

AUTOMOTIVE AXLES LIMITED

5th January, 2019

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 505010

National Stock Exchange Limited
Exchange Plaza, Plot No. C/1, G- Block
Bandra (E)
Mumbai - 400 051
Scrip Code: AUTOAXLES

Attn: Listing Department

Dear Sir/Madam,

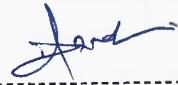
Sub: Proceedings of the Postal Ballot

With reference to the above mentioned subject, please find herewith enclosed the proceeding of the results of the Postal Ballot declared on January 5, 2019.

We request you to kindly take the same on records.

Thanking you,

Yours Truly,
For Automotive Axles Limited



Debadas Panda
Company Secretary



Regd. Office & Mysuru Unit :
Hootagalli Industrial Area, Off Hunsur Road, Mysuru - 570 018, Karnataka, India.
Telephone : 91-821-719 7500, Fax : 91-821-2402451
Email : info@autoaxle.com, Website : www.autoaxle.com
CIN : L51909KA1981PLC004198



AUTOMOTIVE AXLES LIMITED

PROCEEDINGS OF THE DECLARATION OF RESULTS OF POSTAL BALLOT HELD ON JANUARY 5, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT HOOTAGALLI INDUSTRIAL AREA, OFF HUNSUR ROAD, MYSURU- 570018, KARNATAKA FOR THE SPECIAL RESOLUTIONS AS SET OUT IN THE POSTAL BALLOR NOTICE DATED NOVEMBER 6, 2018

1. Mr. Debadas Panda, Company Secretary, duly authorized by the Board for the purpose of declaration of the postal ballot results stated that pursuant to the provision of section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and the Administration) Rules, 2014 as amended, the Company had issued Postal Ballot Notice dated November 6, 2018 to the members seeking their consent with respect to:

a. Approval for continuation of Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as a Director (Category- Non Executive , Independent) of the Company, not liable to retire by rotation, who has already attained the age of seventy-five (75) years beyond April 1, 2019 on the existing terms and condition of appointment , till cessation as Independent Director of the Company.

b. Approval for continuation of Mr. Bhoopalam Chandrashekharaiah Prabhakar (DIN: 00040052) as a Director (Category- Non Executive , Independent) of the Company, not liable to retire by rotation, on attaining the age of seventy-five (75) years, beyond April 1, 2019 on the existing terms and condition of appointment , till cessation as Independent Director of the Company.

2. Mr. Debadas Panda, Company Secretary placed on record the following actions of the Board conducted in the compliance with the provisions of the act:

a. The Board of Directors had appointed Mrs. Pracheta M, Practicing Company Secretary (FCS: 9323, CP: 9838) to act as the Scrutinizer for the Postal Ballot process.

b. The Company had provided the members with an option of voting electronically (e-voting).

c. On December 4, 2018 Postal Ballot Notice, Postal Ballot Form and self- addressed pre-paid Business Reply Envelope (BRE) was dispatched to the Members who has not registered their e-mail id with the depositories or with the Company.

d. On December 4, 2018, the Company had send e-mail through M/s Integrated Registry Management Services Private Limited to the members for e-voting who have registered their e-mail id's with the Depository Participant or with the Company.

e. The voting period commenced on December 5, 2018 9.00 A.M and ended on January 3, 2019 at 5.00 P.M

f. The cut-off date for the purpose of determining the number of members was November 29, 2018. The total number of members as on the cut of fate were 19 538.

g. Mrs. Pracheta M , Scrutinizer had carried out the scrutiny of all Postal Ballot Form and E-votes received upto the close of working hours on January 3, 2019 being the last day of E-



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voting module for Postal Ballot Voting and prepared a consolidated Scrutinizer's Report on the basis on data/Reports received by her. The Scrutinizer had submitted her report on January 5, 2019. The details of the voting of the resolution set out in the Notice Dated November 6, 2018.

A. Type of resolution: Special

Particulars	Remote e-voting		Postal ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes in Favour	42	73,89,725	96	53,74,324	138	1,27,64,049	99.98
Votes against	5	541	10	2,187	15	2,728	0.02
Total	47	73,90,266	106	53,76,511	153	1,27,66,777	100.00

B. Type of resolution: Special

Particulars	Remote e-voting		Postal ballot process		Total		
	No. of members	No. of shares/votes	No. of members	No. of shares/votes	No. of members	No. of shares/votes	%age
Votes in Favour	42	73,89,725	94	53,74,292	136	1,27,64,017	99.98
Votes against	5	541	11	2,188	16	2,729	0.02
Total	47	73,90,266	104	53,76,480	152	1,27,66,746	100.00

There after Mr. Debadas Panda, Company Secretary proceeded with the declaration of the Postal Ballot results based on the Scrutinizer's Report.

A. Special Resolution:

Item No. 1 - Approval for continuation of Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as a Director (Category- Non Executive , Independent) of the Company, not liable to retire by rotation, who has already attained the age of seventy-five (75) years beyond April 1, 2019 on the existing terms and condition of appointment , till cessation as Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Regulations and Disclosure Requirements) (Amendment) Regulations, 2018 dated May 9, 2018 effective April 1, 2019, the consent and approval of the Shareholders of the Company be and is hereby granted for continuation of Mr. Bhalachandra Basappa Hattarki (DIN: 00145710) as Director (Category- Non Executive , Independent) of the Company , not liable to retire by rotation who has already attained the age of seventy five (75) yrs., beyond April 1, 2019 on the existing terms and conditions of appointment till the expiry of his existing tenure upto February 4, 2020 as Independent Director of the Company.



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Item No. 2 - Approval for continuation of Mr. Bhoopalam Chandrashekharaiiah Prabhakar (DIN: 00040052) as a Director (Category- Non Executive , Independent) of the Company, not liable to retire by rotation, on attaining the age of seventy-five (75) years, beyond April 1, 2019 on the existing terms and condition of appointment , till cessation as Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Regulations and Disclosure Requirements) (Amendment) Regulations, 2018 dated May 9, 2018 effective April 1, 2019, the consent and approval of the Shareholders of the Company be and is hereby granted for continuation of Mr. Bhoopalam Chandrashekharaiiah Prabhakar (DIN: 00040052) as Director (Category- Non Executive , Independent) of the Company , not liable to retire by rotation on attaining the age of seventy five (75) yrs., beyond April 1, 2019 on the existing terms and conditions of appointment till the expiry of his existing tenure upto February 4, 2020 as Independent Director of the Company.

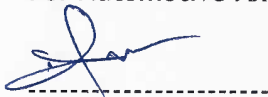
h. Thereafter Mr. Mr. Debadas Panda, Company Secretary announced that aforesaid resolutions as set out in the Postal Ballot Notice dated November 6, 2018 was duly approved by the members with an majority of 99.98% as on 3rd January, 2019.

3. Mr. Debadas Panda, Company Secretary also stated that the following actions will be completed within the prescribed time limits:

- Intimation of the outcome of the Postal Ballot to the Stock Exchanges
- Uploaded the results of Postal Ballot on the website of the Company
- Publication of the results of the Postal Ballot in the newspapers.

There being no out business for discussion, the proceeding concluded.

For Automotive Axles Limited



Debadas Panda
Company Secretary



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