranging from commercial vehicles (CVs) and tractors to passenger vehicles and two-wheelers, as demand and supply-side issues normalise. The commercial vehicle industry is set for a breakout year in FY 2022-23, thanks to a strong momentum from Q4 FY2021-22, a fundamentally sound economy, high truck utilisation and freight rates. The Indian auto component industry is expected to clock 8-10% growth in FY 2022-23, supported

by the easing of supply-chain issues and commodity inflation in the second half of the year.

### AAL- Progressing with technology and teamwork

Automotive Axle Limited (AAL) is a joint venture between Kalyani Group and Meritor Inc., USA, incorporated in 1981. It is India's largest independent manufacturer of Rear Drive Axle Assemblies and S-Cam actuated quick-change air brakes and trailer axles for 10 tonnes to 13 tonnes gross vehicle weight (GVW).



With our expertise in manufacturing of axles and brakes and advanced gearing technology, we have built trust among our customers by delivering reliable products and we are determined to further enhance our value proposition in the future. Our capability has enabled us to grow our presence in both domestic and international markets, as we serve the manufacturers of trucks and buses in segments like light, medium and heavy commercial vehicles, military and off-highway vehicles and aftermarket.

Our product portfolio includes front steer axles, defence axles, off-highway axles, non-drive axles, drive axles, tandem axles, drum brake, disc brake, gearing, integral brake to axle design, weight option designs and driver operated differential locks.

Our manufacturing footprint spreads across India with 4 plants – Mysuru (Karnataka), Rudrapur (Uttarakhand), Jamshedpur (Jharkhand) and Hosur (Tamil Nadu)–where we reinforce our world-class manufacturing standards by following the concept of built-in quality. Additionally, Meritor Commercial Vehicle Systems India Private Limited serves as our technology partner in product engineering, product benchmarking, prototyping, validation and testing, and aftermarket engineering.

We are listed on both National Stock Exchange of India Limited and BSE Limited.

## AAL at a glance

<p><b>40+ years</b> Experience</p> <p><b>~2,000+</b> Team size</p> <p><b>4</b> Production units</p>	<p><b>Product categories</b></p> <ul style="list-style-type: none"> <li>• Drive Axles</li> <li>• Front Steer Axles</li> <li>• Off-highway Axles</li> <li>• Non-Drive Axles</li> <li>• Drum &amp; Disc Brake</li> <li>• Suspension</li> </ul> <p><b>Major end customers</b></p> <ul style="list-style-type: none"> <li>• Ashok Leyland</li> <li>• Daimler India</li> <li>• Mahindra &amp; Mahindra</li> <li>• Tata Motors</li> <li>• Volvo Eicher</li> <li>• Volvo Thailand</li> </ul>	<p><b>Financial performance FY 2021-22</b></p> <p><b>₹1494.88 crore</b> Total income</p> <p><b>₹74.36 crore</b> Profit after tax</p> <p><b>₹49.20</b> Earnings per share</p>
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### Vision

To be a world-class quality manufacturer of axles, providing innovative solutions to customers at competitive price that enhance mobility, safety and environment and retain leadership.

### In the pursuit of excellence

Our focus has always been on delivering world-class quality products. Our business enablers include the following:

**Business acumen:** Our market insights and understanding of customer requirements are a result of our 41 years of experience, especially in the Indian and Asian Markets. With a focus on innovation and cost-effective products, we ensure our customers can rely on our offerings.

**Competitive edge:** Our skilled workforce and technical expertise enables us to deliver bespoke products and services to our customers. We also enjoy technology leadership owing to our joint venture with Meritor Heavy Vehicle Systems LLC, USA.

**Quality-focused:** At AAL, we strive to strengthen our quality standards regularly by incorporating internationally acclaimed techniques like Gemba, 5S and Six Sigma processes. Besides, we have inculcated the policy of ‘no acceptance, production or release of defective products’ among our teams. Our state-of-the-art manufacturing facilities with a new axle assembly line is enabled with Industry 4.0, helping us to deliver products with world-class quality and reliability.

**Extensive offerings:** Our wide-ranging product suite caters to various Original Equipment Manufacturers (OEMs) with reliable and highly efficient products.

### Our customers

At AAL, we enjoy an extensive client list across India and are steadily growing our presence in the markets of China, USA, France, Italy, Brazil and others. We are working closely with our customers using the latest technology solution and e-Axle, to support electric vehicle manufacturing.

## Certifications

- Environmental Management System certified with ISO 14001:2015
- Occupational Health and Safety Management System Migrated from OHSAS-18001 and certified with ISO 45001:2018, recertification audit was completed in Feb 2022
- Re-certification by Union of Japanese Scientists & Engineers (JUSE) through Quality Circle Forum of India (QCFI) for continuous implementation of best 5S practices in December 2021
- Quality Management System certified with IATF 16949:2016
- Heat Treatment Process certified with CQI 9
- Welding processes certified with CQI 15

## Awards and recognitions

During FY 2021-22, we received recognitions from the following institutions and customers, for our consistent efforts to improve work place conditions at AAL and deliver better quality products.

- 4 Gold Awards and 1 Silver Award during the Confederation of Indian Industry (CII) Mysuru Chapter Convention on Quality Concept Kaizens competition (CCQC-2021) in September 2021
- 3 Excellence awards in NCQC-2021 Allied Case Study Presentation competition during the National Convention on Allied Concepts held during December 2021 in Coimbatore
- Team Pragathi won Excellence award in ICQCC-2021 Allied Case Study Presentation competition during the International Convention on Allied Concepts held during November 2021 in Hyderabad
- Advance Problem Solving (APS) project appreciation award by Ashok Leyland for the Quality improvements in August 2021
- Global President quality achievement award by Meritor for the Quality Improvement project in November 2021

## Operational highlights

At AAL, we adopt and utilise state-of-the-art equipment to deliver world-class products catering to global requirements. During the year, specific computer numeric control (CNC) equipment was inducted in production lines to meet new models and variants with an emphasis on improving productivity, maintaining flexibility and quick responses to varying volumes and diverse demands.

Additionally, the plant has undergone transformation with the reorganisation of machine layouts and the adoption of single piece flow and cell concepts, enabling flexibility and higher efficiency. Moreover the focus on elimination of non-value-added activities and enhancement of productivity

through multi-manning of machines led to considerable cost competitiveness.

The new axle assembly line embraced Industry 4.0 technology and IOT, which involved in-house programming, installation of relevant hardware and software including devices to capture all the critical process and quality parameters, thus enabling higher operational efficiency and effectiveness.

## Gear line key improvements

In the CNC gear line, we use state-of-the-art gear manufacturing equipment and maintain global standards with a fully-closed loop system. We implemented the close loop system with prediction to counter heat treatment distortion. This has enabled us to manufacture gears in line with global standards. With this technology, we are able to produce parts with digitised masters and are also capable of mapping heat-treated gear parts.

We have developed 160+ ratios with a new system (Spiron II) and have also implemented around ~50 ratios. The new system has significantly improved tool life and we have developed around ~30 ratios over one year with a keen focus on our business in China.

## Automated differential case manufacturing line for 15i

A fully automated CNC line was installed and implemented to cater to 15i differential case. This line is fully automated, from input to output, for various machine stations.

## 15i, Swift 15, MS04 Assembly line implementation

As a technology advancement, a fully automated differential case manufacturing line has been implemented for the 15i platform. The machines are now fully operational for production.

## TPM implementation

This year we started implementing Total Productive Maintenance (TPM) to adapt best processes and world-class manufacturing systems. Under this programme, good progress has been made in terms of initiating activities in all the eight pillars.

## Specialty Axle improvement projects

We also introduced the double pallet concept which improved the productivity of drilling machines by 55% per shift. We undertook various measures that helped us improve productivity significantly.

## BS-VI

In the current financial year, we have successfully transitioned to BS-VI for the production of axle, gear and carrier parts and supported our customers in their transition to the new emission norms.



## Market and Business outlook FY 2022-23

MHCV market volume is expected grow by ~20% in FY 2022-23 compared to the previous year. We are confident that we will grow in line with market growth owing to a foundation in terms of New Product Development (NPD) for various platforms and variants as part of our strategy.

In addition, we will continue to focus on various cost reduction initiatives through effective implementation of Total Productive Maintenance to eliminate waste and optimise resource utilisation. Our aim is to increase market share while introducing innovative products and maintaining focus on cost competitiveness, productivity and quality.

## Financial performance

Key highlights	FY 2021-22	FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18
Total Income (₹ Crore)	14,948.78	9126.48	9596.81	19420.02	15580.63
Profit before Depreciation & Tax (₹ Crore)	1,364.68	661.68	971.76	2314.97	1710.30
Profit After Tax (₹ Crore)	743.58	227.30	411.34	1215.50	839.32
Earnings Per Share (₹)	49.20	15.04	27.22	80.43	55.54

Key financial ratios	2021-22	2020-21	If there is change of 25% or more as compared to the immediately previous financial year, detail explanation is provided
Debtors Turnover	4.4	4.4	
Inventory Turnover	5.3	3.3	The volume significantly increased during FY 2021-22; however, the inventory value has maintained. This, clubbed with overall higher sales of the year, pushed up the inventory turnover ratio compared to March 2021
Interest Coverage Ratio	56.3	23.3	The interest cost remained at the same level as the previous financial year whereas the profit for FY 2021-22 has doubled when compared to the previous financial year resulting in a better Interest Coverage Ratio
Current Ratio	1.9	1.7	
Debt Equity Ratio (%)	2	3	₹40 million of debt has been systematically repaid during the financial year. This, coupled with a better profitability, has resulted in a lower debt to equity ratio.
Operating Profit Margin (%)	27	21	
Net Profit Margin (%)	5	3	Net profit improved due to better sales during the year; previous year's sales were impacted by COVID-19 and market slowdown
Return on Capital Employed (%)	15	5	ROCE improved due to better sales during the year; previous year sales were impacted by COVID-19 and market slowdown
Return on Net Worth (%)	13	4	RONW % has improved due to better sales during the year; previous year's sales were impacted by COVID-19 and Market slowdown

## Quality management

We are strengthening our production quality by embracing contemporary production techniques. The adoption of Quality Management System (QMS) and Lean Manufacturing System (LMS) have helped us to reinforce our Built-in Quality (BIQ) concept and ZERO COC (coolant, oil and chips). The Automotive Axles Production System (APS) has enabled us to synchronise our operations. We have also implemented Gemba, Six Sigma and 5S principles to enhance our production processes.

We have robust monitoring systems such as IATF 16949: 2016, CQI9 (heat treatment process), CQI15 (welding process standards) and OHSAS (environmental occupational, health and safety management).

We launched our TPM excellence/Total Quality Management (TQM) implementation initiative company-wide to become a benchmark organisation and to use operational excellence as a key differentiator in the marketplace.

## Human resource management

Our progress is the outcome of our HR team's efforts towards efficient human capability utilisation. At AAL, we onboard talent and nurture their growth through regular training and other knowledge-enhancing and skill upgradation mechanisms. Our robust rewards and recognitions programme at AAL motivates our dynamic and determined team to deliver their best.

### Culture at AAL

We have built a diverse culture that we defend at every step. Our core culture objectives are:

- Treating employees with respect/dignity
- Continuous improvement
- Promoting a culture of performance through teamwork and innovation

### Acquiring talent and people practices

AAL is committed towards Diversity and Inclusion as a principle to build a safe and nurturing work environment for all employees.

With a specialised learning centre for induction, on-the-job-training (OJT) and special trainings for the operators, our people are skilled in welding, CNC machine operation, material handling and tools identification. The learning centre is fully equipped and uses contemporary training procedures. We also hire trainers for our neuro-linguistic training programme (NLP).

### 5S workplace management

The 5S workplace management system allows us to maintain better controls on our processes and operations and creates an overall positive environment in the plant.

### Employee engagement

We promote the 'One AAL' concept across all our locations to build team spirit, collaborative approach and camaraderie. Our employee satisfaction surveys help us gain direction to enhance employee engagement in the organisation.

We undertake several initiatives like family day, festival celebrations, summer camps, annual sports day and cultural activities for our employees and for their families. We also encourage our people to participate in external events such as inter-company best safety worker competition, cricket tournaments and so on. Besides, we organise different programmes like essay and slogan writing for special occasions like National Safety Day, World Environment Day and International Women's Day, among others.

### Employee Appreciation Day

We have initiated a monthly Employee Appreciation Day to recognise employees who have demonstrated continuous improvement in productivity, quality, delivery, cost, safety and morale. It provides an opportunity for all employees

to showcase their achievements to the leadership team. We have instituted awards such as Spot Awards, Kaizen Awards, Quality Awards and Safety Awards to recognise their efforts. We also conduct the Best Employee of the Year Award wherein a panel selects the winners from the nominated employees.

### Training and development

We have been nurturing talent through exhaustive training and development programmes for various levels, including Supervisory Development, Managerial Development and Leadership Development.

Identifying key talent and nurturing people through training and development is conducted with the objective of managerial and leadership development, skill development and retention. We launched the Supervisory Development programme in January 2021 to strengthen discipline among employees on the shop floor. The programme focuses on learning supervisory behaviours that positively affect employees' attitude and performance through effective communication, building interpersonal relations and creating accountability. We have conducted this programme for all supervisors at AAL, Mysore. So far, five batches covering ~130 employees have undergone this training.

Post the pandemic, we organised a fun and adventurous outbound programme involving team building activities, conducted by the National Adventure Foundation. Besides team building, the objective was to inculcate skills to reinforce positive, effective and authentic leadership. We conducted 10 batches covering ~354 employees across the organisation.

### Occupational Health Centre (OHC)

Qualified doctors, paramedical staff and emergency medical equipment are available in our OHC to deal with industry-specific health and safety issues among our people. Besides, the doctors undertake monthly health programmes for all our employees, to educate them on employment-related health hazards and work-life balance.





During this financial year, our OHC is fully equipped with state-of-the-art facilities including 4 beds with oxygen, ICU patient monitors, oxygen concentrator, crash cart, suction operators, automated external defibrillators, body wash and eye wash stand, ECG Machine, Nebulizer, PR Spine Board, LED headlight, otoscope and light head magnifying glass to cater to emergencies, including COVID-19.

### Policy for women employees

As an equal opportunities organisation, AAL believes in creating a level playing field for all employees irrespective of their caste, creed, gender or background. We have stringent policies in place to address issues pertaining to women at our organisation. Our objective is to ensure that we provide a safe environment for all our colleagues. To achieve this, there is regular communication between our women employees and the management.

International Women's Day 2022 was celebrated on 8<sup>th</sup> March, 2022. The theme for the year 2022 was 'break the bias' which highlights the importance of women in the workforce. On this occasion, women employees interacted with our top management to voice their opinions on the importance of gender equality, their career growth and the support required by the leadership team to grow further in their professional career.

### Safety, health and environment

As the health and safety of our communities are equally important to us as that of our people, we actively undertake initiatives around various causes to constantly uplift them. We ensure the efficient management of our sustainability drivers, safety, health and environment, to build the overall health and well-being of communities.

#### Safety

To ensure a healthy and safe work environment for our people, we strive to create 'Safety First Priority' across the organisation at all levels. We prepare our employees and contractors for the groundwork and foundations to work safely with continuous training on safety measures. Through safety induction trainings, refresher safety sessions and customised safety workshops, we educate our employees on the prevention of any accidents. We incorporated various visual displays on all the machinery on operational hazards and defined and displayed various safety protocols within the factory's premises to promote 'Sensitive to Safety' (STS).

Under the accident prevention programme, the safety levels at source are improved through various hazard mitigation initiatives on the 4M analysis (Man, Machine, Method & Material) by the respective Line Head of Departments. We provide safety goggles to our employees to wear during the working hours. To reduce operator fatigue, we practice Rapid Upper Limb Assessment (RULA) and Rapid Entire Body Assessment (REBA) for studying employee posture at the workplace. We also inspect all electric chain hoists the beams and test different equipment (air receivers, power

press, EOT cranes and others) through a certified external agency. To increase safety, we added more Lock-out and Tag Out Stations.

Moreover, we also conduct safety relief valve testing and certification for mounded LPG storage bullets by Petroleum and Explosive Storage Organisation (EPSO), in accordance with statutory requirements. Every year, we observe Safety Day and Chemical Disaster and Prevention Day to create awareness among employees on the importance of safety and safe chemical management. We also completed ISO 45001: 2018, Recertification Audit & ISO 14001: 2015 Surveillance Audit successfully by M/s. DQS India.

Under the Fire Mitigation Programme, we installed early fire warning system, CO<sub>2</sub> auto-flooding system and LPG leak detector. Moreover, we extended fire hydrant points and procured latest technology of Compressed Air Foam Portable Mini Fire Tender for emergency. We also organised a certified fire-fighting training for Emergency Response team members. To eliminate any potential fire hazard, a cotton-based reusable sorbent was introduced in case of oil and coolant accidental spillage or leakage. Apart from that, we conduct on-site emergency preparedness mock drills and fire drills involving all emergency response teams. Chemical cabinets were introduced for all paint booth to store paint/thinner to reduce potential fire hazard in the operational area.

We engage our employees in different safety programmes ensuring transparent communication and recognise departments for implementing Safety Kaizens. To reiterate the 'Safety First' culture, we organise various competitions on promoting the importance of safety, while also promoting the 5S culture at workplace.

#### Health

We conduct several healthcare practices for our people at all levels to ensure good health. Every year, we organise several annual and bi-annual medical check-ups (vision and colour vision tests, audiometry, skin tests and ENT examination) for different personnel, even for new recruits. Last year, we conducted several awareness sessions on COVID-19 precautions, personal hygiene and social distancing to prevent spreading of the virus. Our vaccination drive ensured that all our employees and their families were protected.

#### Environment

Focusing on our vision towards sustainability, we introduced several environmental initiatives including water conservation, reusable packaging, carbon emission control, energy conservation and waste management. Within our Water Conservation initiative, we installed a rainwater harvesting facility with a capacity of 665KL/annum and a storm water harvesting facility with a capacity of 600 KL/annum.

For energy conservation, we replaced induction motors with energy-efficient motors and Variable Frequency Drive (VFD) for two treatment plants, saving 20% energy. Moreover, we used polycarbonate sheet on the roof of our NX plant for better insulation of the shopfloor. Under the mission 'Spare

a Watt', we controlled 70% carbon emissions by adopting 50% solar energy. Apart from that, we implemented various optimised processes such as robotic painting process, oil and coolant recovery plant, reusable and returnable packaging to reduce consumption of resources.

As a part of the 'Go Green' Initiative we replaced 100% of wooden separators by metal separators for stacking FG Brakes and 70% of wooden pallets by reusable and returnable steel pallets for loading of our finished goods. Continuing our efforts towards preserving the environment, we distributed vermi compost manure to all our employees on World Environment Day 2021. For our environmental efforts, we sustained ISO 14001:2014, Environment Management System certification.

### Prevention strategies for COVID-19

With the challenges presented by the second wave of COVID-19, we are carefully considering the best course of action to ensure the well-being of our people and our business.

- Strict provision for wearing protective masks, maintaining social distance, screening body temperature, hand sanitising and personal hygiene
- To ensure social distancing, several steps have been taken—installation of no-contact walk-through metal detectors with body temperature screening for every worker, installation of no-contact automatic hand sanitiser dispenser, floor marking across plant where necessary for social distancing, sitting arrangement adjustment at cafeteria ensuring social distance, arrangement of internal meetings in open spaces or virtually
- Introduced various mechanisms to ensure control and preventive measures are followed within the organisation such as—awareness walkathon across the plant to sensitise personnel, employee self-declaration on adhering to the COVID guidelines, restrictions for employees on inter-state and overseas travel, daily sanitation of all work places, a daily global and local monitoring of COVID-19 measures by the senior management
- Continuous disinfectant fumigation across the plant at regular intervals and for all the incoming material trucks prior to entry into plant along with compulsory medical screening for all truck drivers at every entry point into plant
- Dedicated set up of medical team to regularly monitor the health practices along with frequent counselling and guidance for employees
- Provided COVID-19 medications for all frontline workers such as security team, medical team, gardeners and canteen workers
- Created containment zones in the event of any positive cases and tracked primary contacts and secondary contacts to ensure they were quarantined

We are consistently communicating with our people to create awareness and ensure the implementation of various measures undertaken, to avoid the spread of COVID-19. We have also suspended all training initiatives for our tech-team, apart from those that can be imparted online. Additionally, we have minimised external visitors, who are only permitted based on approval of the Plant Operations Head and after all necessary precautions and medical screening.

Further, we are complying with all statutory requirements on COVID-19 compliances and following all required guidelines of Central and State Governments.

### Corporate Social Responsibility (CSR)

We are a community conscious, socially responsible and value-based organisation, committed to making the world a better place to live in. All our CSR activities aim to enhance the holistic development of the individual and the society at large. Considering the surge in COVID-19 pandemic cases, we identified and executed focused initiatives.



### Promoting health care including preventive health care

The Company has donated the second 'Lab Built on Wheels' to the Government of Karnataka through its CSR initiative. Lab Built in Wheels is a novel initiative where the laboratory is built in a trailer, which is a first of its kind in the country (meeting BSL2/3 laboratory safety standards). This initiative helps in delivering healthcare services conveniently at their villages or town level. This moving laboratory can be connected to any simple vehicle like a tractor or LCV which are commonly available in a district or rural environment. This is significantly helpful in small towns or places where access to hospitals is a challenge.

### Disaster management including relief and rehabilitation

The Company collaborated with the District Administration of Mysuru along with Asha Kirana Hospital and Gopal Gowda Shanthaveri Memorial Hospital for setting up of the Meritor-Kalyani Care in Princess Krishnajammanni Super Speciality Hospital, Mysuru by converting an existing civil structure in to an ultra-modern ICU with oxygenated beds, within a record 18 days and opened for public service.

### Skill development

AAL has also taken various skill development initiatives to promote employment enhancing vocation skills and livelihood enhancement projects.

### Risk management

We acknowledge the criticality of a strong risk management architecture to achieve our strategic objectives and sustainable development. We underline our risk management framework to mitigate/minimise all inherent and operational risks.

Risk	What it means	Mitigation
Industry risk	A general slowdown in the automobile markets where our customers are based has the potential to influence our sales	<ul style="list-style-type: none"> <li>Regular review of market conditions</li> <li>Resilient business model</li> <li>Long-term contracts enable us to tide over short-term slack in the markets</li> <li>Introduction of value-based products to our customers</li> <li>Improving the share of business through quality, delivery and cost performance</li> </ul>
Cost inflation risk	The growing cost of key raw materials may impact revenues and net profitability of the organisation	<ul style="list-style-type: none"> <li>Develop cost-efficient manufacturing processes</li> <li>Consistent efforts to reduce costs</li> </ul>
Technology risk	The failure to innovate and develop new technologies or products or to adapt to changing customer behaviour could lead to our business being adversely impacted	<ul style="list-style-type: none"> <li>Monitor emerging trends in automotive worldwide</li> <li>Continuous improvement</li> <li>Investment in new product technology</li> </ul>
People risk	The inability to attract, recruit, retain and motivate a highly skilled workforce could result in the loss of key talent	<ul style="list-style-type: none"> <li>Focus on key talent and their retention</li> <li>Pay by performance culture</li> <li>Strong value-led culture throughout recruitment, induction and training</li> <li>Employee engagement activities and incentive plans</li> </ul>

### Internal Control Systems

We have a robust internal control system corresponding to our size and operating structure. The Internal Control System is integrated with our financial and operating systems which directs in a more effective manner. We conduct Extensive Internal Audit and Internal Financial Control Reviews yearly to identify and strengthen our Internal process control system.

# Report On Corporate Governance

## Our Corporate Governance Philosophy

Corporate governance practices reflect our value system encompassing our culture, policies and relationship with our stakeholders. We at Automotive Axles Limited believe at maintaining a corporate governance system which is transparent, best in board practices and ensure highest standards of conduct towards all stakeholders.

Automotive Axles Limited ensures to disclose timely and accurate information regarding its financial position, performance and other vital information including the leadership and governance of the Company. Your Company believes that an active, well informed and independent board is necessary to ensure the highest standards of corporate governance.

Automotive Axles Limited believes the 'Board of Directors' (the 'Board') is the core of the corporate governance practice, which oversees the management's functions and protects the long-term interest of its stakeholders. As on March 31, 2022 the Board consists of seven members of which four are Independent Directors.

At Automotive Axles Limited, we have adopted practices as mandated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and have established procedures and systems to be fully compliant with the Regulations.

## Board of Directors

### Size and Composition of the Board

Your Company recognises and embraces the importance of diversity of board for its success. Your Company believes that a truly diverse board will leverage difference in thought, perspective, knowledge and skill, regional and industry experience, cultural and geographical background that will help the Company retain its competitive advantage. Accordingly, your board has the appropriate mix of executive and independent directors to maintain its independence and separate its functions of governance and management. On March 31, 2022, Board comprised of seven (7) Directors.

The Board consists of one (1) Executive Director and six (6) Non-executive Directors, four (4) of whom are independent. This composition comprises of one-woman director as well. The Board periodically evaluates the need for change in its composition and size.

### Directors' Attendance Record and Directorships:

The name and categories of the Directors on the Board, their attendance at the Board Meetings held during the year 2021-22, the attendance at last Annual General Meeting held on Tuesday, August 10, 2021 and the number of Directorships and Committee Chairmanships/Memberships held by them in other Indian Companies as on March 31, 2022 are given herein below:

### Composition of the Board, category and particulars of attendance is given below:

Director	Category	No. of Board meetings attended out of 5	Attendance in last AGM	Nos. of Directorships and Committee Memberships in Indian companies*		
				Directorships	Committee Memberships	Committee Chairmanships
Dr. B.N. Kalyani	Promoter, Non-Executive	5	Yes	9	3	Nil
Mr. Chrishan Anton Sebastian Villavarayan (Resigned w.e.f. May 14, 2022)	Promoter, Non-Executive	1	No	2	Nil	Nil
Mr. Kenneth James Hogan (Appointed w.e.f. May 14, 2021)	Promoter, Non-Executive	4	No	2	Nil	Nil
Mr. B.B. Hattarki	Independent	5	Yes	12	5	5
Mr. B.C. Prabhakar	Independent	5	Yes	6	2	2
Mr. Rakesh Kalra	Independent	5	Yes	8	5	Nil
Dr. Shalini Sarin	Independent	5	Yes	6	2	Nil
Mr. Srinivasan Kumaradevan (Resigned w.e.f. July 31, 2021)	Executive	1	No	1	1	Nil
Dr. Muthukumar N (Appointed w.e.f. January, 27, 2022)	Executive	2	No	1	1	Nil

**Notes:**

- (a) There are no inter-se relationship between our Board members.
- (b) \*Directorships includes directorship in Private Companies but do not include companies incorporated outside India. In accordance with Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/Chairmanships of only the Audit Committee and Stakeholders Relationship Committee in all public limited companies (including Automotive Axles Limited) have been considered.
- (c) Leave of absence was granted to the Director(s) for the Board Meeting(s), which they did not attend and sought the leave of absence from the meeting.

**Names of the listed entities where the person is a director and the category of directorship****1. Dr. Babasaheb Neelkanth Kalyani (DIN: 00089380)**

Sl. No	Name of the Companies	Category
1	Hikal Limited	Non-Executive Director
2	Bharat Forge Limited	Executive Director
3	Kalyani Steels Limited	Non-Executive Director
4	BF Utilities Limited	Non-Executive Director
5	Automotive Axles Limited	Non-Executive Director

**2. Chrishan Anthon Sebastian Villavarayan (DIN: 03020467) – Upto May 14, 2021**

Sl. No	Name of the Companies	Category
1	Automotive Axles Limited	Non-Executive Director

**3. Mr. Kenneth James Hogan (DIN: 09161738)**

Sl. No	Name of the Companies	Category
1	Automotive Axles Limited	Non-Executive Director

**3. Bhalachandra Basappa Hattarki (DIN: 00145710)**

Sl. No	Name of the Companies	Category
1	Kalyani Steels Limited	Independent Director
2	BF Utilities Limited	Independent Director
3	Automotive Axles Limited	Independent Director
4	BF Investment Limited	Independent Director
5	Kalyani Investment Company Limited	Independent Director

**4. Bhoopalam Chandrashekharaiah Prabhakar (DIN: 00040052)**

Sl. No	Name of the Companies	Category
1	Page Industries Limited	Independent Director
2	Automotive Axles Limited	Independent Director

**5. Rakesh Kalra (DIN: 00780354)**

Sl. No	Name of the Companies	Category
1	Kriti Nutrients Limited	Independent Director
2	Kriti Industries (India)Limited	Independent Director
3	Jamna Auto Industries Limited	Independent Director
4	Automotive Axles Limited	Independent Director

**6. Dr. Shalini Sarin (DIN: 06604529)**

Sl. No	Name of the Companies	Category
1	Automotive Axles Limited	Independent Director
2	Linde India Limited	Independent Director
3	Kirloskar Oil Engines Limited	Independent Director
4	ISMT Limited	Independent Director

**7. Srinivasan Kumaradevan (DIN: 08107660)**

Sl. No	Name of the Companies	Category
1	Automotive Axles Limited	Whole-time Director

**8. Dr. Muthukumar N (DIN: 06708535)**

Sl. No	Name of the Companies	Category
1	Automotive Axles Limited	Whole-time Director

**Board Meetings**

In FY 2021-22 (Apr'21-Mar'22), the Board met five (5) times on May 14, 2021, August 9, 2021, November 8, 2021, February 4, 2022 and March 18, 2022. The maximum gap between any two Board Meetings was less than one hundred and twenty (120) days.

**Attendance at Board meeting of the Directors during the FY 2021-22**

Name of the Director	No. of meetings conducted and attended during the year					Total Attendance	Total No. of Meetings	% of attendance
	14-May-21	09-Aug-21	08-Nov-21	04-Feb-22	18-Mar-22			
Dr. B.N. Kalyani	✓	✓	✓	✓	✓	5	5	100
Mr. Chrishan Anton Sebastian Villavarayan (Resigned w.e.f. May 14, 2021)	✓	NA	NA	NA	NA	1	1	100
Mr. Kenneth James Hogan (Appointed w.e.f. May 14, 2021)	✓	-	✓	✓	✓	4	5	80
Mr. B.B. Hattarki	✓	✓	✓	✓	✓	5	5	100
Mr. B.C. Prabhakar	✓	✓	✓	✓	✓	5	5	100
Mr. Rakesh Kalra	✓	✓	✓	✓	✓	5	5	100
Dr. Shalini Sarin	✓	✓	✓	✓	✓	5	5	100
Mr. Srinivasan Kumaradevan (Resigned w.e.f. July 31, 2021)	✓	NA	NA	NA	NA	1	1	100
Dr. Muthukumar N (Appointed w.e.f. January 27, 2022)	NA	NA	NA	✓	✓	2	2	100

**Number of shares held by non- executive directors:**

Dr. B. N. Kalyani indirectly hold 126 number of equity shares of the company as on March 31, 2022 as a trustee of Babasaheb Family Trust along with Mrs. Sunita B. Kalyani and Mr. Amit B. Kalyani.

Mr. B. C. Prabhakar holds 575 number of equity shares of the company as on March 31, 2022.

The weblink where the details of familiarisation programme imparted to independent directors is available at <https://www.autoaxle.com/Downloads/Familiarisation%20Programme%20for%20Independent%20Directors%20of%20Automotive%20Axles%20Limited.pdf>



## Skills/ Expertise/Competencies of the Board

List of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively	Availability of the identified skills/expertise/competencies	names of directors who have such skills / expertise / competence
1. Leadership Skill	Available	All the Board Members
2. Operations Management of Automotive Sector	Available	Dr. B. N. Kalyani Mr. Kenneth James Hogan Mr. Rakesh Kalra Dr. Muthukumar N.
3. Project Management	Available	Dr. Muthukumar N.
4. Strategic Planning	Available	Dr. B. N. Kalyani Mr. Rakesh Kalra
5. Expertise in forging industry	Available	Dr. B. N. Kalyani Mr. B. B. Hattarki
6. Expertise in Industrial Law	Available	Mr. B.C. Prabhakar
7. Human resource management	Available	Mr. B. C. Prabhakar Dr. Shalini Sarin
8. Technical Skill	Available	Dr. B. N. Kalyani Mr. Kenneth James Hogan Mr. B. B. Hattarki Mr. Rakesh Kalra Dr. Muthukumar N.
9. Economy & Finance	Available	Dr. B. N. Kalyani Mr. Kenneth James Hogan Mr. B. B. Hattarki Dr. Muthukumar N.
10. Marketing and sourcing	Available	Dr. B. N. Kalyani Mr. Kenneth James Hogan Dr. Muthukumar N.
11. Governance and Risk Management	Available	Dr. B. N. Kalyani Mr. Kenneth James Hogan Dr. Muthukumar N.

## Independent Directors

Schedule IV of the Companies Act, 2013 and the Rules under mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of non-independent directors and the members of management. It is recommended that all the independent directors to be present at such meetings. These meetings are expected to review the performance of the non-independent directors and the Board as a whole, as well as the chairman of the Board, taking into account the views of the non-executive directors, assess the quality, quantity and timeliness of the flow of information between the management and the Board that is necessary for it to effectively and reasonably perform its duties.

**Confirmation:** In the opinion of the board, the independent directors fulfill the conditions specified under Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and are independent of the management.

During the year 2021-22, Independent Directors met on February 4, 2022, discussed and reviewed the below:

- Performance of Non-Independent Directors

- Performance of Chairman
- Performance of Board Committees
- Discussed on the quality, quantity and timeliness of flow of information between the Company management and the Board Members.
- Overall performance of the Company.

## Availability of information to the Board Members

The Board has unrestricted access to all the Company related information necessary for decision making. Detailed notes, as necessary, are presented well in advance of the meeting along with the agenda. The following is the list of some of the information provided regularly to the Board of Directors:

- Annual Operating Plan and budgets, capital budgets and updates
- Quarterly results of the Company and its Operating Divisions
- Minutes of meetings of Audit and other Committees of the Board
- General notice of interests of Directors

- Declaration of Independent Directors at the time of appointment/annual declaration
- Dividend data
- Information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary
- Materially important issues, disputes with the Government Authorities on show cause notices, demands, prosecutions and penalty notices
- Fatal or serious accidents, dangerous occurrences, effluent or pollution problems
- Any material default in financial obligations to and by the Company
- Any issue that involves possible public or product liability claims of a substantial nature.
- Significant development in human resources and industrial relations front.
- Sale of assets of material nature, not in normal course of business
- Quarterly update on Risk Management System
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Any material default in financial obligations to and by the company or substantial non-payment for goods sold by the company
- Making of loans and investments, if any.
- Compliance Certificate with respect to all the laws as applicable to the Company
- Constitution/reconstitution of Board Committees
- CSR activities carried out by the Company and expenditure made thereon
- Show cause, demand, prosecution notices and penalty notices, if any, which are materially important.
- Transactions, if any, that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Non-compliance, if any, of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

### Role of Board of Directors

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction to the Company. As trustees, the Board has the fiduciary relationship to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill, diligence and exercises independent judgement. The Board sets strategic goals and

seeks accountability for their fulfillment. The Board also directs and exercise appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

### Board Membership Criteria

The Nomination and the Remuneration Committee works with the entire Board to determine the appropriate characteristics, skills and required experience for the Board as a whole and for individual members. Members are expected to possess the required qualification, integrity, expertise and experience for the position. They should also possess deep expertise and insight in sectors/areas relevant to the Company and ability to contribute to the Company's growth.

The Board members are expected to rigorously prepare to attend and participate in all Board and applicable committee meetings. Each member is expected to ensure that their other current and planned future commitments do not materially interfere with the responsibilities with the Company.

### Selection of New Director

The Board is responsible for the selection of new Directors. The Nomination and the Remuneration Committee makes recommendation to the Board on induction of new member after screening and the selection process, which is based on the nomination and remuneration policy of the Company.

### Training of Board Members

All new Directors inducted to the Board are introduced to Company's culture, its operations, customers, practices, organisational structure, role and responsibilities, services, board procedures, matters reserved for the board, risk and the compliance details and such other details to familiarise the new Director about the Company.

A separate Independent Directors meeting was conducted during the year.

### Code of Conduct

In compliance with the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed and adopted Code of Conduct (the Code). This is applicable to all Directors, Independent Directors and Senior Management of the Company. The Code gives guidance and support needed for ethical conduct of business and compliance of law. All members of the Board and Senior Management personnel have affirmed the compliance with the Code as on March 31, 2022.

The Code is available on Company's website under below weblink:

<https://www.autoaxle.com/Downloads/Code%20of%20Conduct%20as%20of%20May'19.pdf>





## Prevention of Insider Trading

The Board has formulated a policy on Trading of shares by an insider and code of conduct for regulating, monitoring and reporting of trading of shares by insider.

The code lays down guidelines, procedures to be followed and disclosure to be made while dealing with the shares of the Company and cautioning them on consequences of non-compliances.

The copy of the policy is available on Company's website [https://www.autoaxle.com/Investor\\_Policy.aspx](https://www.autoaxle.com/Investor_Policy.aspx)

## Board Committees

As on March 31, 2022, the Company has five committees namely Audit Committee, Stakeholders Relationship

Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. The Board Committees are set up under the formal approval of the Board to carry out respective roles which are considered to be performed by the members of the respective Board Committees. The Company's guidelines relating to Board Meetings are applicable to Committee Meetings, as far as may be practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its work. Minutes of the proceedings of the Committee Meetings are placed before the Board meeting for perusal and noting. The Company Secretary acts as the secretary of all Committees.

## Board and Committee composition as on March 31, 2022

Sl. No	Directors	Board	Audit Committee	Risk Management Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee	Nomination & Remuneration Committee
1	Dr. B.N. Kalyani	✓					
2	Mr. Kenneth James Hogan	✓					
3	Mr. B.B. Hattarki	✓	Chairman	Member	Member		
4	Mr. B.C. Prabhakar	✓	Member	Chairman	Chairman	Chairman	Chairman
5	Mr. Rakesh Kalra	✓	Member		Member		Member
6	Dr. Shalini Sarin	✓				Member	Member
7	Dr. N. Muthukumar	✓				Member	

## Audit Committee

The Audit Committee of your Board consists of three Independent Directors:

Mr. B Hattarki, Chairman

Mr. B C Prabhakar, Member

Mr. Rakesh Kalra, Member

During the year, there was no change in the members of the Audit Committee. All members of the Committee are financial literates and possess required expertise.

The committee met four (4) times during the year on May 14, 2021, August 9, 2021, November 3, 2021 and February 4, 2022.

The meetings of the Audit Committee are also attended by the Executive Director, Chief Financial Officer, Company Secretary, Statutory Auditors, Internal Auditors and other Management representatives as special invitees.

## Attendance record of Audit Committee members for 2021-22

Name of the Director	Audit Committee Meeting held during the year 2021-22				Total Attendance	Total No. of Meetings	% of attendance	Status
	14-May-21	09-Aug-21	03-Nov-21	04-Feb-22				
Mr. B Hattarki	✓	✓	✓	✓	4	4	100	Chairman
Mr. B C Prabhakar	✓	✓	✓	✓	4	4	100	Member
Mr. Rakesh Kalra	✓	✓	✓	✓	4	4	100	Member

The Audit Committee assists the Board in its responsibility to oversee the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting statements, the appointment, independence, performance and remuneration of the Statutory Auditors, including the Secretarial Auditor and Internal Auditors of the Company.

### Qualified and Independent Audit Committee

The composition of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Audit Committee presently consists of the three Independent Directors.
2. All members of the committee are financially literate and having requisite financial management expertise.
3. The Chairman of the Audit Committee is an Independent Director.

### Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

### Role of the Audit Committee:

The brief description of the few of the terms of reference of Audit Committee is provided below:

- Review of Management discussion and analysis of financial condition and results of operations.
- Oversight of Company's financial reporting system.
- Review of the annual financial statements, before submission to the Board, focusing primarily on changes if any, in the accounting policies or practices, compliance of accounting standards, qualifications, related party transactions, Directors' responsibility statement etc.
- Reviewing with the management the quarterly financial statements before submission to the board for approval.
- Reviewing the adequacy of internal control systems with the management, statutory and internal auditors.
- Evaluation of internal financial controls and risk management systems.
- Review and monitor the auditor's independence and performance effectiveness of audit process.

- Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the Statutory Auditors, scope and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Review of Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
- The appointment, removal and terms of remuneration of the Internal Auditors.
- Reviewing the effectiveness and adequacy of internal audit function and discussion with internal auditors any significant findings and follow up there on.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO or any other person heading the finance function after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out such other functions, as may be specifically referred to the Committee by the Board of Directors and or other Committees of Directors of the Company.

### Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee consists of three Independent Directors:

Mr. B C Prabhakar, Chairman,

Mr. Rakesh Kalra, Member

Dr. Shalini Sarin, Member

The committee met four times during the year on May 14, 2021, August 9, 2021, February 4, 2022 and March 18, 2022.

### Attendance record of NRC members for 2021-22

Name of the Director	NRC Meeting held during the year 2021-22				Total Attendance	Total No. of Meetings	% of attendance	Status
	14-May-21	09-Aug-21	04-Feb-22	18-Mar-22				
Mr. B C Prabhakar	✓	✓	✓	✓	4	4	100	Chairman
Mr. Rakesh Kalra	✓	✓	✓	✓	4	4	100	Member
Dr. Shalini Sarin	✓	✓	✓	✓	4	4	100	Member

**Terms of Reference**

- To identify qualified persons to become directors and senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board
- Devising policy on Board diversity
- To act in terms of any consequent statutory modification(s) / amendment(s) / revision(s) to any of the applicable provisions to the said Committee.
- To decide on terms of appointment/re-appointment of Independent Director based on the performance evaluation report received.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

**Performance evaluation criteria for independent directors:**

- a) Attendance and participation in the meetings and timely inputs on the minutes of the meetings
- b) Adherence to ethical standards and code of conduct of company and disclosure of non-independence, as and when exists and disclosure of interest

- c) Raising of valid concerns to the Board and constructive contribution to resolution of issue at meetings
- d) Interpersonal relations with other Directors & Management
- e) Objective evaluation of Board's performance, rendering independent, unbiased opinion
- f) Understanding of the company and the external environment in which it operates and contribution to strategic direction.
- g) Safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information.

**Stakeholders Relationship Committee (SRC)**

The Stakeholders Relationship Committee comprises of three directors and meets the requirement under section 178(5) of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. All the members of the Committee are independent directors. The following is the composition of the Committee:

Mr. B.C. Prabhakar, Chairman

Mr. Rakesh Kalra, Member

Mr. B. B. Hattarki, Member

The Committee met four times during the year on May 14, 2021, August 9, 2021, November 3, 2021 and February 4, 2022.

**Attendance record of SRC members for 2021-22**

Name of the Director	SRC Meeting held during 2021-22				Total Attendance	Total No. of Meetings	% of attendance	Status
	14-May-21	09-Aug-21	03-Nov-21	04-Feb-22				
Mr. B C Prabhakar	✓	✓	✓	✓	4	4	100	Chairman
Mr. Rakesh Kalra	✓	✓	✓	✓	4	4	100	Member
Mr. B Hattarki (Appointed as member w.e.f. November 08, 2021)	NA	NA	NA	✓	1	1	100	Member

**Compliance Officer**

Mr. Debadas Panda, Company Secretary & Compliance Officer, is the Compliance Officer of the Company for complying with requirements of the Securities Laws and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**Terms of Reference of SRC inter alia include the following:**

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.

- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company
- To act in terms of any consequent statutory modification(s) / amendment(s) / revision(s) to any of the applicable provisions to the said Committee.

Number of Shareholders' complaint received during 2021-22	2
Number of complaints not solved to the satisfaction of the shareholders	Nil
Number of pending complaints	Nil

### Risk Management Committee (RMS)

The Committee comprises of three members as on March 31, 2022:

Mr. B C Prabhakar, Chairman,

Mr. Ranganathan S, Member

Mr. B. B. Hattarki, Member

The RMS committee met four times during the year on May 14, 2021, August 9, 2021, November 3, 2021 and February 4, 2022.

Name of the Director	RMS Meeting held during 2021-22				Total Attendance	Total No. of Meetings	% of attendance	Status
	14-May-21	09-Aug-21	03-Nov-21	04-Feb-22				
Mr. B C Prabhakar	✓	✓	✓	✓	4	4	100	Chairman
Mr. Ranganathan S (Appointed as member w.e.f. May 14, 2021)	NA	✓	✓	✓	3	3	100	Member
Mr. B Hattarki (Appointed as member w.e.f. November 08, 2021)	NA	NA	NA	✓	1	1	100	Member
Mr. Srinivasan Kumaradevan (Resigned w.e.f. July 31, 2021)	✓	NA	NA	NA	1	1	100	Member

### Terms of Reference inter alia include the following:

The Committee shall monitor and review the risk management plan and such other functions as it may deem fit.

Your Company has voluntarily constituted the Risk Management Committee though it is not compulsorily required under the Securities and Exchange Board of India ((Listing Obligation and Disclosure Requirements) Regulations, 2015. However, as per the recent amendment in the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, dated May 5, 2021, now it is mandatory for the company to constitute the Risk Management Committee. Accordingly, the terms of reference as mentioned in the amended regulations shall be applicable w.e.f the said date.

### Corporate Social Responsibility Committee (CSR)

The Committee comprises of three members as on March 31, 2022:

Mr. B C Prabhakar, Chairman,

Dr. Shalini Sarin, Member

Dr. Muthukumar N, Member

The CSR committee met three times during the year on May 14, 2021, August 9, 2021 and February 4, 2022.

**Attendance record of CSR members for 2021-22**

Name of the Director	CSR Meeting held during 2021-22			Total Attendance	Total No. of Meetings	% of attendance	Status
	14-May-21	09-Aug-21	04-Feb-22				
Mr. B C Prabhakar	✓	✓	✓	3	3	100	Chairman
Dr. Shalini Sarin	✓	✓	✓	3	3	100	Member
Mr. Srinivasan Kumaradevan (Resigned w.e.f. July 31, 2021)	✓	NA	NA	1	1	100	Member
Dr. Muthukumar N (Appointed as member w.e.f. February 04, 2022)	NA	NA	NA	Nil	Nil	Nil	Member

**Terms of reference inter alia includes the following:**

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy in terms of Schedule VII of the Companies Act, 2013.
- To review the Corporate Social Responsibility Policy of the Company from time to time
- Formulating and recommending to the Board an annual action plan for the projects to be undertaken consisting of:
  - a) the list of CSR projects or programs to be undertaken as per Schedule VII of the Companies Act, 2013,
  - b) the manner of execution of such projects or programs
  - c) the modalities of utilisation of funds
  - d) implementation schedules for the projects or programs
  - e) monitoring and reporting mechanism for the projects or programs
  - f) details of need and impact assessment, if any
- To act in terms of any consequent statutory modification(s) /amendment(s)/ revision(s) to any of the applicable provisions to the said Committee.
- Proper management of surplus arising out of the CSR Projects and ensuring that they do not form part of the business profit of the company.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of CSR Policy. The CSR policy is available on the website of the Company at: [https://www.autoaxle.com/Investor\\_Policy.aspx](https://www.autoaxle.com/Investor_Policy.aspx)

**Remuneration of Directors****(a) Non-Executive Directors pecuniary transaction or relationship with the Company**

There was no pecuniary relationship or transactions between the Company and any of the Non-Executive Directors during the year as contemplated under relevant guidelines of the SEBI/Stock Exchanges.

**(b) Criteria of making payments to Non-Executive Directors**

Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and of Audit Committee of which they are members at the rate of ₹ 50,000/- (Rupees fifty thousand only) per meeting.

**(c) Criteria of making payments to Executive Directors**

The Executive Director is paid as per the remuneration approved by the Shareholders at the time of their appointment which are in line with the statutory requirements and Company's policies. The revision in remuneration, if any is recommended by the Nomination Remuneration Committee to the Board for its consideration by taking into account their individual performance and as well performance of the Company in a given year. Perquisites, performance linked incentives and retirement benefits are paid in accordance with the Company's policies, as applicable to all employees.

**(d) Details of Remuneration paid to Directors for the financial year 2021-22**

Name of Director	Salary & Perquisites (In ₹)	Sitting Fees & Commission (In ₹)	Shares Issued under ESOPs	Details of Service Contracts, Notice Period & Severance fees
Mr. Srinivasan Kumaradevan (Resigned w.e.f. July 31, 2021)	26,89,463	Nil	Nil	Appointed as a Whole-time Director of the Company designated as President & Whole-time Director, for a period of five years from August 14, 2019 to August 13, 2024. All other terms as per employment agreement. Three months' notice period and no severance fees. All the above elements are fixed component.
Dr. Muthukumar N (Appointed w.e.f. January 27, 2022)	27,71,521	Nil	Nil	Appointed as a Whole-time Director of the Company designated as President & Whole-time Director, for a period of five years from January 27, 2022 to January 26, 2027. All other terms as per employment agreement. Three months' notice period and no severance fees. All the above elements are fixed component.
Dr. B.N. Kalyani	Nil	2,50,000	Nil	
Mr. Chrishan Anthon Sebastian Villavarayan**	Nil	N. A	Nil	
Mr. Kenneth James Hogan**	Nil	N. A	Nil	
Mr. B B Hattarki	Nil	4,50,000	Nil	
Mr. B C Prabhakar	Nil	4,50,000	Nil	
Mr. Rakesh Kalra	Nil	4,50,000	Nil	
Dr. Shalini Sarin	Nil	2,50,000	Nil	

Directors	Relationship with other Directors	Equity Shares held
Dr. B.N. Kalyani	None	126*
Mr. Chrishan Anthon Sebastian Villavarayan**	None	Nil
Mr. Kenneth James Hogan**	None	Nil
Mr. B B Hattarki	None	Nil
Mr. B C Prabhakar	None	575
Mr. Rakesh Kalra	None	Nil
Dr. Shalini Sarin	None	Nil
Mr. Srinivasan Kumaradevan	None	Nil
Dr. Muthukumar N	None	Nil

**Note:**

- \*Indirect holding as a trustee of Babasaheb Kalyani Family Trust along with Mrs. Sunita B. Kalyani and Mr. Amit B. Kalyani.
- \*\*Mr. Chrishan Anton Sebastian Villavarayan & Mr. Kenneth James Hogan\*\* does not claim any sitting fee, being in conformity with Meritor's Policy for such nominees for attending the meetings.
- All the above elements are fixed component but for the Performance linked incentive.
- Salary & Perquisites includes Salary, Allowances, perquisites (if any) and Company's contribution towards Provident Fund, Gratuity and Superannuation including Annual Performance Incentive, drawn by the employee during the year before any deductions made.

**Secretarial Audit for Reconciliation of Share Capital**

As mandated by the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 – Regulation 55A quarterly Secretarial Audits are carried out to verify if the total issued/ paid-up capital is in agreement with the aggregate of the total number of the shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.



## General Body Meetings

Date, time and venue for the last three Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolutions Passed
2018-19	August 14, 2019	3.15 p.m.	Regd. Office of the Company	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Bhalachandra Basappa Hattarki as an Independent Director of the Company</li> <li>2. Re-appointment of Mr. Bhoopalam Chandrashekharaiiah Prabhakar as an Independent Director of the Company</li> <li>3. Re-appointment of Dr. Muthukumar N, President &amp; Whole Time Director for a period of five years</li> </ol>
2019-20	August 19, 2020	3.00 p.m.	Through Video Conferencing/Other Audio-Visual Means at the Regd. Office of the Company	None
2020-21	August 10, 2021	3.00 p.m.	Through Video Conferencing/Other Audio-Visual Means at the Regd. Office of the Company	None

No Extraordinary General Meeting of the Members was held during the financial year 2021-22.

### Resolution passed through Postal Ballot

No resolution was passed through Postal Ballot during the year 2021-22. However, for the following resolutions, notice for passing resolutions by way of postal ballot were issued in the month of March 2022 and the resolutions were passed on April 26, 2022:

1. Appointment of Mr. Nagaraja Sadashiva Murthy Gargeshwari, (DIN:00839616) as Whole Time Director of the Company for a period of five (5) years effective April 7, 2022.
2. Ratification of appointment of Dr. Muthukumar N., (DIN: 06708535) as Whole Time Director of the Company from January 27, 2022 to April 5, 2022.

The postal ballot was conducted through e-voting mechanism offered by the NSDL and Ms. Pracheta M., Practicing Company Secretary was appointed as the Scrutiniser for the process.

None of the business proposed to be transacted in the ensuing Annual General Meeting requiring passing a Special Resolution conducted through Postal Ballot.

### Means of Communication

Your Company puts forth all vital information about the Company's performance including quarterly results, communication to investors, Press Releases and Presentations made to the institutional investors / analysts after the declaration of the quarterly, half-yearly and annual results on Company's website: [www.autoaxle.com](http://www.autoaxle.com) regularly for the benefit of the public at large simultaneously on submitting it to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) .

The unaudited Financial Results for every Quarter and the Annual Audited Results of the Company, in the prescribed format are taken on record by the Board and are submitted to the stock exchanges. The same are published within 48 hours in "The Financial Express" and "The Andolana".

The quarterly/annual results are also uploaded on the Company's website at: [https://www.autoaxle.com/Financial\\_reports.aspx](https://www.autoaxle.com/Financial_reports.aspx)

## General Shareholder Information

Annual General Meeting	Date & Time : August 5, 2022 at 3.00 p.m. Venue: Through Video Conferencing facility or other audio-visual means The deemed venue will be Registered Office of the Company at Hootagalli Industrial Area, Off. Hunsur road, Mysuru, Karnataka – 570 018																																																																																																	
CIN	L51909KA1981PLC004198																																																																																																	
Financial Year	April 1, 2021 to March 31, 2022																																																																																																	
Book Closure Dates	July 30, 2022 to August 5, 2022 (both days inclusive)																																																																																																	
Dividend Payment Date	Expected on or before September 3, 2022																																																																																																	
Plant Locations	<p><b>Mysuru Plant:</b> Hootagalli Industrial Area Off Hunsur Road, Mysuru, Karnataka - 570018.</p> <p><b>Rudrapur Plant:</b> Plot No. 3, ITBT Park, SIIDCUL- IEE Pant Nagar, (NH-4), Dist. Udham Singh Nagar, Uttarakhand - 263150</p> <p><b>Jamshedpur Plant:</b> Old Khakripara, Vill &amp; Post – Chhota Govindpur, Jamshedpur, Dist. E. Singhbhum, Jharkhand, 831015</p> <p><b>Hosur Plant:</b> Survey No 609/3H, Pathakotta Road Addakurukki, Kamandoddi Village, Shoolagiri, Krishnagiri, Tamil Nadu, 635117</p>																																																																																																	
Securities Listing	<p>BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001</p> <p>National Stock Exchange of India Limited, Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra East, Mumbai-400 051.</p> <p>The Company confirms that the annual listing fee for the year 2021-22 has been paid to both the stock exchanges.</p>																																																																																																	
Stock Codes	<p>BSE – 505010</p> <p>NSE-AUTOAXLES</p> <p>Demat ISIN Number: INE449A01011</p>																																																																																																	
Stock Data	<p>Monthly High and Low price at which the shares of the Company were traded at the BSE and NSE are given below:</p> <table border="1"> <thead> <tr> <th rowspan="2">Month</th> <th colspan="3">BSE</th> <th colspan="3">NSE</th> </tr> <tr> <th>High (In ₹)</th> <th>Low (In ₹)</th> <th>No. of Shares Traded</th> <th>High (In ₹)</th> <th>Low (In ₹)</th> <th>No. of Shares Traded</th> </tr> </thead> <tbody> <tr> <td>April, 2021</td> <td>1117</td> <td>945</td> <td>176516</td> <td>1,118</td> <td>941</td> <td>385977</td> </tr> <tr> <td>May, 2021</td> <td>1479</td> <td>957</td> <td>119845</td> <td>1,478</td> <td>956</td> <td>1402001</td> </tr> <tr> <td>June, 2021</td> <td>1441</td> <td>1274</td> <td>29395</td> <td>1,449</td> <td>1,272</td> <td>279153</td> </tr> <tr> <td>July, 2021</td> <td>1565</td> <td>1288</td> <td>108439</td> <td>1,564</td> <td>1,280</td> <td>1392306</td> </tr> <tr> <td>August, 2021</td> <td>1544</td> <td>1198</td> <td>83737</td> <td>1,544</td> <td>1,197</td> <td>913407</td> </tr> <tr> <td>September, 2021</td> <td>1330</td> <td>1169</td> <td>19702</td> <td>1,333</td> <td>1,170</td> <td>329345</td> </tr> <tr> <td>October, 2021</td> <td>1429</td> <td>1217</td> <td>52932</td> <td>1,430</td> <td>1,209</td> <td>661743</td> </tr> <tr> <td>November, 2021</td> <td>1457</td> <td>1237</td> <td>38229</td> <td>1,456</td> <td>1,234</td> <td>512048</td> </tr> <tr> <td>December, 2021</td> <td>1596</td> <td>1230</td> <td>55950</td> <td>1,598</td> <td>1,229</td> <td>569975</td> </tr> <tr> <td>January, 2022</td> <td>1650</td> <td>1394</td> <td>47619</td> <td>1,647</td> <td>1,394</td> <td>573098</td> </tr> <tr> <td>February, 2022</td> <td>1580</td> <td>1407</td> <td>23254</td> <td>1,589</td> <td>1,403</td> <td>323684</td> </tr> <tr> <td>March, 2022</td> <td>1768</td> <td>1407</td> <td>45449</td> <td>1,767</td> <td>1,406</td> <td>451212</td> </tr> </tbody> </table>	Month	BSE			NSE			High (In ₹)	Low (In ₹)	No. of Shares Traded	High (In ₹)	Low (In ₹)	No. of Shares Traded	April, 2021	1117	945	176516	1,118	941	385977	May, 2021	1479	957	119845	1,478	956	1402001	June, 2021	1441	1274	29395	1,449	1,272	279153	July, 2021	1565	1288	108439	1,564	1,280	1392306	August, 2021	1544	1198	83737	1,544	1,197	913407	September, 2021	1330	1169	19702	1,333	1,170	329345	October, 2021	1429	1217	52932	1,430	1,209	661743	November, 2021	1457	1237	38229	1,456	1,234	512048	December, 2021	1596	1230	55950	1,598	1,229	569975	January, 2022	1650	1394	47619	1,647	1,394	573098	February, 2022	1580	1407	23254	1,589	1,403	323684	March, 2022	1768	1407	45449	1,767	1,406	451212
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The performance of the company's scrip on BSE and NSE as compared to the SENSEX and NIFTY AUTO during the year 2021-22 are as under: -

(Amount in Rupees)

Months	AAL Share Price on BSE		SENSEX		AAL Share Price NSE		NSE NIFTY AUTO	
	High	Low	High	Low	High	Low	High	Low
Apr-21	1117	945	50376	47205	1,118	941	10083	9345
May-21	1479	957	52013	48028	1,478	956	10574	9485
Jun-21	1441	1274	53127	51451	1,449	1,272	10914	10229
Jul-21	1565	1288	53291	51803	1,564	1,280	10817	9946
Aug-21	1544	1198	57625	52804	1,544	1,197	10408	9707
Sep-21	1330	1169	60412	57264	1,333	1,170	10842	9981
Oct-21	1429	1217	62245	58551	1,430	1,209	12015	10437
Nov-21	1457	1237	61037	56383	1,456	1,234	12140	10448
Dec-21	1596	1230	59203	55133	1,598	1,229	11212	10197
Jan-22	1650	1394	61475	56410	1,647	1,394	11915	10998
Feb-22	1580	1407	59619	54383	1,589	1,403	11840	10542
Mar-22	1768	1407	58891	52261	1,767	1,406	10724	9227

Share Transfer System & Share Transfer Agents

In compliance with the SEBI circular dated December 27, 2002, requiring share registry in terms of both physical and electronic mode to be maintained at a single point, the Company has appointed Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bangalore 560 003, as its Registrar and Share Transfer Agents (RTA). Company's shares are traded on the Stock Exchanges compulsorily in demat mode.

### Shareholding pattern as on March 31, 2022:

Pattern of Shareholding by ownership			Pattern of shareholding by share class			
Ownership	No. of Shares held	Share holding %	Category	No. of Share holders	No. of Shares held	Share holding %
<b>Promoters</b>	10735081	71.04	=/< 500	17269	933804	6.18
<b>Non-Promoter (Public)</b>			501-1000	248	191354	1.27
Bodies Corporate	102522	0.68	1001-2000	151	217280	1.44
FI/ Foreign Portfolio Investor's & Bank	163081	1.08	2001-3000	47	117975	0.78
NRI's	71047	0.47	3001-4000	19	68161	0.45
Mutual Funds	1972070	13.05	4001-5000	16	73463	0.49
Others	2068174	13.69	5001-10000	21	154400	1.02
<b>Total</b>	15111975	100.00	> 10000	35	13355538	88.38
			<b>Total</b>	<b>17806</b>	<b>15111975</b>	<b>100.00</b>

Dematerialisation

The Company's Equity Shares are under compulsory demat trading. As on March 31, 2022, dematerialised shares accounted for 99.64% of total equity.

Audit Qualification

There is no audit qualification in the financial Statements of the Company for the year ended March 31, 2022

### List of credit ratings obtained

Credit Rating Agency: ICRA Limited

Instrument	Rating Action
Long Term Fund based facilities	[ICRA]A+ (Stable)
Short Term Non-fund-based facilities	[ICRA]A1 +

## Investor Grievance Correspondence:

### Company

Secretarial Dept., Automotive Axles Limited  
Hootagalli Industrial Area  
Off Hunsur Road, Mysuru - 570 018  
Phone : 0821-7197500  
Email : sec@autoaxle.com

### Share Transfer Agents

Integrated Registry Management Services Pvt. Ltd  
No.30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road,  
Malleswaram, Bangalore – 560 003  
Phone : 080-23460815-818, Fax : 080-23460819  
Email : irg@integratedindia.in

## Disclosures

### Related Party Transactions:

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. A statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of the Members is drawn to the disclosure set out in notes to Financial Statement.

A Policy on Related Party Transactions is being uploaded in the website of the company which can be access at: <https://www.autoaxle.com/Downloads/Policy/Policy%20on%20Related%20Party%20Transactions%202022.pdf>

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Payment of penalty
1.	Delay in the re-constitution of the Stakeholders' relationship Committee	Srinivasan Kumaradevan, President & Whole-time Director, who was also member of the Stakeholders relationship committee resigned on July 31, 2021 and thus the number of members in the committee reduced below the minimum prescribed under the SEBI Listing regulations. The Stakeholders' relationship Committee was re-constituted at the Board meeting held on November 8, 2021.	There is delay in reconstitution. The Company has paid the fine to the stock exchanges as per the Standard Operating Procedure Circular of SEBI dated January 22, 2020

Further there are no instances of non-compliances with respect to capital market during the last three years other than above.

Certificate from CS Pracheta M., Practicing Company Secretary having Membership No. FCS 9323 and Certificate of Practice No. 9838 has been obtained, certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. Certificate from Practicing Company Secretary is annexed with this report.

## Management Discussion & Analysis:

This Annual Report has a detailed chapter on Management Discussion and Analysis and includes discussion on various matters specified under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Whistle Blower Mechanism

The Board has formulated a Whistle Blower Policy for directors and employees of the Company. The policy comprehensively provides an opportunity for an employee/Director to report the instances of unethical behavior, actual or suspected fraud or any violation of the Code of Conduct and /or laws applicable to the Company and seek redressal. The policy provides for a mechanism to report such concerns to the Audit Committee through specified channels. The policy has been communicated to the employees and also posted on Company's website.

The Whistle Blower Policy complies with the requirements of Vigil mechanism as stipulated under Section 177 of the Companies Act, 2013. The details of establishment of Whistle Blower Policy/Vigil Mechanism have been disclosed on website of the Company [https://www.autoaxle.com/Investor\\_Policy.aspx](https://www.autoaxle.com/Investor_Policy.aspx).

No personnel have been denied access to audit committee.

### Compliances by the Company

The Company has complied with all the requirements of regulatory authorities and no non-compliance on matter related to capital market has been reported during the year under review except in respect of matters specified below.

Total fees for all services paid by the company to the statutory auditor M/s. S R Batliboi & Associates LLP, Chartered Accountants [Firm Registration No.: 101049W/E300004] and all entities in the network firm/network entity of which the statutory auditor is as below:

Total fees for all services paid by the company to the statutory auditor M/s. S R Batliboi & Associates LLP is INR 3.86 million (including reimbursement of expenses) for the Financial Year 2021-22.



### **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder for prevention and redressal of complaints of sexual harassment at workplace.

- a. number of complaints filed during the financial year : NIL
- b. number of complaints disposed of during the financial year : NIL
- c. number of complaints pending as on end of the financial year: NIL

### **Disclosures with respect to Demat suspense account/ unclaimed suspense account:**

There were no shares which are liable to be transferred to Demat Suspense account or Unclaimed Suspense Account during the year under review.

### **Compliance with Mandatory & Non-Mandatory Requirements/Discretionary Requirements:**

The Company has complied with the applicable mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted following non-mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulation 27(1)).

### **Modified Opinion(s) in Audit Report**

The Company is in the regime of financial statements with unmodified audit opinion.

### **Reporting of Internal Auditor**

The Internal auditor reports directly to the Audit Committee.

### **SEBI Complaints System (SCORES)**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are centralised database of all companies, online upload of Action Taken reports by concerned companies and online viewing by investors of action taken on the complaints and its current status.

### **Reminders to Investors**

Every year reminder letters for unpaid/unclaimed dividend are sent to the shareholders who have not claimed their dividend. Accordingly, the Company has sent the reminder letters to the shareholders dated December 10, 2021 during the year.

### **Presentations to Institutional Investor and Analyst:**

Detailed presentations are made to the Institutional Investors and Financial Analysts on the un-audited quarterly financial results as well as the annual audited financial results of the company.

### **Declaration on Compliance with the Code of Conduct**

I, Nagaraja Sadashiva Murthy Gargeshwari, President & Whole-time Director of Automotive Axles Limited hereby declare that all the Board Members and Senior Managerial Personnel have affirmed for the year ended March 31, 2022 compliance with the Code of Conduct of the Company laid down for them.

**Nagaraja Sadashiva Murthy Gargeshwari**

President & Whole time Director

Place: Mysuru

Date: May 17, 2022

## **To the Board of Directors of Automotive Axles Limited**

### **Certification by Chief Executive Officer and Chief Financial Officer of the Company**

We, Nagaraja Sadashiva Murthy Gargeshwari, President & Whole time Director and Ranganathan S., Chief Financial Officer of Automotive Axles Limited as required under the Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the best of our knowledge and belief, certify with respect to the financial results for the financial year ending March 31, 2022 as follows:

- A. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
  - 1) significant changes in internal control over financial reporting during the year;
  - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Nagaraja Sadashiva Murthy Gargeshwari**  
President & Whole time Director

**Ranganathan S.**  
Chief Financial Officer

Place: Mysuru

Date: May 17, 2022



**Certificate of the Compliance with the conditions of Corporate Governance under Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015**

**Registration No. of the Company:** L51909KA1981PLC004198

**Nominal Capital:** ₹ 250,000,000/-

To,  
The Members of  
**Automotive Axles Limited**

I have examined the compliance of the conditions of Corporate Governance by Automotive Axles Limited (hereinafter referred to as 'Company'), for the financial year ended March 31, 2022, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as LODR Regulations).

The compliance with the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof by the Company. This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my examination of the records produced, explanations and information furnished to me by the Company, I certify that the Company has complied with the mandatory conditions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 except the delay of 8 days in re-constitution of the Stakeholders' relationship committee, for which the fine has been paid by the Company to the stock exchanges.

For **Pracheta and Associates**  
Company Secretaries

**Pracheta M.**  
Proprietrix  
FCS No.: F9323  
C P No.: 9838  
Peer Review Certificate No.: 1173/2021  
UDIN: F009323D000329599

Place: Mysuru

Date: May 17, 2022

## Certificate of Non-Disqualification of Directors

[As per Clause 10(i) of Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations].

To  
The Members,  
**Automotive Axles Limited**

CIN: L51909KA1981PLC004198

1. We have examined the status of directors for the year ended on March 31, 2021, pursuant to the provisions of Clause 10(i) of Para C of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”)**.
2. It is neither an audit nor an expression of opinion regarding the legality of debaring or disqualification by the Securities and Exchange Board of India (SEBI)/Ministry of Corporate Affairs (MCA) or any such statutory authority.
3. Our examination was limited to a review of the relevant records of the Company and website of MCA, stock exchange(s), SEBI and other relevant statutory authority(ies) and it is solemnly the responsibility of Directors to submit relevant declarations and disclosures with complete and accurate information in compliance with the relevant provisions.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the declarations and disclosures made by the Directors, we certify that none of the directors on the board of AUTOMOTIVE AXLES LIMITED have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority during the year ended at March 31, 2022.

For **Pracheta and Associates**  
Company Secretaries

**Pracheta M.**

Proprietrix

FCS No.: F9323

C P No.: 9838

Peer Review Certificate No.: 1173/2021

UDIN: F009323D000329601

Place: Mysuru  
Date: May 17, 2022



# Independent Auditor's Report

To the Members of Automotive Axles Limited

## Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of Automotive Axles Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income/(Loss), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income/(loss), its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company

in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters	How our audit addressed the key audit matter
(a) Valuation of Inventories (as described in Note 2(i) and 7 of the financial statements)	
We have identified valuation of inventories as a key audit matter due to the critical judgement exercised by the Company's management in identifying the obsolete and slow-moving/non-moving items of inventories and assessing the amount of allowance for inventories. The balance of inventories as at March 31, 2022 is INR 1,992.34 million, net of provision amounting to INR 89.89 million was made. Inventories comprise raw material, work in progress, finished products and stores and spares. The determination of provision in respect of inventories requires management to exercise judgment in identifying the obsolete and slow-moving/non-moving inventories and make estimates of the appropriate level of provision required.	<p>Our audit procedures in relation to identification of slow moving/non-moving and obsolete inventory included the following:</p> <ul style="list-style-type: none"> <li>• Understood Company's internal control environment over receipts, consumption and dispatch of inventories and controls over valuation of inventories and determination of provision required for slow and non-moving inventories;</li> <li>• We understood and evaluated the basis of identification of the obsolete and slow-moving/non-moving inventories;</li> <li>• We tested the accuracy of the report on aged inventories, on a sample basis;</li> <li>• We evaluated the historical accuracy of allowance for inventories by comparing the actual loss on account of write off of obsolete and slow-moving/non-moving inventories to the historical allowance recognized;</li> <li>• We have tested the utilisation pattern of the aged inventory on a sample basis; and</li> <li>• We assessed the realizable value, on a sample basis, by comparing the inventory value with the subsequent sales prices of the finished goods.</li> </ul>

We have determined that there are no other key audit matters to communicate in our report.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income/(loss), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.





We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income/(Loss), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 36 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
  - iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 46 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 46 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in

- writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The dividend declared or paid during the year and subsequent to year end by the Company is in compliance with section 123 of the Act.

For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 101049W/E300004

per **Rajeev Kumar**  
Partner  
Membership Number: 213803  
UDIN: 22213803AJCLNR2245

Place of Signature: Bengaluru  
Date: May 17, 2022



## Annexure 1 referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date on the Financial Statements of Automotive Axles Limited

In terms of the information and explanation sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) Property, Plant and Equipments have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3 to the financial statements included in property, plant and equipment are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.
- (iii) (a) During the year the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to companies, firms, Limited Liability Partnerships or any other parties as follows:

Particulars	Guarantees	Security	Loans	INR in millions
				Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	12.38	33.37
Balance outstanding as at balance sheet date in respect of above cases				
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	7.35	71.47

- (b) During the year the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans, investments and guarantees to companies, firms, Limited Liability Partnerships or any other parties are not prejudicial to the Company's interest.
- (c) The Company has granted advance in the nature of loans during the year to companies, firms, Limited Liability Partnerships or any other parties where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.

- (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of axles and breaks, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Total disputed dues (in INR)	Period to which the amount relates	Forum where the dispute is pending	Remarks, if any
Income Tax Act, 1961	Income tax (disallowance of deduction u/s 80JJAA)	207,409	2018-19	Commissioner of Income Tax (Appeals)	

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) Term loans were applied for the purpose for which the loans were obtained.
- (d) The Company did not raise any funds during the year, hence, the requirement to report on clause (ix) (d) of the Order is not applicable to the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement



- to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) (a) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) (a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
- (d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi) (d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year and in immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 45 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act, 2013, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 31 to the financial statements.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 31 to the financial statements.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Rajeev Kumar**

Partner

Membership Number: 213803

UDIN: 22213803AJCLNR2245

Place of Signature: Bengaluru

Date: May 17, 2022

## Annexure 2 to the Independent Auditor's Report of even date on the Financial Statements of Automotive Axles Limited

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Automotive Axles Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the

design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

### Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with



reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Rajeev Kumar**

Partner

Membership Number: 213803

UDIN: 22213803AJCLNR2245

Place of Signature: Bengaluru

Date: May 17, 2022

# Balance Sheet

as at March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

	Notes	March 31, 2022	March 31, 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	2,369.61	2,226.79
Capital work in progress	3	32.73	323.58
Intangible assets	4	14.92	4.43
Right-of-use assets	35	202.76	221.56
<b>Financial assets</b>			
Loans	5	16.97	29.32
Other financial assets	5	149.63	148.92
Other non-current assets	6	38.02	75.79
Deferred tax assets	21	78.62	77.88
		<b>2,903.26</b>	<b>3,108.27</b>
<b>Current assets</b>			
Inventories	7	1,992.34	2,005.74
<b>Financial assets</b>			
Investments	8	166.59	120.57
Loans	5	61.85	71.05
Trade receivables	9	3,894.20	2,820.01
Cash and cash equivalents	10	741.98	726.02
Other bank balances	11	63.10	2.74
Other financial assets	5	7.76	18.50
Other current assets	6	587.20	554.59
Current tax assets (net)	20	32.81	46.50
		<b>7,547.83</b>	<b>6,365.72</b>
		<b>10,451.09</b>	<b>9,473.99</b>
<b>Total assets</b>			
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12	151.12	151.12
Other equity	13	6,059.49	5,389.43
		<b>6,210.61</b>	<b>5,540.55</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	16	104.16	145.83
Lease liabilities	35	67.94	88.65
Provisions	18	96.58	50.32
		<b>268.68</b>	<b>284.80</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	16	41.67	41.67
Lease liabilities	35	20.75	18.70
Trade payables	19		
(A) Total outstanding dues of micro enterprises and small enterprises		123.38	101.08
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		3,328.71	2,803.77
Other financial liabilities	16	13.33	243.81
Other current liabilities	17	250.38	246.44
Provisions	18	148.65	161.59
Current tax liabilities (net)	20	44.93	31.58
		<b>3,971.80</b>	<b>3,648.64</b>
		<b>4,240.48</b>	<b>3,933.44</b>
		<b>10,451.09</b>	<b>9,473.99</b>
<b>Total liabilities</b>			
<b>Total equity and liabilities</b>			
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date  
For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 101049W/E300004

**per Rajeev Kumar**  
Partner  
Membership No.: 213803  
Place : Bengaluru  
Date : May 17, 2022

For and on behalf of the Board of Directors of  
**Automotive Axles Limited**

**Nagaraja Sadashiva Murthy Gargeshwari**  
Whole Time Director  
DIN: 00839616  
Place : Mysuru  
Date : May 17, 2022

**Ranganathan S**  
Chief Financial Officer  
Place : Mysuru  
Date : May 17, 2022

**Dr. B. N. Kalyani**  
Chairman  
DIN: 00089380  
Place : Pune  
Date : May 17, 2022

**Debadas Panda**  
Company Secretary  
Place : Mysuru  
Date : May 17, 2022





# Statement of Profit and Loss

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

	Notes	Year ended March 31, 2022	Year ended March 31, 2021
<b>Income</b>			
Revenue from operations	22	14,906.19	9,055.74
Other income	23	42.59	70.74
<b>Total income</b>		<b>14,948.78</b>	<b>9,126.48</b>
<b>Expenses</b>			
Cost of materials consumed	24	10,719.77	6,651.97
Changes in inventories of finished goods, stock-in-trade and work-in-progress	25	(98.24)	(357.89)
Employee benefits expense	26	1,142.79	887.47
Depreciation and amortisation expense	27	364.18	360.03
Finance costs	28	24.67	29.69
Other expenses	29	1,795.11	1,215.87
<b>Total expenses</b>		<b>13,948.28</b>	<b>8,787.14</b>
<b>Profit before exceptional items and tax</b>		<b>1,000.50</b>	<b>339.34</b>
<b>Exceptional items</b>	30	-	(37.69)
<b>Profit before tax</b>		<b>1,000.50</b>	<b>301.65</b>
<b>Tax expense</b>			
Current tax	21	254.30	71.05
Tax expenses relating to prior years	21	-	(17.23)
Deferred tax charge	21	2.62	20.53
<b>Total tax expense</b>		<b>256.92</b>	<b>74.35</b>
<b>Profit for the year</b>		<b>743.58</b>	<b>227.30</b>
<b>Other comprehensive income/ (loss)</b>			
<b>Other comprehensive income/ (loss) not to be reclassified to profit or loss in subsequent periods:</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurement income/ (loss) on items that will not be reclassified to statement of profit or loss on defined benefit plans	38	(7.38)	7.97
Income tax effect on above	21	1.88	(2.01)
<b>Total other comprehensive income/ (loss) for the year, net of tax</b>		<b>(5.50)</b>	<b>5.96</b>
<b>Total comprehensive income for the year, net of tax</b>		<b>738.08</b>	<b>233.26</b>
Earnings per equity share [nominal value of share INR 10 (March 31, 2021: INR 10)]			
Basic and diluted (in Rupees)	32	49.20	15.04
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date  
For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 101049W/E300004

**per Rajeev Kumar**  
Partner  
Membership No.: 213803  
Place : Bengaluru  
Date : May 17, 2022

For and on behalf of the Board of Directors of  
**Automotive Axles Limited**

**Nagaraja Sadashiva Murthy Gargeshwari**  
Whole Time Director  
DIN: 00839616  
Place : Mysuru  
Date : May 17, 2022

**Ranganathan S**  
Chief Financial Officer  
Place : Mysuru  
Date : May 17, 2022

**Dr. B. N. Kalyani**  
Chairman  
DIN: 00089380  
Place : Pune  
Date : May 17, 2022

**Debadas Panda**  
Company Secretary  
Place : Mysuru  
Date : May 17, 2022

# Cash Flow Statement

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

	Notes	Year ended March 31, 2022	Year ended March 31, 2021
<b>I Operating activities</b>			
<b>Profit before tax</b>		1,000.50	301.65
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense		361.01	356.16
Amortisation of intangible assets		3.17	3.87
Profit on sale of property, plant and equipment		(0.19)	(2.89)
Profit on sale of securities		(3.26)	
Exceptional items	30	-	37.69
Warranty expense		49.62	37.23
Finance costs (including fair value changes in financial instruments)		22.55	29.48
Finance income (including fair value changes in financial instruments)		(32.95)	(55.48)
<b>Operating profit before working capital adjustments</b>		<b>1,400.45</b>	<b>707.71</b>
<b>Working capital adjustments :</b>			
Increase in trade receivables		(1,074.19)	(1,592.68)
Increase in loans		(1.43)	(0.14)
Decrease in other financial assets		10.72	81.36
Increase in other assets		(38.67)	(166.50)
Decrease/ (Increase) in inventories		13.40	(445.71)
Increase in trade payables		547.24	1,759.25
Increase in other liabilities		3.94	200.86
(Decrease)/Increase in other financial liabilities		(176.19)	108.60
Decrease in provisions		(23.68)	(70.96)
		<b>661.59</b>	<b>581.79</b>
Income tax paid (net of refund)		(228.74)	(94.86)
<b>Net cash flows from operating activities</b>		<b>432.85</b>	<b>486.93</b>
<b>II Investing activities</b>			
Purchase of property, plant and equipment, intangible assets, CWIP and capital advances		(218.84)	(347.74)
Proceeds from sale of property, plant and equipment		0.32	3.09
Purchase of current investments		(166.59)	(120.00)
Sales of current investments		123.84	
Loans given to suppliers		(33.37)	(52.00)
Loans repaid by suppliers		56.34	62.94
Investment in bank deposits		(60.00)	
Interest received		32.95	56.11
<b>Net cash flows used in investing activities</b>		<b>(265.36)</b>	<b>(397.60)</b>
<b>III Financing activities</b>			
Repayment of borrowings (refer note 1 below)		(41.67)	(41.67)
Interest paid		(22.83)	(30.26)
Payment of principal portion of lease liabilities (refer note 1 below)		(18.66)	(16.64)
Dividend paid to equity holders		(68.37)	(12.08)
<b>Net cash flows used in financing activities</b>		<b>(151.53)</b>	<b>(100.65)</b>



# Cash Flow Statement

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

	Notes	Year ended March 31, 2022	Year ended March 31, 2021
<b>IV Net (decrease)/ increase in cash and cash equivalents (I + II + III)</b>		15.96	(11.32)
Cash and cash equivalents at the beginning of the year	10	726.02	737.34
<b>V Cash and cash equivalents at the end of the year</b>	10	741.98	726.02
<b>Components of cash and cash equivalents as at the end of the year</b>	10		
Cash on hand		0.01	0.06
Balances with banks			
- in current accounts		441.97	386.91
- in deposit accounts with original maturity of less than three months		300.00	339.05
<b>Total cash and cash equivalents</b>		<b>741.98</b>	<b>726.02</b>
Summary of significant accounting policies	2		

## Explanatory notes to statement of cash flows

1. Changes in liabilities arising from financing activities:-

	Liabilities arising from financing activities		
	Lease liabilities (note 35)	Long term borrowings (note 16)	Short term borrowings
<b>As at April 01, 2021</b>	107.35	187.50	-
Proceeds from financing activities	-	-	-
Repayment of financing activities	(18.66)	(41.67)	-
<b>As at March 31, 2022</b>	<b>88.69</b>	<b>145.83</b>	-
<b>As at April 01, 2020</b>	123.99	229.17	-
Proceeds from financing activities	-	-	-
Repayment of financing activities	(16.64)	(41.67)	-
<b>As at March 31, 2021</b>	<b>107.35</b>	<b>187.50</b>	-

The accompanying notes are an integral part of the financial statements.

As per our report of even date  
For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 101049W/E300004

**per Rajeev Kumar**  
Partner  
Membership No.: 213803

Place : Bengaluru  
Date : May 17, 2022

For and on behalf of the Board of Directors of  
**Automotive Axles Limited**

**Nagaraja Sadashiva Murthy Gargeshwari**  
Whole Time Director  
DIN: 00839616

Place : Mysuru  
Date : May 17, 2022

**Ranganathan S**  
Chief Financial Officer

Place : Mysuru  
Date : May 17, 2022

**Dr. B. N. Kalyani**  
Chairman  
DIN: 00089380

Place : Pune  
Date : May 17, 2022

**Debadas Panda**  
Company Secretary

Place : Mysuru  
Date : May 17, 2022

# Statement of Changes in Equity

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## a) Equity share capital

Equity shares of INR 10 each issued, subscribed and fully paid

	Numbers	INR
As at March 31, 2020	1,51,11,975	151.12
Issued during the year	-	-
As at March 31, 2021	1,51,11,975	151.12
Issued during the year	-	-
<b>As at March 31, 2022</b>	<b>1,51,11,975</b>	<b>151.12</b>

## b) Other equity

	Attributable to equity holders of the Company			
	Reserves & surplus			
	Securities premium	General reserves	Retained earnings	Total
Balance as at April 1, 2020	115.59	458.82	4,593.84	5,168.25
Profit for the year	-	-	227.30	227.30
Other comprehensive income/ (loss)	-	-	5.96	5.96
Dividend paid (refer note 15)	-	-	(12.08)	(12.08)
<b>Balance as at March 31, 2021</b>	<b>115.59</b>	<b>458.82</b>	<b>4,815.02</b>	<b>5,389.43</b>
Balance as at April 1, 2021	115.59	458.82	4,815.02	5,389.42
Profit for the year	-	-	743.58	743.58
Other comprehensive income/ (loss)	-	-	(5.50)	(5.50)
Dividend paid (refer note 15)	-	-	(68.01)	(68.01)
<b>Balance as at March 31, 2022</b>	<b>115.59</b>	<b>458.82</b>	<b>5,485.08</b>	<b>6,059.49</b>

Summary of significant accounting policies (refer note 2)

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Rajeev Kumar**

Partner

Membership No.: 213803

Place : Bengaluru

Date : May 17, 2022

For and on behalf of the Board of Directors of

**Automotive Axles Limited**

**Nagaraja Sadashiva Murthy Gargeshwari**

Whole Time Director

DIN: 00839616

Place : Mysuru

Date : May 17, 2022

**Ranganathan S**

Chief Financial Officer

Place : Mysuru

Date : May 17, 2022

**Dr. B. N. Kalyani**

Chairman

DIN: 00089380

Place : Pune

Date : May 17, 2022

**Debadas Panda**

Company Secretary

Place : Mysuru

Date : May 17, 2022



# Notes to the Financial Statements

for the year ended March 31, 2022

## 1. Corporate information

Automotive Axles Limited ("the Company") is a joint venture company incorporated in 1981, between Bharat Forge Limited, Pune, India and Meritor Heavy Vehicle Systems LLC, USA. The Company is a public company domiciled in India. Its shares are listed on the BSE Limited and the National Stock Exchange of India Limited. The registered office of the company is located at Hootagalli Industrial Area, Off Hunsur Road, Mysore, Karnataka- 570018. The Company CIN is L51909KA1981PLC004198.

The Company is primarily engaged in manufacturing of Axles and Brakes at Mysore, Rudrapur and Jamshedpur.

The financial statements were authorised for issue in accordance with a resolution of the Company's Board of Directors on May 17, 2022.

## 2. Significant accounting policies

### 2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

These financial statements have been prepared on a historical cost basis as explained in the accounting policies below, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest million (INR 000,000), except when otherwise indicated.

The financial statements provide comparative information in respect of previous period. In addition, the Company presents an additional balance sheet at the beginning of the preceding period when there is a retrospective application of an accounting policy, a retrospective restatement, or a reclassification of items in financial statements. The Company has adopted the Revised Schedule III as issued by MCA and accordingly numbers of comparative period has been reclassified as required. Considering the reclassification is not significant, a third balance sheet has not been given.

### 2.2 Summary of significant accounting policies

#### (a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### (b) Foreign currencies

The financial statements are presented in Indian Rupees ('INR'), which is the functional currency of the Company.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company using spot rates on the date the transaction first qualifies for recognition.

# Notes to the Financial Statements

for the year ended March 31, 2022

Monetary assets and liabilities denominated in foreign currencies are translated into the relevant functional currency at exchange rates at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss, respectively).

## (c) Revenue from contract with customer

The Company earns revenue from contract with customer primarily from sale of goods.

Revenue is recognised upon transfer of control of promised products to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer, it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 33.

### Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Unbilled receivables are classified as a financial asset where the right to consideration is unconditional and only the passage of time is required before the payment is due. The specific recognition criteria described below must also be met before revenue is recognised.

### Sale of goods:

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer.

The revenue is collected immediately upon sale of goods or as per agreed credit terms which is within 30 to 60 days upon delivery.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

### Variable Consideration:

Rights of return, volume discounts, or any other form of variable consideration is estimated using either the sum of probability weighted amounts in a range of possible consideration amounts (expected value), or the single most likely amount in a range of possible consideration amounts (most likely amount), depending on which method better predicts the amount of consideration realizable. Transaction price includes variable consideration only to the extent it is probable that a significant reversal of revenues recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price may involve judgment and are based largely on an assessment of our anticipated performance and all information that is reasonably available to us.

### Finance income:

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.



# Notes to the Financial Statements

for the year ended March 31, 2022

Interest income is included in finance income in the statement of profit and loss.

## Dividend income:

Revenue is recognised when the Company's right to receive dividend is established, which is generally the shareholders' approval date.

## Export Incentives:

Revenue from export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

## (d) Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

### Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable income will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or in equity, in correlation to the underlying transaction.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

In the situations where the Company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognised in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realised. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

### Minimum alternate tax (MAT)

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act,

# Notes to the Financial Statements

for the year ended March 31, 2022

1961, the said asset is created by way of credit to the statement of profit and loss and shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

## (e) Property, plant and equipment

Property, plant and equipment and Capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such costs include the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on building and plant & machinery is provided using the Straight-Line Method and on other property, plant and equipment, using the reducing balance method over the useful lives estimated by the management basis technical assessment, as given in the table below:

Nature of Asset	Useful lives (in years)
Building- Factory	30
Building- Others (including Roads)	5-60
Plant & Machinery	2-15
Plant & Machinery – Windmill	9
Electrical installation	3-10
Furniture & Fixtures	5-10
Computers and servers	3-6
Office equipment's	5
Vehicles	4-8

Leasehold improvements are depreciated over the primary period of lease, or useful life, whichever is lower, on a straight-line basis.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Cost of assets not ready for their intended use at the balance sheet date are disclosed under Capital Work-in-Progress.

## (f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Computer Software which is not an integral part of the related hardware is classified as an intangible asset. Intangible assets are amortised on a reducing balance method over the estimated useful economic life of 3 years.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with Ind AS.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds/net realisable value and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.





# Notes to the Financial Statements

for the year ended March 31, 2022

## (g) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## (h) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company's lease assets class primarily consist of lease of land, building and premises.

### Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Leasehold Land 99 years
- Building 5 to 10 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option,

depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to paragraph (i) of the accounting policies for impairment of non-financial assets.

#### ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are disclosed under the head financial liabilities in the balance sheet (refer note 35).

# Notes to the Financial Statements

for the year ended March 31, 2022

### iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases. (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

#### Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

### (i) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and components, stores and spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### (j) Impairment

#### Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 ('Financial Instruments') requires expected credit losses to be measured through a loss allowance. The Company follows 'simplified approach' for recognition of impairment loss allowances. All financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

#### Non-financial assets

##### Tangible and intangible assets

Property, plant and equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

### (k) Provisions and contingent liability

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be



# Notes to the Financial Statements

for the year ended March 31, 2022

confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## Warranty provisions

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise being typically up to three years.

As per the terms of the contracts, the company provides post-contact services / warranty support to some of its customers. The company accounts for the post-contract support / provision for warranty on the basis of the information available with management duly taking into the account the current and post technical estimates.

## (I) Retirement and other employee benefits

Superannuation fund (being administered by Trusts) and Employees' State Insurance Corporation (ESIC) are defined contribution schemes whose contributions are charged to the statement of profit and loss for the period when they are due to the respective funds. There are no obligations other than the contributions to the respective funds.

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance

sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan. The Company contributes to a gratuity fund maintained by an independent insurance company.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Interest expense and Income

## Leave Encashment / Compensated Absences

Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the

# Notes to the Financial Statements

for the year ended March 31, 2022

unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gain/loss are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

## (m) Financial instruments

Financial instruments are recognised when the Company becomes a party to the contract that gives rise to financial assets and financial liabilities.

### Financial Assets

#### *Initial recognition and measurement*

All financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

#### *Subsequent measurement*

#### *Financial assets at amortised cost*

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the

profit or loss. This category generally applies to trade and other receivables.

#### *Financial assets at fair value through other comprehensive income*

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair value movements are recognised in Other Comprehensive Income (OCI).

#### *Financial assets at fair value through profit or loss*

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

#### *Derecognition*

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised when the obligation specified in the contract is discharged or cancelled or expires.

### Financial liabilities

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and borrowings.



# Notes to the Financial Statements

for the year ended March 31, 2022

## **Subsequent measurement**

### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

### **Loans and Borrowings**

Financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance cost in the statement of profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

### **Fair value hierarchy**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### **Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### **(n) Cash and cash equivalents**

Cash and cash equivalents for purpose of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding

# Notes to the Financial Statements

for the year ended March 31, 2022

bank overdrafts as they are considered an integral part of the Company's cash management.

## (o) Cash dividend to equity shareholders of the Company

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## (p) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 2.3 Changes in accounting policies and disclosures

### New and amended standards

- (i) Amendments to Ind AS 116: Covid-19-Related Rent Concessions.

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The amendments are applicable for annual reporting periods beginning on or after the April 1, 2020. On account of this amendment, an amount of INR Nil (March 2021: INR 2.08 million) is recognised as income in the statement of profit and loss for the previous year ended March 31, 2022.



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 3 Property, plant and equipment

	Freehold land	Building	Roads	Plant & Machinery	Furniture & fixtures	Office equipment & electricals	Computers & servers	Vehicles	Total
Cost									
At March 31, 2020	3.83	557.05	51.02	3,124.36	16.02	55.72	56.36	6.09	3,870.45
Additions	-	1.64	-	249.68	-	1.09	4.71	-	257.11
Disposals	-	-	-	38.83	-	-	-	-	38.83
At March 31, 2021	3.83	558.69	51.02	3,335.21	16.02	56.81	61.07	6.09	4,088.73
Additions	-	5.33	2.73	458.98	-	0.30	15.52	2.50	485.36
Disposals/Retirement	-	-	-	220.09	-	-	-	3.02	223.11
At March 31, 2022	3.83	564.02	53.75	3,574.10	16.02	57.11	76.59	5.57	4,350.98
Depreciation									
At March 31, 2020	-	66.61	7.52	1,408.86	11.25	25.39	39.99	3.60	1,563.22
Charge for the year	-	22.13	2.53	293.18	1.25	2.42	14.01	1.83	337.35
Disposals	-	-	-	38.63	-	-	-	-	38.63
At March 31, 2021	-	88.74	10.05	1,663.41	12.50	27.81	54.00	5.43	1,861.94
Charge for the year	-	22.31	2.58	302.60	0.82	5.23	7.47	1.19	342.21
Disposals/Retirement	-	-	-	219.88	-	-	-	2.90	222.78
At March 31, 2022	-	111.06	12.63	1,746.13	13.32	33.05	61.47	3.72	1,981.37
Net book value									
At March 31, 2021	3.83	469.94	40.97	1,671.80	3.52	29.00	7.07	0.66	2,226.79
At March 31, 2022	3.83	452.96	41.11	1,827.97	2.70	24.06	15.12	1.85	2,369.61

## Capital work in progress

	Total
At April 01, 2020	240.37
Additions	344.10
Capitalisation	(260.89)
At March 31, 2021	323.58
At April 01, 2021	323.58
Additions	208.17
Capitalisation	(499.01)
At March 31, 2022	32.73

## As at March 31, 2022

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	25.76	6.97	-	-	32.73
Projects temporarily suspended	-	-	-	-	-

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## As at March 31, 2021

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	203.72	55.34	54.69	9.83	323.58
Projects temporarily suspended	-	-	-	-	-

There are no overdue or cost overrun projects compared to its original plan. There are no projects that are temporarily suspended, on the above mentioned reporting dates.

## 4 Intangible assets

	Software	Total
<b>Cost</b>		
<b>At March 31, 2020</b>	17.59	17.59
Additions	2.22	2.22
Disposals	-	-
<b>At March 31, 2021</b>	<b>19.81</b>	<b>19.81</b>
Additions	13.66	13.66
Disposals	-	-
<b>At March 31, 2022</b>	<b>33.47</b>	<b>33.47</b>
<b>Amortisation</b>		
<b>At March 31, 2020</b>	11.51	11.51
Charge for the year	3.87	3.87
Disposals	-	-
<b>At March 31, 2021</b>	<b>15.38</b>	<b>15.38</b>
Charge for the year	3.17	3.17
Disposals	-	-
<b>At March 31, 2022</b>	<b>18.55</b>	<b>18.55</b>
<b>Net book value</b>		
<b>At March 31, 2021</b>	<b>4.43</b>	<b>4.43</b>
<b>At March 31, 2022</b>	<b>14.92</b>	<b>14.92</b>

## 5 Financial assets

At amortised cost

	Non-current		Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
<b>Loans</b>				
<b>Unsecured, considered good</b>				
Loans to employees	1.24	1.07	6.11	4.86
Loans to suppliers (refer note 39)	15.73	28.25	55.74	66.19
	<b>16.97</b>	<b>29.32</b>	<b>61.85</b>	<b>71.05</b>
<b>Other financial assets</b>				
<b>Unsecured, considered good</b>				
Net investment in leases (refer note 35(b))	113.46	112.81	-	-
Security deposits	36.17	36.11	-	-
Others *	-	-	7.76	18.50
	<b>149.63</b>	<b>148.92</b>	<b>7.76</b>	<b>18.50</b>

\*Includes receivables from related parties (refer note 37)





# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 6 Other assets

	Non-current		Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
<b>Unsecured, considered good</b>				
Capital advances *	31.82	75.65	-	-
Others				
Advance to suppliers	-	-	455.04	455.69
Prepaid expenses	6.06	-	32.40	27.46
Balance with statutory/ government authorities	0.14	0.14	99.76	71.44
	<b>38.02</b>	<b>75.79</b>	<b>587.20</b>	<b>554.59</b>

\* Includes advances given to related parties (refer note 37)

## 7 Inventories (valued at lower of cost or net realisable value)

	March 31, 2022	March 31, 2021
Raw materials (Includes INR 56.96 million (March 31, 2021: INR 17.51 million) in transit)	559.42	712.69
Work-in-progress	673.00	691.78
Finished goods	656.76	539.74
Stores and spares	103.16	61.53
	<b>1,992.34</b>	<b>2,005.74</b>

As at March 31, 2022, the Company has made a provision of INR 89.89 million (March 31, 2021: INR 86.97 million) towards slow moving/ non-moving and obsolete inventory.

## 8 Investments

	March 31, 2022	March 31, 2021
Investments in quoted regular growth plan mutual funds (MF) measured at FVTPL		
8,315,067.15 (March 31, 2021: Nil) units of INR 10.07 (March 31, 2021: Nil) each fully paid up of Axis CPSE Debt Index Fund Direct Growth	83.76	-
35,659.53 (March 31, 2021: 18,176.71) units of INR 1,151.41 (March 31, 2021: INR1,106.88 ) each fully paid up of Axis Money Market Fund - Direct Growth	41.06	20.12
40,680.643 (March 31, 2021: Nil) units of INR 1,026.89 (March 31, 2021: Nil) each fully paid up of Axis Floater Fund - Direct Growth	41.77	-
Nil (March 31, 2021: 8,792.62 units of INR 2,284.79 each fully paid up of Axis liquid fund - direct growth)	-	20.09
Nil (March 31, 2021: 32,371.23 units of INR 2,482.58 each fully paid up of Axis liquid fund - direct growth)	-	80.36
	<b>166.59</b>	<b>120.57</b>

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 9 Trade receivables At amortised cost

	March 31, 2022	March 31, 2021
Trade receivables	418.65	334.35
Receivables from related parties *	3,475.55	2,485.66
<b>Total trade receivables</b>	<b>3,894.20</b>	<b>2,820.01</b>
<b>Break-up for security details:</b>		
<b>Current</b>		
Secured, considered good	-	-
Unsecured, considered good	3,894.20	2,820.01
Trade receivables - credit impaired	6.11	6.11
	<b>3,900.31</b>	<b>2,826.12</b>
<b>Impairment allowance (allowance for bad and doubtful debts)</b>		
Trade receivables - credit impaired	(6.11)	(6.11)
	<b>3,894.20</b>	<b>2,820.01</b>

Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

\*Includes dues from companies where directors are interested (refer note 37).

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.

### As at March 31, 2022

Particulars	Unbilled Revenue	Current but not due	Outstanding for following periods from due date of payment			Total
			Less than 6 months	6 months - 1 year	More than 1 year	
Undisputed Trade Receivables – considered good	325.98	3,440.75	107.51	19.96	-	3,894.20
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	6.11	6.11
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>325.98</b>	<b>3,440.75</b>	<b>107.51</b>	<b>19.96</b>	<b>6.11</b>	<b>3,900.31</b>



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## As at March 31, 2021

Particulars	Unbilled Revenue	Current but not due	Outstanding for following periods from due date of payment			Total
			Less than 6 months	6 months - 1 year	More than 1 year	
Undisputed Trade Receivables – considered good	-	2,739.50	74.15	6.36	-	2,820.01
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	6.11	6.11
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>2,739.50</b>	<b>74.15</b>	<b>6.36</b>	<b>6.11</b>	<b>2,826.12</b>

## 10 Cash and cash equivalents

	March 31, 2022	March 31, 2021
Cash on hand	0.01	0.06
Balances with banks:		
Current accounts	441.97	386.91
Deposits with original maturity of less than three months	300.00	339.05
	<b>741.98</b>	<b>726.02</b>

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods ranging from 1 to 3 months, depending on the immediate cash requirements of the Company, and earn interest at the respective deposit rates.

## 11 Other bank balances

	March 31, 2022	March 31, 2021
Unpaid dividend	3.10	2.74
Balance with banks on deposits with remaining maturity of more than 3 months and less than 12 months	60.00	-
	<b>63.10</b>	<b>2.74</b>

## 12 Share capital

	Equity shares		Preference shares	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised share capital</b>				
<b>At April 01, 2020</b>	2,30,00,000	230.00	20,00,000	20.00
Increase/ (decrease) during the year	-	-	-	-
<b>At March 31, 2021</b>	2,30,00,000	230.00	20,00,000	20.00
Increase/ (decrease) during the year	-	-	-	-
<b>At March 31, 2022</b>	2,30,00,000	230.00	20,00,000	20.00

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## Terms/right attached to equity shares

The Company has issued only one class of equity share having par value of INR 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by Board of Directors is subject to approval by the shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

	March 31, 2022	March 31, 2021
<b>Issued equity capital</b>		
<b>At March 31, 2020</b>	1,51,11,975	151.12
Increase/ (decrease) during the year	-	-
<b>At March 31, 2021</b>	1,51,11,975	151.12
Increase/ (decrease) during the year	-	-
<b>At March 31, 2022</b>	1,51,11,975	151.12

## (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares with voting rights

	March 31, 2022		March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
At the commencement of the year	1,51,11,975	151.12	1,51,11,975	151.12
Add: shares issued	-	-	-	-
At the end of the year	1,51,11,975	151.12	1,51,11,975	151.12

## (b) Details of shares held by each shareholder holding more than 5% shares in the Company:

Class of shares / Name of shareholder

Equity shares with voting rights

	March 31, 2022		March 31, 2021	
	Number of shares	Holding percentage	Number of shares	Holding percentage
BF Investments Ltd.,	53,67,806	35.52%	53,67,806	35.52%
Meritor Heavy Vehicle Systems, LLC USA	53,67,275	35.52%	53,67,275	35.52%
Nippon Life India Trustee Ltd (Earlier known as Reliance Capital Trustee Company Ltd.)	12,91,000	8.54%	12,91,000	8.54%

(c) The Company has not issued any bonus shares or issued shares for consideration other than cash nor bought back any shares from the date of incorporation of the Company.

(d) The Company has not reserved any shares for issuance under options and contracts/ commitments for the sale of shares/ disinvestment.



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 13 Other equity

	March 31, 2022	March 31, 2021
<b>Securities premium account (refer note 14(a))</b>		
Balance as per last financial statements	115.59	115.59
Add : Additions during the year	-	-
<b>Closing balance (a)</b>	<b>115.59</b>	<b>115.59</b>
<b>Retained earnings</b>		
Balance as per last financial statements	4,815.02	4,593.84
Add: Profit for the year	743.58	227.30
Add/ (less): OCI - Re-measurement gain/ (loss) on defined benefit obligation (net of tax)	(5.50)	5.96
Less:		
Dividend (refer note 15)	68.01	12.08
<b>Closing balance (b)</b>	<b>5,485.08</b>	<b>4,815.02</b>
<b>General reserves (refer note 14(b))</b>		
Balance as per last financial statements	458.82	458.82
Add: Transfer from statement of profit and loss	-	-
<b>Closing balance (c)</b>	<b>458.82</b>	<b>458.82</b>
<b>Total (a+b+c)</b>	<b>6,059.49</b>	<b>5,389.43</b>

## 14 Nature and purpose of reserves

### a) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of section 52 of the Companies Act, 2013.

### b) General reserves

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn.

## 15 Dividend distribution made and proposed

	March 31, 2022	March 31, 2021
<b>Cash dividends on equity shares declared and paid:</b>		
Final dividend for the year ended March 31, 2021: INR 4.50 per share (March 31, 2020: INR 0.80 per share)	68.01	12.08
	<b>68.01</b>	<b>12.08</b>
<b>Proposed dividends on equity shares*</b>		
Final dividend for the year ended March 31, 2022: INR 15.00 per share (March 31, 2021: INR 4.50 per share)	226.68	68.01
	<b>226.68</b>	<b>68.01</b>

\*Proposed dividends on equity shares are subject to approval at the annual general meeting and hence not recognised as a liability as at March 31, 2022 and March 31, 2021.

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 16 Financial liabilities

Borrowings	Current		Non Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
<b>Term loan</b>				
Indian rupee term loan from a bank (secured)	41.67	41.67	145.83	187.50
Less: amount disclosed under the head 'Current Borrowings	-	-	(41.67)	(41.67)
	41.67	41.67	104.16	145.83

- a) During the financial year 2018-19, the Company has been sanctioned a term loan of INR 1,500 million from HDFC bank towards capital expansion against which the Company has taken total disbursements of INR 730 million. The term loan is repayable in 24 quarterly instalments after the moratorium period of one year from the date of sanctioning of the loan. During the current year, the Company has repaid the loan to the extent of INR 41.67 million. The loan is secured by hypothecation of plant and machinery and other moveable assets both present and future consisting of, being movable properties, procured out of the said term loan at all locations.
- b) The loan carries an interest @ 3 month MCLR (with a quarterly rest) plus 5 bps in the range of 7% - 7.95%, p.a.

Other current financial liabilities	Current	
	March 31, 2022	March 31, 2021
Interest accrued and not due	0.87	1.16
Payable towards capital expenditure	8.87	62.88
Unclaimed dividend	3.10	2.74
Others	0.49	177.03
	13.33	243.81

## 17 Other liabilities

Statutory liabilities*	Current	
	March 31, 2022	March 31, 2021
Statutory liabilities*	219.88	185.72
Advance from customers	30.50	60.72
	250.38	246.44

\* Statutory liabilities include provident fund, employee state insurance, professional tax, GST, withholding taxes payables and other indirect taxes payable.

## 18 Provisions

Provision for employee benefits	Current		Non Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Provision for gratuity (refer note 38)	-	-	4.01	1.71
Provision for compensated absences	-	-	9.69	19.39
<b>Others</b>				
Provision for warranty (refer note below)	96.58	50.32	134.95	140.49
	96.58	50.32	148.65	161.59

### Warranty

Provision for warranty relates to the estimated outflow in respect of warranty for products sold by the Company.



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

	March 31, 2022	March 31, 2021
Opening balance	190.81	217.94
Additions during the year	49.62	37.23
Utilised during the year	(8.91)	(64.36)
<b>Closing balance</b>	<b>231.52</b>	<b>190.81</b>

## 19 Trade payables

	March 31, 2022	March 31, 2021
<b>At amortised cost</b>		
<b>Trade payables (including acceptances)</b>		
Total outstanding dues of micro enterprises and small enterprises*	123.38	101.08
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,328.71	2,803.77
	<b>3,452.09</b>	<b>2,904.85</b>

### Trade payables ageing schedule:

#### As at March 31, 2022

Particulars	Unbilled	Not due	Outstanding for following periods from transaction date #				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	123.38	-	-	-	-	123.38
Total outstanding dues of creditors other than micro enterprises and small enterprises	809.63	1,961.31	557.77	-	-	-	3,328.71
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>809.63</b>	<b>2,084.69</b>	<b>557.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,452.09</b>

# Where no due date of payment is available, ageing has been disclosed from the date of transaction.

#### As at March 31, 2021

Particulars	Unbilled	Not due	Outstanding for following periods from transaction date #				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	101.08	-	-	-	-	101.08
Total outstanding dues of creditors other than micro enterprises and small enterprises	438.66	1,768.65	596.46	-	-	-	2,803.77
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>438.66</b>	<b>1,869.73</b>	<b>596.46</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,904.85</b>

# Where no due date of payment is available, ageing has been disclosed from the date of transaction.

\* Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

The Company has amounts due to Micro and Small Enterprises under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at March 31, 2022 and March 31, 2021. The details in respect of such dues are as follows:

	March 31, 2022	March 31, 2021
Principal amount remaining unpaid to any supplier as at the end of the accounting year	123.38	101.08
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 regarding Micro and Small enterprises determined to the extent such parties have been identified on the basis of the information available with the company.

## 20 Current tax liabilities (net)

	March 31, 2022	March 31, 2021
Provision for income tax (net of advance income tax)	44.93	31.58
	<b>44.93</b>	<b>31.58</b>

## Current tax asset (net)

	March 31, 2022	March 31, 2021
Advance income tax (net of provision for income tax)	32.81	46.50
	<b>32.81</b>	<b>46.50</b>

## 21 Deferred tax assets

	March 31, 2022	March 31, 2021
Depreciation and amortisation expense: difference between tax depreciation and depreciation as per statement of profit and loss	59.58	48.42
Provision for employee benefits and others	19.04	29.46
<b>Deferred tax assets</b>	<b>78.62</b>	<b>77.88</b>





# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## Income taxes

### Components of income tax expense

(a) The major components of income tax expense for the year ended March 31, 2022 and March 31, 2021 are:

	March 31, 2022	March 31, 2021
<b>(i) Statement of Profit and loss</b>		
Current tax	254.30	71.05
Income tax relating to prior years	-	(17.23)
Deferred tax relating to origination and reversal of temporary differences	2.62	20.53
Tax expense reported in the statement of profit and loss	<b>256.92</b>	<b>74.35</b>
<b>(ii) OCI section</b>		
Deferred tax related to items recognized in OCI during the year		
Net actuarial (loss) /gain on remeasurement of defined benefit plans	1.88	(2.01)
<b>Income tax (credit)/ charge to OCI</b>	<b>1.88</b>	<b>(2.01)</b>

(b) Reconciliation of tax expense and accounting profit for the year ended March 31, 2022 and March 31, 2021

	March 31, 2022	March 31, 2021
<b>Accounting profit before income tax</b>	1,000.50	339.34
Enacted tax rates in India	25.168%	25.168%
Computed expected tax expense	<b>251.81</b>	<b>85.41</b>
Tax effect on permanent non-deductible expenses	5.76	15.19
Income tax relating to prior years	-	(17.23)
Others	(0.65)	(9.02)
<b>At the effective income tax rate</b>	<b>256.92</b>	<b>74.35</b>
<b>Income tax expense reported in the statement of profit and loss</b>	<b>256.92</b>	<b>74.35</b>

## 22 Revenue from operations

	March 31, 2022	March 31, 2021
Sale of products	14,516.50	8,824.39
	<b>14,516.50</b>	<b>8,824.39</b>
<b>Other operating revenue</b>		
Sale of scrap and others	372.39	206.81
Tooling income	7.70	17.75
Income from wind power generation	9.60	6.79
	<b>389.69</b>	<b>231.35</b>
Revenue from operations	<b>14,906.19</b>	<b>9,055.74</b>

## 23 Other income

	March 31, 2022	March 31, 2021
Interest income on deposits with banks	8.28	26.08
Interest - others	21.38	28.69
Fair value gain on financial instruments at fair value through profit or loss	3.33	0.71
Profit on sale of property, plant and equipment	0.19	2.89
Profit on sale of mutual funds	3.26	-
Miscellaneous income	6.15	12.37
	<b>42.59</b>	<b>70.74</b>

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 24 Cost of materials consumed

	March 31, 2022	March 31, 2021
Inventory at the beginning of the year	712.69	580.87
Add: Purchases	10,566.50	6,783.79
Less: Inventory at the end of the year	(559.42)	(712.69)
	<b>10,719.77</b>	<b>6,651.97</b>

## 25 Changes in inventories of finished goods, stock-in-trade and work-in-progress

	March 31, 2022	March 31, 2021
<b>Closing stock</b>		
Finished goods	656.76	539.74
Work-in-progress	673.00	691.78
<b>Total</b>	<b>1,329.76</b>	<b>1,231.52</b>
<b>Opening stock</b>		
Finished goods	539.74	386.26
Work-in-progress	691.78	487.37
<b>Total</b>	<b>1,231.52</b>	<b>873.63</b>
<b>Changes in inventories of finished goods, stock-in-trade and work-in-progress</b>	<b>(98.24)</b>	<b>(357.89)</b>

## 26 Employee benefits expenses

	March 31, 2022	March 31, 2021
Salaries, wages and bonus	959.86	739.46
Contribution to provident and other funds (refer note 38)	62.52	55.19
Gratuity expense (refer note 38)	9.92	12.17
Compensated absences	26.33	25.50
Staff welfare expenses	84.16	55.15
	<b>1,142.79</b>	<b>887.47</b>

## 27 Depreciation and amortisation expense

	March 31, 2022	March 31, 2021
Depreciation of property, plant and equipment	342.21	337.35
Amortisation of intangible assets	3.17	3.87
Depreciation of right-of-use assets (refer note 35)	18.80	18.81
	<b>364.18</b>	<b>360.03</b>

## 28 Finance costs

	March 31, 2022	March 31, 2021
Interest expense		
- on borrowings from banks	12.09	15.61
- on lease liabilities (refer note 35)	7.92	9.32
- on others	2.53	4.55
Bank charges	2.13	0.21
	<b>24.67</b>	<b>29.69</b>



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 29 Other expenses

	March 31, 2022	March 31, 2021
Stores and spares consumed	274.52	179.19
Power and fuel	225.74	148.35
Travelling expenses	9.42	3.49
Rent	46.49	31.58
Repairs and maintenance		
Buildings	9.06	1.63
Plant and machinery	135.06	87.18
Others	52.72	20.94
Rates and taxes	6.51	6.35
Insurance charges	14.79	12.29
Postage, telephone and telegram	1.56	2.07
Vehicle running expenses	0.70	0.47
Directors' sitting fees	1.85	1.55
Legal and professional charges	43.32	30.42
Payment to auditor (refer note (i) below)	3.86	3.80
Technical fees	73.44	39.86
Outside processing charges	593.64	454.01
Warranty (net) (refer note 18)	49.62	37.23
Freight charges	188.41	102.85
Corporate social responsibility expenditure (refer note 31)	19.24	24.98
Miscellaneous expenses	45.16	27.63
	<b>1,795.11</b>	<b>1,215.87</b>

### Note:

#### (i) Payments to auditors:

	March 31, 2022	March 31, 2021
As auditor (excluding GST)		
Statutory audit fee	3.80	3.50
Reimbursement of expenses	0.06	0.30
	<b>3.86</b>	<b>3.80</b>

## 30 Exceptional items

	March 31, 2022	March 31, 2021
Surrender charges for leasehold land (refer not below)	-	37.69
	<b>-</b>	<b>37.69</b>

Pursuant to an agreement between the Company and the Government of Madhya Pradesh ('Government'), on September 2012, the Company had taken a land on lease at Pithampur, Madhya Pradesh, for setting up a manufacturing unit and paid an upfront premium of INR 97 million (including a stamp duty of INR 20.24 million). The Company has applied to the Government for surrender of the land due to non-utilisation of the land. In accordance with the agreement, a surrender charge of 50% of upfront premium paid is applicable on surrender of the land.

During the previous year, the Company entered into another agreement with the Government for acquisition of another land for 99 years for a consideration of INR 124.86 million. As per the communication from the Government, the Company has remitted INR 88.81 million after adjusting INR 36.05 million pertaining to the amount recoverable on surrender of the existing leasehold land. During the previous year, the Company has provided for the initial registration and stamp duty charges, paid

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

towards acquisition of the land amounting to INR 20.24 million. Based on the outcome of final discussion with governmental authorities, the Company provided for the surrender charges of INR 37.69 million during the year ended March 31, 2021.

## 31 Disclosures in accordance with Guidance Note on Accounting for Expenditure on Corporate Social Responsibility (“CSR”) Activities

As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (“CSR”) committee has been formed by the Company. The primary function of the Committee is to assist the Board of Directors in formulating a CSR Policy and review the implementation and progress of the same from time to time. Gross amount required to be spent by the Company during the year was ₹ 18.74 Million (March 31, 2021: ₹ 24.98 Million). The expenses incurred and accrued towards CSR activities amounting to ₹ 19.24 Million (March 31, 2021: 7.99 INR Million) has been charged to the statement of profit and loss and is disclosed under other expenses.

Particulars	March 31, 2022	March 31, 2021
a) Gross amount required to be spent by the Company during the year.	18.74	24.98
b) Amount approved by the Board to be spent during the year	18.74	24.98

c) Amount spent during the year ended March 31, 2022:

Particulars	In cash	Yet to be paid in cash	Total
(i) Construction/ acquisition of any assets	14.72	-	14.72
(ii) On purposes other than (i) above	4.52	-	4.52

d) Amount spent during the year ended March 31, 2021:

Particulars	In cash	Yet to be paid in cash*	Total
(i) Construction/ acquisition of any assets	-	-	-
(ii) On purposes other than (i) above	7.99	16.99	24.98

In case of Section 135(5) (Ongoing project)						
Opening balance		Amount required to be spent during the year	Amount spent during the year		Closing Balance	
With company	In separate CSR unspent account		From company's bank account	From separate CSR unspent account	With company	In separate CSR unspent account
-	16.99	-	-	16.99	-	-

In case of Section 135(5) (Other than ongoing project)				
Opening balance	Amount deposited in Specified Fund of Sch. VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing Balance
-	-	18.74	19.24	(0.50)

\* The unspent amount was transferred to Unspent CSR Account maintained with a scheduled bank on April 29, 2021 which is spent for activities related to COVID-19.



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

e) Particulars	March 31, 2022	March 31, 2021
(a) Amount required to be spent by the Company during the year	18.74	24.98
(b) Amount of expenditure incurred	19.24	7.99
(c) Shortfall / (excess) at the end of the year	(0.50)	16.99
(d) Total of previous years shortfall	16.99	-
(e) Reason for shortfall :	-	Pertains to ongoing projects
(f) Nature of CSR activities:	Promoting health and sanitation, education, safety measures	
(g) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	Not applicable	Not applicable

## 32 Earnings per share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	March 31, 2022	March 31, 2021
Profit attributable to equity shareholders for basic and diluted earnings	743.58	227.30
Weighted average number of Equity shares for basic and diluted EPS (nos) *	1,51,11,975	1,51,11,975

\* There are no transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of these financial statements.

## 33 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and future periods are affected. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- i) Capital
- ii) Financial risk
- iii) Sensitivity

### Judgements:

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

#### Determining the lease term of contracts with renewal options – Company as lessee:

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has lease contracts that include extension options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew.

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## Property lease classification – Company as lessor

The Company has entered into a property lease. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, the present value of the minimum lease payments amounts to substantially all of the fair value of the property and accounted for the contracts as finance lease.

## Estimates and assumptions:

Key source of estimation of uncertainty as at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

## Defined benefit plans (gratuity benefits):

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. These mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

## Provision for inventories:

Management reviews the aged inventory on a periodic basis. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow-moving items. The management also evaluates on the usability of existing inventories as a result of technological and regulatory changes in the automotive sector if any and provides for the required allowances for slow moving/ non-moving and obsolete inventory. This review also involves comparison of the carrying value of the aged inventory item with the respective net realisable value. Management believes that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

## Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

## Provision for warranty:

Warranty estimates are established using historical information on the nature, frequency and average cost of warranty claims and also management estimates regarding possible future outflow on servicing the customers for any corrective action in respect of product failure.

## Leases - estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 34 Segment reporting

The Company is predominantly engaged in the business of manufacturing and sale of automotive components, which constitutes a single business segment and is governed by similar set of risks and returns. The operations of the Company primarily cater to the market in India, which the management views as a single segment. The management monitors the operating results of its single segment for the purpose of making decisions about resource allocation and performance assessment.

One customer individually accounted for INR 11,490.15 million (March 31, 2021: INR 7,648.53 million) which is more than 10% of the total revenue of the Company for the year ended March 31, 2022.

The Company is domiciled in India. The Company's revenue from operations from external customers primarily relate to operations in India and all the non-current assets of the Company are located in India.

## 35 Leases

### a) Company as a lessee

- i) The Company has entered into property leases consisting of the Company's manufacturing facilities which includes land and buildings. These leases are for a period of five to ten years and lease of land is for 99 years with renewal option included in the contracts. The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company also has certain leases with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemption for these leases.

Below are the carrying amounts of right-of-use assets recognised and the movements during the year:

	Leasehold Building	Leasehold Land (refer note 6)	Total
<b>As at March 31, 2020</b>	92.62	147.75	240.37
Additions/ (deletions)	-	-	-
Depreciation expense	(17.31)	(1.50)	(18.81)
<b>As at March 31, 2021</b>	75.31	146.25	221.56
Additions/ (deletions)	-	-	-
Depreciation expense	(17.30)	(1.50)	(18.80)
<b>As at March 31, 2022</b>	58.01	144.75	202.76

Below are the carrying amounts of lease liabilities and the movements during the year:

	Leasehold Building	Leasehold Land (refer note 6)	Total
<b>As at March 31, 2020</b>	112.40	11.59	123.99
Additions/ (deletions)	-	-	-
Accretion of interest	8.39	0.93	9.32
Interest payments	(8.39)	(0.93)	(9.32)
Principal payments	(16.64)	(0.00)	(16.64)
<b>As at March 31, 2021</b>	95.76	11.59	107.35
Additions/ (deletions)	-	-	-
Accretion of interest	6.99	0.93	7.92
Interest payments	(6.99)	(0.93)	(7.92)
Principal payments	(18.66)	(0.00)	(18.66)
<b>As at March 31, 2022</b>	77.10	11.59	88.69

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

	March 31, 2022	March 31, 2021
Current	20.75	18.70
Non-current	67.94	88.65
	<b>88.69</b>	<b>107.35</b>

The maturity analysis of lease liabilities are disclosed in note 41 (iii).

The effective interest rate for lease liabilities is 8%, with maturity between financial year 2024 - 2029 for leasehold building and in financial year 2118 for leasehold land.

The following are the amounts recognised in profit or loss:

	March 31, 2022	March 31, 2021
Depreciation expense of right-of-use assets	18.80	18.81
Interest expense on lease liabilities	7.92	9.32
Expense relating to short-term leases (included in other expenses)	46.49	31.58
<b>Total amount recognised in statement of profit or loss</b>	<b>73.21</b>	<b>59.71</b>

The Company had total cash outflows for leases of INR 26.58 million (March 31, 2021: INR 25.96 million). There are no future cash outflows relating to leases that have not yet commenced.

## b) Company as a lessor

The Company has entered into lease agreements with Meritor HVS India Limited ('MHVSIL') and Meritor Commercial Vehicle Systems India Private Limited ('MCVSIPL') to obtain a land on lease from MHVSIL and to construct a R&D test lab building ('R&D Building') and lease it back to MCVSIPL for R&D activities. This lease have a term of 20 years. Since both of these lease contracts were entered with the related parties on the same date and negotiated as one lease, these leases are essentially treated as a single contract in substance, wherein, the Company is the lessor of R&D building and MCVSIPL is the lessee. The Company at the commencement of the agreement, recognised INR 111.13 million being the present value of net lease rent receivables. Net finance income on lease receivables recognised by the Company during the year is INR 9.73 million (March 31, 2021: INR 9.72 million).

Future minimum rentals receivables under finance lease is as follows:

	March 31, 2022	March 31, 2021
Not later than one year	9.54	9.08
Later than one year and not later than five years	43.15	41.10
More than five years	177.97	189.56
	<b>230.66</b>	<b>239.74</b>

Reconciliation of the undiscounted lease receivables to the net investment in the lease:

	March 31, 2022	March 31, 2021
Total undiscounted lease receivables	230.66	239.74
Less: unearned finance income related to future years	(117.20)	(126.93)
Net investment in leases (refer note 5)	<b>113.46</b>	<b>112.81</b>

	March 31, 2022	March 31, 2021
Current	-	-
Non-current	113.46	112.81
	<b>113.46</b>	<b>112.81</b>





# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 36 Commitments and contingencies

### a) Capital commitments

	March 31, 2022	March 31, 2021
Estimated amount of contracts remaining to be executed on capital account and not provided for	22.70	63.64

### b) Contingent liabilities

	March 31, 2022	March 31, 2021
Income tax demands under appeal	0.21	0.21

During the financial year 2020-21, the Company has received demand order from the Income tax authorities for the financial year 2017-18 towards the disallowance of deduction taken by the Company under section 80JJAA of Income tax act, 1961. The Company has filed an appeal against the disallowance with the Commissioner of Income tax (Appeals) on March 23, 2021. The Company based on its assessment believe that no further adjustment is required in the financial statements in the current year.

## 37 Related party transactions

### (i) Names of related parties and related party relationship

#### (a) Related parties where control exist irrespective of whether transaction have occurred or not :

Entities having joint control over the Company

Meritor Heavy Vehicle System LLC

Meritor Inc, Troy

BF Investments Limited, Pune

#### (b) Other related parties with whom the Company had transactions : -

Meritor HVS (India) Limited

Meritor Heavy Vehicle Systems Cameri Spa

Xuzhou Meritor Axle Co.Ltd.

Meritor HVS LLC, Morristown

Meritor HVS LLC, Florence

Meritor HVS Inc., Fletcher

Meritor HVS AB., Sweden

Sistemas Automotrices de Mexico, S.A. de C.V.

Meritor Laurinberg Speciality

Meritor Manufacturing de Mexico sa de CV

Meritor Commercial Vehicle Systems (India) Pvt. Ltd.

Meritor HVS LLC, Troy

Meritor Heavy Vehicle Systems Australia Ltd

Meritor Heavy Vehicle Systems Singapore Pte Ltd

#### Enterprises over which Key Management Personnel (KMP) have significant influence :

Bharat Forge Limited

Synise Technologies Limited

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## Key Management Personnel:

Dr. B N Kalyani	Chairman
Mr. Kumaradevan Srinivasan	Senior Vice president & Whole time Director - resigned w.e.f July 31, 2021
Dr. N Muthukumar	President & Whole-Time Director - appointed w.e.f January 27, 2022 and resigned w.e.f Apr 5, 2022
Mr. Nagaraja Sadashiva Murthy Gargeshwari	Whole-Time Director - appointed w.e.f April 7, 2022
Mr. Ranganathan S	Chief Financial Officer
Mr. Debadas Panda	Company Secretary
Mr. Bhalachandra B Hattarki	Independent Director
Mr. B C Prabhakar	Independent Director
Mr. Rakesh Kalra	Independent Director
Mr. Chrishan Anton Sebastian Villavarayan	Director- resigned w.e.f May 14, 2021
Mr. Kenneth James Hogan	Director- appointed w.e.f May 14, 2021
Dr. Shalini Sarin	Independent Director

Transactions and balances less than 10% of the total transactions and balances disclosed as "Others".

## (ii) Related party disclosures

Particulars	March 31, 2022	March 31, 2021
<b>Purchase of goods</b>		
Bharat Forge Limited	233.28	226.19
Meritor HVS LLC, Morristown	26.82	6.97
Meritor Heavy Vehicle Systems Cameri Spa	15.01	6.55
Meritor HVS AB., Sweden	37.03	15.31
Meritor Heavy Vehicle Systems Singapore Pte Ltd	3.77	5.05
Meritor HVS Inc., Fletcher	0.23	0.13
Meritor HVS LLC, Florence	4.36	-
Others	2.42	4.43
	<b>322.92</b>	<b>264.63</b>
<b>Particulars</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
<b>Sale of goods</b>		
Meritor HVS (India) Limited	11,490.15	7,648.53
Meritor Commercial Vehicle Systems (India) Pvt. Ltd.	-	12.29
Others	-	0.58
	<b>11,490.15</b>	<b>7,661.40</b>
<b>Purchase of property, plant and equipment</b>		
Bharat Forge Limited	27.33	-
<b>Tooling income</b>		
Meritor HVS (India) Limited	3.31	3.06
Bharat Forge Limited	-	14.69
	<b>3.31</b>	<b>17.75</b>
<b>Lease rental income*</b>		
Meritor Commercial Vehicle Systems (India) Pvt. Ltd.	10.37	13.17



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

Particulars	March 31, 2022	March 31, 2021
<b>Lease rental expense*</b>		
Meritor HVS (India) Limited	4.63	4.52
<b>Purchase of MEIS licences (export incentive) and others</b>		
Meritor HVS (India) Limited	5.04	5.06
	<b>5.04</b>	<b>5.06</b>
<b>Services received</b>		
Bharat Forge Limited	128.44	99.46
Meritor HVS (India) Limited	84.07	39.86
Synise Technologies Limited	2.09	1.08
	<b>214.60</b>	<b>140.40</b>
<b>Other recoveries for freight</b>		
Meritor Commercial Vehicle Systems (India) Pvt. Ltd.	45.04	20.47
Bharat Forge Limited	-	0.01
	<b>45.04</b>	<b>20.48</b>
<b>Reimbursement of expenses</b>		
Dr. N Muthukumar	0.14	-
Mr. Ranganathan S	0.22	0.08
Mr. Debadas Panda	0.18	0.02
Mr. Kumaradevan Srinivasan	-	0.11
	<b>0.54</b>	<b>0.21</b>
<b>Directors sitting fees</b>		
Dr. B N Kalyani	0.25	0.20
Mr. Bhalachandra B Hattarki	0.45	0.40
Mr. B C Prabhakar	0.45	0.40
Mr. Rakesh Kalra	0.45	0.40
Dr. Shalini Sarin	0.25	0.15
	<b>1.85</b>	<b>1.55</b>
<b>Dividend paid</b>		
Meritor Inc, Troy	24.15	4.29
BF Investments Limited, Pune	24.15	4.29
	<b>48.30</b>	<b>8.58</b>
<b>Compensation of key management personnel:</b>		
Salaries and allowances	16.58	18.29
As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the key management personnel are not included above.		
<b>Balance outstanding as at year end</b>		
Trade receivables (including unbilled revenue)		
Meritor HVS (India) Limited	3,475.54	2,481.45
Others	0.01	4.21
	<b>3,475.55</b>	<b>2,485.66</b>
<b>Lease receivables*</b>		
Meritor Commercial Vehicle Systems (India) Pvt. Ltd.	7.96	-
<b>Other financial assets (including unbilled revenue)</b>		
Meritor Commercial Vehicle Systems (India) Pvt. Ltd.	-	6.72
	<b>-</b>	<b>6.72</b>

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

Particulars	March 31, 2022	March 31, 2021
<b>Other financial liabilities</b>		
Meritor HVS (India) Limited	-	107.22
	-	107.22
<b>Capital advances</b>		
Bharat Forge Limited	7.74	19.31
Trade payables		
Bharat Forge Limited	136.48	116.47
Others	17.24	17.46
	153.72	133.93
<b>Advance from customers</b>		
Meritor HVS (India) Limited	-	12.25
Xuzhou Meritor Axle Co.Ltd.	2.70	2.70
	2.70	14.95

\* represents the amount received/ receivable and paid/ payable and does not include adjustments relating to Ind AS 116.

## Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

## 38 Employee benefits

### Defined contribution plans

#### A. Provident fund and employee state insurance scheme

The Company makes contributions to provident fund and employee state insurance scheme, which are defined contribution plan for eligible employees. Under the scheme, the Company is required to contribute a specified percentage of the salary to fund the benefits. The Company recognized INR 50.71 million (March 31, 2021: 44.32 million) for provident fund contributions and INR 5.39 million (March 31, 2021: INR 4.48 million) for employee state insurance scheme contribution in the statement of profit and loss.

#### B. Superannuation fund

Retirement benefits in the form of superannuation fund (being administered by LIC) are funded defined contribution schemes and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable. The contributions for the year ended March 31, 2022 is INR 6.42 million (March 31, 2021: INR 6.39 million).

### Defined benefit plans

The Company has a defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The Company makes provision of such gratuity liability in the books of accounts on the basis of actuarial valuation as per the projected unit credit method.



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

The following tables summarize the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet.

	March 31, 2022	March 31, 2021
<b>Change in projected benefit obligations</b>		
Obligations at beginning of the year	243.55	253.63
Service cost	10.33	12.07
Interest cost	16.82	4.35
Benefits settled	(12.10)	(25.58)
Actuarial (gain) /loss (through OCI)	10.31	(0.91)
<b>Obligations at end of the year</b>	<b>268.91</b>	<b>243.55</b>
<b>Change in plan assets</b>		
Plan assets at beginning of the year, at fair value	241.84	242.89
Interest income	17.23	4.25
Actuarial gain (through OCI)	2.92	7.06
Contributions	15.00	10.50
Benefits settled	(12.10)	(22.86)
<b>Plan assets at end of the year</b>	<b>264.90</b>	<b>241.84</b>
Present value of defined benefit obligation at the end of the year	268.91	243.55
Less: Fair value of plan assets at the end of the year	264.90	241.84
<b>Net liability/ (asset) recognised in the balance sheet</b>	<b>4.01</b>	<b>1.71</b>
<b>Expenses recognised in statement of profit and loss</b>		
Service cost	10.33	12.07
Interest cost (net)	(0.41)	0.10
<b>Net gratuity cost</b>	<b>9.92</b>	<b>12.17</b>
<b>Re-measurement gains / (losses) in OCI</b>		
Actuarial (gain) / loss due to financial assumption changes	1.22	(12.84)
Actuarial (gain) / loss due to experience adjustments	9.09	11.92
Return on plan assets (greater)/less than discount rate	(2.93)	(7.06)
<b>Total expenses routed through OCI</b>	<b>7.38</b>	<b>(7.97)</b>

The major categories of plan assets of the fair value of the total plan assets are as follows:

	March 31, 2022	March 31, 2021
Investments with insurer	100%	100%

The principal plan asset consist of a scheme of insurance taken by the Company, which is a qualifying insurance policy.

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## The principal assumptions used in determining gratuity benefit obligations for the company's plans are shown below:

Investments with insurer	March 31, 2022	March 31, 2021
	100%	100%
Discount rate	7.08%	7.18%
Future salary increases	Staff 5% & Labour 2%	Staff 5% & Labour 2%
Mortality table	Indian assured lives Mortality (2012-2014) Ult.	Indian assured lives Mortality (2012-2014) Ult.
Employee turnover	Staff 15% & Labour 2%	Staff 15% & Labour 2%
Retirement age	58	58
Estimated rate of return on plan assets	7.08%	7.18%

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Assumptions regarding future mortality are based on published statistics and mortality tables.

## A quantitative sensitivity analysis for significant assumptions as at March 31, 2022 is as shown below:

	Sensitivity Level	Defined benefit obligation	
		March 31, 2022	March 31, 2021
		Change in DBO	Change in DBO
Discount rate	1% increase	(11.23)	(10.20)
	1% decrease	12.19	11.06
Further salary increase	1% increase	12.43	10.95
	1% decrease	(11.63)	(10.25)
Attrition rate	1% increase	1.66	1.50
	1% decrease	(1.77)	(1.61)
Mortality rate	10% increase	0.06	0.06

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

The following payments are expected contributions to the defined benefit plan in future years:

	March 31, 2022	March 31, 2021
<b>Five Years pay-outs</b>		
Year 1	34.60	33.64
Year 2	28.02	29.90
Year 3	34.69	26.32
Year 4	26.05	28.63
Year 5	40.03	20.69
Next 5 years	81.40	81.50
Contributions likely to be made for the next one year	4.01	1.71

The average duration of the defined benefit plan obligation at the end of the reporting period is 8.14 years (March 31, 2021: 11.10 years).

## 39 Disclosure required under section 186(4) of the Companies Act 2013

Particulars of loans given to suppliers included in loans have been disclosed below as per the requirement of Section 186(4) of the Companies Act 2013 is as follows:

Name of the Loanee	Rate of interest	Secured/ Unsecured	March 31, 2022	March 31, 2021
Adma Auto Components Private Limited	11.00%	Secured	24.31	28.89
Ideal Automation	11.50%	Secured	-	3.50
Siddhi Robo Plasma Cuts Private Limited	11.50%	Secured	-	1.38
Millennium Moulds & Dies	11.50%	Secured	16.81	22.49
Kems Forgings Limited	10.50%	Secured	4.00	20.00
P D Forge Private Limited	11.00%	Secured	20.80	6.00
AB Auto Components	11.50%	Unsecured	2.18	2.18
Jothi Micro Cast Private Limited	10.50%	Unsecured	-	2.50
Jothi Malleables Private Limited	10.50%	Unsecured	-	7.50
JK Udyog	11.50%	Unsecured	1.00	-
Deco Equipments	11.50%	Unsecured	1.62	-
CM Smith and Sons Limited	11.50%	Unsecured	0.75	-
			<b>71.47</b>	<b>94.44</b>

The loan has been given for meeting the fixed and working capital requirements.

The aforesaid loans are repayable in periodic instalments as per the contractual terms.

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 40 Fair values hierarchy

The carrying value of financial instruments by categories is as follows:

Name of the Loanee	March 31, 2022	March 31, 2021
<b>Financial assets measured at amortised cost:</b>		
Loans to employees *	7.35	5.93
Loan to suppliers *	71.47	94.44
Security deposit **	36.17	36.11
Lease receivables**	113.46	112.81
Others financial asset*	7.76	18.50
Trade receivable *	3,894.20	2,820.01
	<b>4,130.40</b>	<b>3,087.80</b>
<b>Financial assets measured at FVTPL:</b>		
Investments ***	166.59	120.57
	<b>166.59</b>	<b>120.57</b>
<b>Cash and cash equivalents and other bank balances</b>		
Cash and cash equivalents #	741.98	726.02
Other bank balances #	63.10	2.74
	<b>805.08</b>	<b>728.76</b>
<b>Financial liabilities measured at amortised cost:</b>		
Borrowings**	104.16	145.83
Lease liabilities**	88.69	107.35
Trade payables*	3,452.09	2,904.85
Others financial liabilities*	13.33	285.48
	<b>3,658.27</b>	<b>3,443.51</b>

\* The carrying value of these accounts are considered to be the same as their fair value, due to their short term nature. Accordingly, these are classified as level 3 fair value hierarchy.

\*\* The fair value of these accounts was calculated based on cash flow discounted using a current lending/ borrowing rate, they are classified as level 3 fair value hierarchy due to inclusion of unobservable inputs including counterparty credit risk.

\*\*\* These investments are made in quoted mutual funds and accordingly classified as level 1 fair value hierarchy. These investments are carried at their fair value as at the year end.

# These accounts are considered to be highly liquid/ liquid and the carrying amount of these are considered to be the same as their fair value.

## 41 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, lease liabilities and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, short term investments and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

### i. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such





# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings. The sensitivity analyses in the following sections relate to the position as at March 31, 2022 and March 31, 2021. The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt.

The analysis exclude the impact of movement in market variables on the carrying values of gratuity and other post retirement obligations and provisions.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2022 and March 31, 2021.

## a. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	March 31, 2022	March 31, 2021
March 31, 2022	50	(0.73)
	(50)	0.73
March 31, 2021	50	(0.94)
	(50)	0.94

## b. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). As on March 31, 2022, the Company has following foreign currency exposures:

	Currency	March 31, 2022		March 31, 2021	
		in foreign currency	INR	in foreign currency	INR
Trade payables	USD	0.34	26.06	0.25	18.15
	EURO	0.09	7.68	0.11	9.47
	AUD	-	-	0.00	0.04
	SEK	0.33	2.67	-	-

### Foreign currency sensitivity

The following table demonstrate the sensitivity to a reasonable possible change in EUR, USD, SEK and AUD exchange rates, with all other variables held constant. The impact on the Company's profit before tax due to changes in the value of monetary assets and liabilities is as under:

5% increase in foreign exchange rates will have the following impact on profit before tax:

	March 31, 2022	March 31, 2021
USD	(1.30)	(0.91)
EURO	(0.38)	(0.47)
AUD	-	(0.00)
SEK	(0.13)	-

Note: If the rate is decreased by 5%, profit will increase by an equal amount for March 31, 2022 and March 31, 2021

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## ii. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions, other receivables and deposits, and other financial instruments.

### a. Trade Receivable

The Company mainly sells to its related parties, OEMs and Tier I companies, having long standing relationship with the Company. Outstanding customer receivables are regularly monitored and reconciled. At March 31, 2022, receivable from Company's top 3 customers accounted for approximately 99% (March 31, 2021: 93%) of all the receivables outstanding. An impairment analysis is performed at each reporting date on an individual basis for major clients. Based on historical experience, the Company does not have any material bad debts. The Company does not hold collateral as security. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. Further, for movement in provision for doubtful receivables during the year refer note 9.

### b. Financial Instrument and Cash Deposit

Credit risk from balances with banks is managed by the Company in accordance with its policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

The Company's maximum exposure to credit risk for the component of balance sheet as at March 31, 2022 and March 31, 2021 is the carrying amounts of trade receivables as illustrated in note 8.

## iii. Liquidity risk

The table below summarises the maturity profile of the Company's financial liabilities based on contractual payments:

	Less than 1 year	1 to 5 years	>5 years	Total
March 31, 2022				
Borrowings	41.67	104.16	-	145.83
Lease liabilities	20.75	45.84	22.10	88.69
Other financial liabilities	13.33	-	-	13.33
Trade payables	3,452.09	-	-	3,452.09
	<b>3,527.84</b>	<b>150.00</b>	<b>22.10</b>	<b>3,699.94</b>
March 31, 2021				
Borrowings	41.67	145.83	-	187.50
Lease liabilities	18.70	59.49	29.16	107.35
Other financial liabilities	243.81	-	-	243.81
Trade payables	2,904.85	-	-	2,904.85
	<b>3,209.03</b>	<b>205.32</b>	<b>29.16</b>	<b>3,443.51</b>



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## 42 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company's gearing ratio, which is total borrowings divided by total capital employed is as below:

	March 31, 2022	March 31, 2021
Borrowings	104.16	145.83
Short term borrowings	41.67	41.67
<b>Total borrowings - A</b>	<b>145.83</b>	<b>187.50</b>
Equity	6,210.61	5,540.55
<b>Total equity - B</b>	<b>6,210.61</b>	<b>5,540.55</b>
<b>Total capital employed - C = (A+B)</b>	<b>6,356.44</b>	<b>5,728.05</b>
<b>Gearing ratio D = (A/C)</b>	<b>2%</b>	<b>3%</b>

## 43 Transfer pricing

The Company maintains the information and documents as required under the transfer pricing regulations under Section 92-92F of the Income Tax Act, 1961. The management is in the process of updating the transfer pricing documentation for the financial year 2021 - 2022 and is of the view that its transactions are at arm's length and the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

- 44 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/ interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

## 45 Ratios

### (a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	March 31, 2022	March 31, 2021
Current Assets	7,547.83	6,365.72
Current Liabilities	3,971.80	3,648.64
<b>Ratio</b>	<b>1.90</b>	<b>1.74</b>
<b>%Change from previous year</b>	<b>9%</b>	

### (b) Debt Equity Ratio = Total debt divided by Total equity where total debt refers to sum of current and non current borrowings

Particulars	March 31, 2022	March 31, 2021
Total debt	145.83	187.50
Total equity	6,210.61	5,540.55
<b>Ratio</b>	<b>0.02</b>	<b>0.03</b>
<b>%Change from previous year</b>	<b>-31%</b>	

**Reason for change more than 25%:** The ratio has decreased from 0.03 to 0.02 on account of repayment of instalments due for borrowings during the year.

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

**(c) Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments**

Particulars	March 31, 2022	March 31, 2021
Profit after tax	743.58	227.30
<b>Add: Non cash operating expenses and finance cost</b>		
- Depreciation and Amortization Expense	364.18	360.03
- Finance Cost	24.67	29.69
<b>Earnings available for debt services</b>	<b>1,132.43</b>	<b>617.02</b>
Interest cost on borrowings	12.09	15.61
Principal repayments	41.67	41.67
<b>Total interest and principal repayments</b>	<b>53.76</b>	<b>57.28</b>
<b>Ratio</b>	<b>21.06</b>	<b>10.77</b>
<b>%Change from previous year</b>	<b>96%</b>	

**Reason for change more than 25%:** The ratio increased from 10.77 to 21.06 on account of increase in Profit After Tax

**(d) Return on Equity Ratio/Return on Investment Ratio = Net profit after tax divided by Equity**

Particulars	March 31, 2022	March 31, 2021
Profit after tax	743.58	227.30
Total equity	6,210.61	5,540.55
<b>Ratio</b>	<b>0.12</b>	<b>0.04</b>
<b>%Change from previous year</b>	<b>192%</b>	

**Reason for change more than 25%:** The ratio increased from 0.04 to 0.12 on account of increase in Profit After Tax

**(e) Inventory Turnover Ratio = Cost of materials consumed divided by closing inventory**

Particulars	March 31, 2022	March 31, 2021
Cost of materials consumed	10,719.77	6,651.97
Closing Inventory	1,992.34	2,005.74
<b>Ratio</b>	<b>5.38</b>	<b>3.32</b>
<b>%Change from previous year</b>	<b>62%</b>	

**Reason for change more than 25%:** The ratio increase from 3.32 to 5.38 on account of increase in Operations

**(f) Trade Receivable Turnover Ratio = Total sales divided by Average trade receivables**

Particulars	March 31, 2022	March 31, 2021
Total sales for the period/year	14,906.19	9,055.74
Average trade receivables	3,357.10	2,023.67
<b>Ratio</b>	<b>4.44</b>	<b>4.47</b>
<b>%Change from previous year</b>	<b>-1%</b>	



# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## (g) Trade payables turnover ratio = Total purchases divided by Average trade payables

Particulars	March 31, 2022	March 31, 2021
Total purchases for the period/year	10,566.50	6,783.79
Average trade payables	3,178.47	2,025.23
<b>Ratio</b>	<b>3.32</b>	<b>3.35</b>
<b>%Change from previous year</b>	<b>-1%</b>	

## (h) Net capital turnover ratio = Net sales divided by Working capital

Particulars	March 31, 2022	March 31, 2021
Net sales for the period/year	14,906.19	9,055.74
Current assets	7,547.83	6,365.72
Current liabilities	3,971.80	3,648.64
Working capital	3,576.03	2,717.08
<b>Ratio</b>	<b>4.17</b>	<b>3.33</b>
<b>%Change from previous year</b>	<b>25%</b>	

**Reason for change more than 25%:** The ratio increased from 3.33 to 4.17 increase in trade receivables

## (i) Net profit ratio = Net profit divided by Net sales

Particulars	March 31, 2022	March 31, 2021
Net profit after tax for the period/year	743.58	227.30
Net sales for the period/year	14,906.19	9,055.74
<b>Ratio</b>	<b>0.05</b>	<b>0.03</b>
<b>%Change from previous year</b>	<b>99%</b>	

**Reason for change more than 25%:** The ratio increased from 0.03 to 0.05 as a result of increase in revenue from operations and profit after tax.

## (j) Return on capital employed = Earnings before interest and taxes divided by Capital employed

Particulars	March 31, 2022	March 31, 2021
Net profit after tax	743.58	227.30
Income tax expenses	256.92	74.35
Finance cost	24.67	29.69
Other income	(29.66)	(54.77)
Finance income	(12.93)	(15.97)
<b>Earnings before interest and taxes for the year</b>	<b>982.58</b>	<b>260.59</b>
Tangible net worth	6,195.69	5,536.12
Total debt	145.83	187.50
<b>Capital employed</b>	<b>6,341.52</b>	<b>5,723.62</b>
<b>Ratio</b>	<b>0.15</b>	<b>0.05</b>
<b>%Change from previous year</b>	<b>240%</b>	

**Reason for change more than 25%:** The ratio increased from 0.05 to 0.15 as a result of increase in Earnings before interest and taxes for the year.

# Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts in Indian Rupees Million, unless otherwise stated)

## (k) Return on Investment = Net profit divided by Average investment

Particulars	March 31, 2022	March 31, 2021
Net profit after tax for the period/year	743.58	227.30
Average Investment	5,875.58	5,429.96
<b>Ratio</b>	<b>0.13</b>	<b>0.04</b>
<b>%Change from previous year</b>	<b>202%</b>	

**Reason for change more than 25%:** The ratio increased from 0.04 to 0.13 as a result of increase in profit after tax for the year.

## 46 Other Statutory Information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company have not traded or invested in Crypto currency or Virtual Currency during the period.
- (iv) The Company have not advanced or loaned or invested funds to any other person or entity, including foreign entities (intermediaries) with the understanding that the intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- (v) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (ultimate beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries,
- (vi) The Company have not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

As per our report of even date  
For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 101049W/E300004

**per Rajeev Kumar**  
Partner  
Membership No.: 213803

Place : Bengaluru  
Date : May 17, 2022

For and on behalf of the Board of Directors of  
**Automotive Axles Limited**

**Nagaraja Sadashiva Murthy Gargeshwari**  
Whole Time Director  
DIN: 00839616

Place : Mysuru  
Date : May 17, 2022

**Ranganathan S**  
Chief Financial Officer

Place : Mysuru  
Date : May 17, 2022

**Dr. B. N. Kalyani**  
Chairman  
DIN: 00089380

Place : Pune  
Date : May 17, 2022

**Debadas Panda**  
Company Secretary

Place : Mysuru  
Date : May 17, 2022



## Notice

Notice is hereby given that the 41<sup>st</sup> Annual General Meeting (AGM) of the Members of Automotive Axles Limited, will be held on Friday, 5<sup>th</sup> August, 2022 at 3.00 PM (IST) through Video Conferencing (VC) facility or other audio-visual means (OAVM) to transact the following business:

### Ordinary Business:

#### Item No. 1 – Adoption of Audited Standalone Financial Statements

To consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022 and the Reports of Board of Directors and Auditors thereon.

#### Item No. 2 – Declaration of Final Dividend

To declare final dividend on equity shares at ₹15/- per equity share of ₹10/- each for the financial year 2021-22.

#### Item No. 3 – Re-appointment of a Director

To appoint a director in place of Dr. B. N. Kalyani, (DIN: 00089380) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

#### Item No. 4 – Appointment of Statutory Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. S R Batliboi & Associates LLP, Chartered Accountants [Firm Registration No.: 101049W/E300004] be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 46<sup>th</sup> AGM to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

By Order of the Board of Directors  
For **Automotive Axles Limited**

Place: Mysuru  
Date: 17<sup>th</sup> May, 2022

**Debadas Panda**  
Company Secretary

#### Registered Office:

Hootagalli Industrial Area  
Off. Hunsur Road, Mysuru - 570 018  
Karnataka  
CIN : L51909KA1981PLC004198  
Phone No. : 0821-7197500  
Email: sec@autoaxle.com  
Website: www.autoaxle.com

**Notes:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular no. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular nos. 02/2021, 21/2021 and 2/2022 dated 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May, 2022 respectively in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and all other relevant circulars issued from time to time (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Similar relaxation has been provided by the Securities and Exchange Board of India vide its circulars dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 & 13<sup>th</sup> May, 2022 ('SEBI Circulars'). In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), SEBI Circulars and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Friday, 5<sup>th</sup> August, 2022 at 3.00 p.m. (IST). The deemed venue for the 41<sup>st</sup> AGM will be at the registered office of the Company situated at Hootagalli Industrial Area, Off. Hunsur Road, Mysuru – 570 018, Karnataka.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4 of the Notice, is annexed hereto.
3. **Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form is not annexed to this notice.**
4. Since the meeting is proposed to be held through VC/OAVM attendance slip and route map of AGM are not annexed to this notice.
5. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 41<sup>st</sup> AGM through VC/OAVM Facility and e-Voting during the 41<sup>st</sup> AGM.
6. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 41<sup>st</sup> AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [cscapracheta@gmail.com](mailto:cscapracheta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the NSDL's e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. In line with the MCA General Circulars the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 41<sup>st</sup> AGM has been uploaded on the website of the Company at <https://www.autoaxle.com> under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to follow the instructions mentioned in this notice to update the details. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the





Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members

holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, for assistance in this regard.

12. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members are requested to intimate changes, if any pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar and Transfer Agent in prescribed Form as detail below pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021. The Company has already sent letters to the physical shareholders for furnishing the required details.

Type of holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Integrated Registry Management Services Private Limited either by email to <a href="mailto:irg@integratedindia.in">irg@integratedindia.in</a> or by post to No.30, Ramana Residency, 4 <sup>th</sup> Cross, Sampige Road, Malleswaram, Bengaluru - 560003.
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode <span style="float: right;">Form ISR-1</span>
	Update of signature of securities holder <span style="float: right;">Form ISR-2</span>
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014 <span style="float: right;">Form SH-13</span>
	Declaration to opt out of Nomination <span style="float: right;">Form ISR-3</span>
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee <span style="float: right;">Form SH-14</span>
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form <span style="float: right;">ISR-4</span>
	The forms for updating the above details are available at the Company's website: <a href="https://www.autoaxle.com/Important_Investor_Updates.aspx">https://www.autoaxle.com/Important_Investor_Updates.aspx</a>

13. The register of Members and Share Transfer Books will remain closed from 30<sup>th</sup> July 2022 to 5<sup>th</sup> August 2022 (both days inclusive) for determining the names of the members eligible for final dividend on equity shares, if declared at the meeting.
14. Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be paid to the members whose names appear –
  - i) As beneficial owners of the shares as per list to be furnished by the depositories in respect of the shares held in demat form on the closing hours of the business on Friday, 29<sup>th</sup> July 2022 and
  - ii) As Members on the Register of Members of the Company as on Friday, 29<sup>th</sup> July 2022 after giving effect to all valid shares transfer in physical form which would be received by the Company end of the business hours on 29<sup>th</sup> July 2022.
15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders with

effect from April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates under the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, Permanent Account Number ('PAN'), category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents through e-mail by Friday, 29<sup>th</sup> July 2022.

- i) A Resident individual shareholder with Permanent Account Number ('PAN') and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to [irg@integratedindia.in](mailto:irg@integratedindia.in) by 29<sup>th</sup> July 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate prescribed under Section 206AA or 206BAB of the Income Tax Act, 1961.

- ii) Non-Resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. copy of PAN allotted by Indian income tax authorities, No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by forwarding the above documents by email to [irg@integratedindia.in](mailto:irg@integratedindia.in). The aforesaid declarations and documents shall be self-attested and submitted by the shareholders by 29<sup>th</sup> July, 2022.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants and Members holding shares

in physical form can submit their PAN details to our Registrar & Share Transfer Agent as per instructions mentioned in this notice to update the details.

17. Those Members who have so far not encashed their Dividend Warrants for the below mentioned Financial Years, may claim or approach the Company's Registrar & Share Transfer Agents for the payment thereof, as the same will be transferred to the Investor Education and protection Fund ('IEPF') of the Central Government, pursuant to Section 124 of the Companies Act, 2013, on the respective due date(s) mentioned there against. Kindly note that after such date, the members will not be entitled to claim such dividend from the Company. The members may also note that as per the new provisions, the shares on which dividend remains unclaimed for a continuous period of 7 years, shall also be transferred to IEPF.

Year	Particulars	Date of Declaration	Due date of Transfer
2014-15	10% Dividend	05-Aug-2015	10-Sep-2022
2015-16	55% Dividend	12-Aug-2016	15-Sep-2023
2016-17	80% Dividend	18-Aug-2017	21-Sep-2024
2017-18	135% Dividend	13-Aug-2018	14-Sep-2025
2018-19	195% Dividend	14-Aug-2019	16-Sep-2026
2019-20 (Interim)	60% Dividend	02-Mar-2020	06-April-2027
2019-20 (Final)	8% Dividend	19-Aug-2020	21-Sep-2027
2020-21	45% Dividend	10-Aug-2021	12-Sep-2028

18. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/ bankers' cheque/demand draft to such Members.
19. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.
20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
21. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 29<sup>th</sup> July 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in Demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., 29<sup>th</sup> July 2022 may follow steps mentioned in the Notice of the AGM under "How do I vote electronically using NSDL e-Voting system".



22. Ms. Pracheta M., Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
23. The Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally conclude the meeting. All those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility shall be allowed to vote through e-voting system. The e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
24. The Scrutinizer will submit her report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and RTA and will also be displayed on the Company's website at <https://www.autoaxle.com>
25. Members may also note that the Notice of the AGM and the Annual Report for 2022 will also be available on the Company's website <https://www.autoaxle.com> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mysuru for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: [sec@autoaxle.com](mailto:sec@autoaxle.com).

26. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER: -**

Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of 29<sup>th</sup> July 2022 may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, 2<sup>nd</sup> August, 2022 at 9.00 a.m. (IST) and ends on Thursday, 4<sup>th</sup> August, 2022 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 29<sup>th</sup> July 2022.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
<p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 120450 then user ID is 120450001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/ Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cscapracheta@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 4430 or send a request to Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to irg@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to irg@integratedindia.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**



3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The Instructions for Members for e-Voting on the day of the AGM are as under: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for Members for Attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to reach the Company's e-mail address at [sec@autoaxle.com](mailto:sec@autoaxle.com) before 3.00 p.m. (IST) on Wednesday, 3<sup>rd</sup> August, 2022. Such questions by the Members shall be suitably replied to by the Company.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [sec@autoaxle.com](mailto:sec@autoaxle.com) from Monday, 1<sup>st</sup> August, 2022 (9:00 a.m. IST) to Wednesday, 3<sup>rd</sup> August, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## Annexure to Notice Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Pursuant to Section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out all the material facts relating to the business mentioned under Item No. 4 of the accompanying Notice dated 17<sup>th</sup> May, 2022:

### Item No.4

The following information are provided in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"):

The Members at the 36<sup>th</sup> AGM of the Company held on August 18, 2017, had approved the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants [Firm Registration No.: 101049W/E300004], as Statutory Auditors of the Company, to hold office till the conclusion of the 41<sup>st</sup> AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 17<sup>th</sup> May, 2022, proposed the re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants [Firm Registration No.: 101049W/E300004], as the Statutory Auditors of the Company, for a further term of five consecutive years from the conclusion of 41<sup>st</sup> AGM till the conclusion of 46<sup>th</sup> AGM of the Company to be held in the year 2027. The proposed remuneration to be paid to M/s. S R Batliboi & Associates LLP for audit services for the financial year ending March 31, 2023, is INR 42 Lakh (Rupees Forty-

two Lakh) plus applicable taxes and out-of-pocket expenses. M/s. S R Batliboi & Associates LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

### Brief profile of S R Batliboi & Associates LLP

S. R. Batliboi & Associates LLP (part of S. R. Batliboi & Associates network of audit firms) is one of the leading firm providing audit and assurance services in India. They have presence across India with offices in 13 cities.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set forth in item no. 4 for the approval of members.









If undelivered please return to

**Automotive Axles Limited**

Hootagalli Industrial Area

Mysuru - 570 018

Karnataka

**[www.autoaxle.com](http://www.autoaxle.com)**