

NOTICE OF 38th ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting (AGM) of the Members of Automotive Axles Limited, will be held at the registered office of the Company at Hootagalli Industrial Area, Off Hunsur Road, Mysuru – 570 018, Karnataka, India on Wednesday, 14th August, 2019 at 3.15 p.m. (IST) to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Standalone Financial Statement

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2019, including the audited Balance Sheet of the Company as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare final dividend on equity shares at ₹19.50 per equity share of ₹10/- for the year ended 31st March 2019.

Item No. 3 – Re-appointment of a Director

To appoint a director in place of Mr. Chrisan Anton Sebastian Villavarayan (DIN: 03020467) who retires by rotation in terms of sec 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 – Appointment of Dr. Shalini Sarin as an Independent Woman Director of the Company:

To consider and if though fit to pass the following resolution with or without modification as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 149, 152, 161 read with Schedule IV of the Companies Act, 2013 (‘Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to Regulation 16(1)(b) & 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Dr. Shalini Sarin (DIN: 06604529) who was appointed as the Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting (AGM) in terms of section 161 of the Act and Clause 117 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and who has submitted a declaration that she meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16

of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, be and is hereby appointed as Nonexecutive Independent Woman Director of the Company not being liable to retire by rotation for a period of five (5) consecutive years commencing from February 12, 2019 to February 11, 2024.

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

To consider and if though fit to pass the following resolution with or without modification as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 & 161 and other applicable provisions of the Companies Act, 2013 (‘Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV to the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) Non Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and who is eligible for re-appointment be and is hereby re-appointed as an Independent Non Executive Director of the Company to hold office for the second term of five (5) consecutive years w.e.f February 5, 2020 upto February 4, 2025, not liable to retire by rotation.

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

To consider and if though fit to pass the following resolution with or without modification as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 & 161 and other applicable provisions of the Companies Act, 2013 (‘Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV to the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Bhoopalram

Chandrashekharaiyah Prabhakar (DIN: 00040052) Non Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and who is eligible for re-appointment be and is hereby re-appointed as a Non Executive Independent Director of the Company to hold office for the second term of five (5) consecutive years w.e.f February 5, 2020 upto February 4, 2025, not liable to retire by rotation.

Item No. 7 - Re-appointment of Dr. N. Muthukumar (DIN: 06708535), President & Whole Time Director for a period of five years

To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution

“RESOLVED THAT pursuant to provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, approval of members be and is hereby accorded to re-appoint Dr. N. Muthukumar (DIN: 06708535) as Whole time Director designated as President & Whole Time Director of the Company for a further period of five (5) years from the expiry w.e.f 1st October, 2018 on existing terms and conditions including remuneration as set out in the explanatory statement forming part of this Notice.

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

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

By Order of the Board of Directors
For Automotive Axles Limited

Debadas Panda
Company Secretary

Registered Office: Hootagalli Industrial Area
Off Hunsur Road,
Mysuru 570 018, Karnataka
: L51909KA1981PLC004198
CIN : 0821-7197500
Phone No. : sec@autoaxle.com
Email : www.autoaxle.com
Web

Place: Pune
Date: 13th May, 2019

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No.4 to Item No.8 as set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment and re-appointment at this Annual General Meeting (AGM) are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS (NOT EXCEEDING 50 MEMBERS) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHT. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.
3. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions /authority as applicable.
4. Corporate Members are requested to send a board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
5. The register of Members and Share Transfer Books will remain closed from 9th August, 2019 to 14th August, 2019 (both days inclusive) for determining the names of the members eligible for final dividend on equity shares, if declared at the meeting.
6. 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 de-mat form on the closing hours of the business on Thursday, 8th August, 2019 and
 - ii) As Members on the Register of Members of the Company as on Thursday, 8th August, 2019 after giving effect to all valid shares transfer in physical form which would be received by the Company end of the business hours on Thursday, 8th August, 2019.
7. The notice of the AGM along with the Annual Report for the year 2018-19 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories, unless the member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
8. To support the Green initiative members who have not registered their e-mail addresses so far, including changes, if any including any change in their address, bank details, ECS details etc., are requested to update immediately, in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form are requested to intimate to the Registrar & Share Transfer Agents of the Company or to the Company at its e-mail address sec@autoaxle.com or at its Registered Office at Secretarial Department, Hootagalli Industrial Area, off Hursur Road, Mysuru,-570018, Karnataka.
9. 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.
10. 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
2011-12	100% Dividend	06-Feb-2013	14-Mar-2020
2012-13	20% Dividend	10-Feb-2014	18-Mar-2021
2013-14	25% Dividend	05-Feb-2015	12-Mar-2022
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	15-Sep-2025

- 11.** The Members are requested to present the duly filled Attendance slips before the commencement of the Meeting to facilitate identification of Membership at the meeting.
- 12.** Members are requested to bring their copy of the Annual Report to the Meeting
- 13.** Shareholders may kindly note that no gifts/coupons will be distributed at the Annual General Meeting.
- 14.** Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website 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.
- 15.** Roadmap showing directions to reach the venue of the AGM is given at the end of this Notice.

16. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 38th AGM by electronic means and the business that may be transacted through e-Voting

Services. The facility of casting the votes by members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') shall be provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholder voting electronically are as under:

- i. The voting period begins on Sunday, 11th August, 2019 (9.00 A.M) and ends on Tuesday, 13th August, 2019 (5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 8th August, 2019 may cast their vote electronically. The e-voting module shall be blocked forth with by CDSL at the end of the voting period mentioned above.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders/ Members
- iv. Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user, for members holding shares in Demat Form & Physical Form, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of **AUTOMOTIVE AXLES LIMITED**
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xviii. **Note for Non-Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- xx. The voting rights of members shall be in proportion

to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 8th August, 2019.

- xxi. Any person who acquires the shares and becomes a member of the Company after the despatch of the notice of the AGM and holds shares as on the cut-off date, should follow the same procedure for e-Voting as mentioned above.
- xxii. The facility for voting through ballot paper shall be made available at the meeting and the members attending the meeting who have not already casted their votes by remote e-voting shall be able to exercise their right at the meeting by means of ballot voting.
- xxiii. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- xxiv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xxv. Ms. Pracheta M, Practicing Company Secretary (Membership No. FCS 9323 & CP No. 9838) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxvi. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxvii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.autoaxle.com and on the website of CDSL e-Voting within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- xxviii. All the documents referred to in the Notice shall be available for inspection at the registered office of the Company between 10.30 a.m. to 12.30 p.m. on all working days till the date of the Annual General meeting.

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 to Item No. 8 of the accompanying Notice dated 13th May, 2019.

Item No.4

Pursuant to Clause 117 of the Articles of Association of the Company read with Section 161(1) of the Companies Act, 2013, and based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors has appointed Dr. Shalini Sarin as an Additional Director (Independent) on the Board of the Company at their meeting held on 12th February, 2019. In terms of Section 161(1) of the Companies Act, 2013, Dr. Sarin shall hold office up to the date of this ensuing Annual General Meeting and is eligible for appointment by the shareholders in this Annual General Meeting. Her appointment may be regularized as an Independent Woman Director not liable to retire by rotation.

Dr. Sarin has given her declaration to the Board that she meets the criteria of Independence as provided under section 149(6) of the Act. Further, she has also declared that she is not disqualified to be appointed as Director in terms of section 164 of the Act and has also given her consent to act as Director.

Dr. Shalini Sarin is the chairperson of Signify Foundation (former Philips Lighting) and is an advisor for Signify Solar business. She also chairs the Global Task Force Foundation at International Solar Alliance, an UN Entity and also appointed as an Independent Director at Linde India Ltd. She has led the HR function for over three decades in India, Europe and other parts of the globe. She has led Corporate Social Responsibility and business at the Base of the Pyramid Social Venture & Solar Business.

She holds a Doctorate in Organization Behaviour and a Masters in Sociology and Human Resource Management. Further, she has pursued Advance Human Resource from Ross School of Business, University of Michigan, an Executive Coach from Motorola University, Chicago and a Psychometrician from British Psychology Society.

Dr. Sarin has led and lived through several organization transformations, mergers, acquisitions, IPOs and Organization Restructuring.

Besides this, she is passionate about mentoring and advising some start-ups and is on the board of BD Foundation which promotes diversity and Inclusion.

She is also very passionate about mobilizing action to enable effective ecosystems at the base of the pyramid to build sustainable business models and mentors women leaders & social entrepreneurs. Dr. Sarin has authored many articles and presented at various Indian and International Conferences.

In the opinion of the Board, Dr. Sarin fulfils the conditions specified in the Act and the Rules made thereunder and the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (Listing Regulations) for appointment as Independent Director and she is independent of the management.

The terms and conditions of appointment of the Independent Director shall be open for inspection by the members at the registered office of the Company on all working days, except Sunday during the business hours upto the date of the AGM and is also placed on the website of the Company @ www.autoaxle.com/Directors.aspx.

Considering her vast experience, her presence on the Board will be of immense value to the Company and accordingly the Board recommends the resolution at item no. 4 for approval by the Members.

Dr. Sarin is not related to any other Directors of the Company.

A notice under Section 160 of the Companies Act, 2013 is received from a member of the Company proposing candidature of Dr. Shalini Sarin.

Except for Dr. Sarin, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in item no. 4 of the Notice.

Item No.5

Pursuant to section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV to the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors has re-appointed Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as Non-Executive Independent Director of the Company at its meeting held on 13th May, 2019, subject to the approval of the shareholders.

A notice under Section 160 of the Companies Act, 2013

is received from a member of the company proposing candidature of Mr. Bhalachandra Basappa Hattarki (DIN: 00145710). Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and is eligible for re-appointment as a Non-Executive Independent Director of the Company to hold office for the second term of five (5) consecutive years w.e.f February 5, 2020 upto February 4, 2025, subject to the approval of the shareholders at this Annual General Meeting.

Mr. Bhalachandra Basappa Hattarki, is a Metallurgy and Mechanical Engineer, having more than 50 years of rich experience in the steel and forging industry. Mr. Bhalachandra Basappa Hattarki also serves on the Board of number of Companies and he is a person having high repute, integrity and rich experience.

In the opinion of the Board, Mr. Bhalachandra Basappa Hattarki fulfils the conditions specified in the Act and the Rules made thereunder and the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 for appointment as Non-Executive Independent Director of the Company and he is independent of the management.

The terms and conditions of appointment of the Independent Director shall be open for inspection by the Members at the Registered office of the Company on all working days, except Sunday during the business hours upto the date of the AGM and is also placed on the website of the Company @ www.autoaxle.com/Directors.aspx.

Considering his vast experience, his presence on the Board will be of immense value to the Company though he has already attained the age of 75 years and accordingly, the Board recommends the Resolution at Item No. 5 for approval by the Members by way of Special resolution.

Mr. Bhalachandra Basappa Hattarki is not related to any other Directors of the Company.

Except for Mr. Bhalachandra Basappa Hattarki, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in Item No. 5 of the Notice.

Item No.6

Pursuant to section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment

thereof for the time being in force read with Schedule IV to the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors has re-appointed Mr. Bhoopalam Chandrashekharaiyah Prabhakar (DIN: 00040052) as Non-Executive Independent Director of the Company at its meeting held on 13th May, 2019 subject to the approval of shareholders.

A notice under Section 160 of the Companies Act, 2013 is received from a member of the company proposing candidature of Mr. Bhoopalam Chandrashekharaiyah Prabhakar (DIN: 00040052). Mr. Bhoopalam Chandrashekharaiyah Prabhakar (DIN: 00040052) has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and is eligible for re-appointment as a Non-Executive Independent Director of the Company to hold office for the second term of five (5) consecutive years w.e.f. February 5, 2020 upto February 4, 2025, subject to the approval of the shareholders at this Annual General Meeting.

Mr. Bhoopalam Chandrashekharaiyah Prabhakar holds a Bachelor's Degree in Arts & Law. He has rich experience in the field of IR, Legal Issues and HR Practices and is a Legal Advisor of about 100 companies. He is also the President of Karnataka Employers Association and has represented Employers at various International Forums including ILO (International Labour Organisation), both in India and abroad. He is on the Board of number of Companies as an Independent Director. Mr. Bhoopalam Chandrashekharaiyah Prabhakar is a person of high repute, integrity and have rich knowledge and experience in legal field.

In the opinion of the Board, Mr. Bhoopalam Chandrashekharaiyah Prabhakar fulfils the conditions specified in the Act and the Rules made thereunder and the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (Listing Regulations) for appointment as Non-Executive Independent Director of the Company and he is independent of the management.

The terms and conditions of appointment of the Independent Director shall be open for inspection by the Members at the Registered office of the Company on all working days, except Sunday during the business hours upto the date of the AGM and is also placed on the website of the Company @ www.autoaxle.com/Directors.aspx.

Considering his vast experience, his presence on the Board will be of immense value to the Company though he has

already attained the age of 75 years and accordingly, the Board recommends the Resolution at Item No. 6 for approval by the Members by way of Special resolution

Mr. Bhoopalam Chandrashekariah Prabhakar is not related to any other Directors of the Company.

Except for Mr. Bhoopalam Chandrashekariah Prabhakar, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in Item No. 6 of the Notice.

Item No.7

The Board of Directors of the Company ('the Board') at its meeting held on 13th August, 2018 has, subject to the approval of members re-appointed Dr. N. Muthukumar (DIN: 06708535) Whole Time Director designated as President & Whole Time Director for a further period of five (5) years w.e.f. 1st October, 2018 on existing terms and conditions as below on recommendation of Nomination & Remuneration Committee.

It is proposed to seek members approval for re-appointment of and remuneration payable to Dr. N. Muthukumar President & Whole Time Director in terms of the applicable provisions of the act.

Period of Appointment	From 01.10.2018 to 30.09.2023
1 Salary Basic	₹4,50,000/- per month
2 House Rent Allowance	₹1,80,000/- per month
3 Special Allowance	₹1,90,017/- per month
4 LTA	₹4,50,000/- per annum
5 Annual Performance Incentive (Max Limit)	₹15,00,000/- per annum
6 Conveyance	Company Car + Driver + Fuel (Max 200 Ltr. of petrol per month)
7 Company's contribution to Provident Fund, Gratuity and Superannuation Fund, Annuity Fund as per the Rules of the Company	
8 Other benefits including telephone expenses as per the company policy	
9 Increment in remuneration from time to time as per the company policy	
The income tax will be borne by Dr. N. Muthukumar and will be deducted at source by the Company.	

Dr. N. Muthukumar satisfies the conditions as set out in the Part I of the Schedule V of the Act and also conditions as set out under sub section(3) of section 196 of the Act being

eligible for re-appointment. He is not disqualified from being re-appointed as Director in terms of section 164 of the Act.

Considering his vast experience, his presence on the Board will be of immense value to the Company and accordingly, the Board recommends the Resolution at Item No. 7 for approval by the Members

Dr. N. Muthukumar is not related to any other Directors of the Company.

A notice under Section 160 of the Companies Act, 2013 is received from a member of the Company proposing candidature of Dr. N. Muthukumar.

Except for Dr. N. Muthukumar, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in Item No. 7 of the Notice.

Item No. 8

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, it is proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, in case a request has/her been made by any member for delivery of such documents to him/her through such particular mode of service, be taken to cover the cost of such delivery.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice under Section 20 of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 8 of the Notice.

The Board recommends the Ordinary resolution for approval by the members.

Additional information as required under Standard 1.2.5 of Secretarial Standards-2 and Listing Regulations

Particulars	Dr. Shalini Sarin	Mr. Bhalachandra Basappa Hattarki
Age	54 years	78 years
Qualification	Doctorate in Organization Behaviour, and a Masters in Sociology and Human Resource Management	Metallurgy and Mechanical Engineer
Experience	More than 30 years	More than 50 years
Terms of appointment/re-appointment	Appointed as Non Executive Independent Director of the Company as per item no. 4 of the Notice of AGM	Re-appointed as Non Executive Independent Director of the Company as per item no. 5 of the Notice of AGM
Remuneration sought to be paid	No remuneration except sitting fee paid as per the company policy for attending Board and Committee Meetings	No remuneration except sitting fee paid as per the company policy for attending Board and Committee Meetings
Remuneration last drawn	N.A.	N.A.
Date of first appointment at the Board	12.02.2019	12.01.2007
Shareholding in the Company	Nil	Nil
Relationship with other directors and Key Managerial Personnel	No relationship	No relationship
Number of Board meetings attended during the year 2018-19	1 (One)	4 (Four)
Other Directorships (including Listed entities)	3 (Three)	5 (Five)
Membership/Chairmanship of Committees of other Board	2 (Two)	4 (Four)/ 5(Five)
Particulars	Mr.Bhoopalam Chandrashekharaiiah Prabhakar	Dr. N. Muthukumar
Age	75 years	54 years
Qualification	Bachelor's Degree in Arts & Law	Ph.D in Business Administration, MBA, Masters in Applied Sciences and Bachelor's Degree in Chemistry
Experience	More than 30 years	More than 31 Years
Terms of appointment/re-appointment	Re-appointed as Non Executive Independent Director of the Company as per item no. 6 of the Notice of AGM	Re-appointed as Wholetime Director of the Company as per item no. 7 of the Notice of AGM
Remuneration sought to be paid	No remuneration except sitting fee paid as per the company policy for attending Board and Committee Meetings	As per details mentioned in the explanatory statement
Remuneration last drawn	N.A.	INR 1,35,26,719/- during F.Y. 2018-19
Date of first appointment at the Board	27.01.2005	01.10.2013
Shareholding in the Company	575 shares	Nil
Relationship with other directors and Key Managerial Personnel	No relationship	No relationship
Number of Board meetings attended during the year 2018-19	4 (Four)	4 (Four)
Other Directorships (including Listed entities)	2 (Two)	1 (One)
Membership/Chairmanship of Committees of other Board	2 (Two)/ 5 (Five)	1 (One)

**Route map for the AGM venue:
Landmark – Hotel Silent Shores**

