

AUTOMOTIVE AXLES LIMITED

REGISTERED OFFICE:

HOOTAGALLI INDUSTRIAL AREA, OFF HUNSUR ROAD, MYSORE - 570 018.

MINUTES OF PROCEEDINGS OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF AUTOMOTIVE AXLES LIMITED HELD ON WEDNESDAY THE 6TH FEBRUARY, 2013 AT 12.30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT HOOTAGALLI INDUSTRIAL AREA, OFF HUNSUR ROAD, MYSORE - 570018

Present:

Dr. B N Kalyani, Chairman
Mr. B B Hattarki, Director
Mr. Prabhakar B G, Director
Mr. Ashok Rao, Whole Time Director
Mr. S. Ramkumar, Chief Financial Officer & Company Secretary

Invitees:

Mr. Thimmaiah N P, Managing Director, Meritor CVS (I) Pvt. Ltd.,
Mr. S Raghunathan, Sr. Vice President & Executive Director, Meritor HVS (I) L
Mr. Pritish Jayachandran, Senior Manager, Deloitte Haskins & Sells

Representations (Under Section 187 of the Companies Act 1956)

Mr. B B Hattarki - Representing BF Investments Ltd., Pune
Mr. Thimmaiah N.P - Representing Meritor HVS LLC, USA

CHAIRMAN'S INITIALS	6
------------------------	---

AUTOMOTIVE AXLES LIMITED

REGISTERED OFFICE:
HOOTAGALLI INDUSTRIAL AREA, OFF HUNSUR ROAD, MYSORE - 570 018.

Members Present:

The Chairman declared that, as required under Section 187 of the Companies Act, 1956 2 representations from bodies corporate including one representation from foreign collaborator had been received representing 10,735,081 Equity Shares and proxies received are valid. The following are details of the Members present.

Particulars	No. of shareholders	No. of Shares
Members present	24	659
Bodies corporate under Section 187 of the Companies Act, 1956	2	10735081
Proxies	4	1478901
Total	30	12214641
% on total holding		80.83

The Chairman called the meeting to order being required quorum is present.

The Chairman welcomed the Members present and declared that the requisite quorum was present and the meeting was properly convened.

The Chairman declared that, as required under Section 187 of the Companies Act, 1956 2 representations from bodies corporate including one representation from foreign collaborator had been received representing 10,735,081 Equity Shares.

CHAIRMAN'S
INITIALS

AUTOMOTIVE AXLES LIMITED

REGISTERED OFFICE :
HOOTAGALLI INDUSTRIAL AREA, OFF HUNSUR ROAD, MYSORE - 570 018.

The Chairman informed that the Statutory Book and Registers for inspection as required by the Companies Act, 1956 are kept for inspection during continuance of the meeting.

Notice of the Meeting

With the consent of the members present, the Notice convening the Meeting already circulated among the members was taken as read.

It is brought to the attention of the members by Mr. S. Ramkumar, Chief Financial Officer & Company Secretary for a typographical error in the Annual report 2011-12. The dates of Auditors' signatures to be read as 29th November 2012 instead of 28th December, 2012 and the same was regretted. The Original Auditors' Report was made available for the members' inspection

Chairman requested Mr. Suresh Ganachari, Sr. Manager - Finance to read the Auditors' Report and was read.

Chairman Address

The Chairman, in his address to the Members, shared the challenges to overall growth of the company, quarter wise company's performance and importance of quality during intense competition. At last, the Chairman thanked all the stakeholders for their continued support and co-operation.

After the Chairman address to the members, he took up the agenda items and discussed as follows:

APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 2012

The Chairman presented to the members the Annual Accounts for the financial year ended 30th September, 2012 and invited questions:

AUTOMOTIVE AXLES LIMITED

REGISTERED OFFICE:

HOOTAGALLI INDUSTRIAL AREA, OFF HUNSUR ROAD, MYSORE - 570 018.

(a) Mr. Chetan B Parikh, a shareholder congratulated the Board for maintaining the yearly results in spite of Market slow down. He asked the various questions on marketing & future growth of new verticals such as 2- speed, Hub reduction, after market defence application, contract Manufacturing, Products development, Technology & future prospects of the company. He was satisfactorily answered by the Chairman.

(b) Mr. Subbaraya Maiyya, a shareholder had a query on Directors' shareholdings and he also pointed out that Mr. P C Bhalerao's is not attending any of the meetings along with General Body Meetings as per the report on Corporate Governance of the previous year. And also, suggested for inclusion in the Annual Report the CSR activities, if any, conducted by the company.

The Chairman answered that he alone is holding shares and all others need not statutory hold shares. The query relating to Mr. P C Bhalerao's participation would be taken up in the next Board Meeting and accepted the suggestion of inclusion of CSR activities in its Annual Report.

(c) Mr. K V Shetty, a shareholder, suggested wheeling the electricity from Gujarat to Karnataka. The Chairman clarified to him that there is a restrictions to wheel power between the states. The shareholder suggested to acquiring wind mill in Karnataka itself to avail the electricity for our production. The Chairman accepted his suggestion and in future if the company plans to invest in windmill, this suggestion would be considered.

(d) Mr. Sagare G C, a shareholder appreciated the clarity, transparency and presentation of Annual Report. While thanking for declaring 100% dividend in spite of market slow-down. He requested the Chairman to issue Bonus Shares considering the balances available in Free Reserves. He also sought clarification on servicing and warranty of the products of the Company and labour disputes which are mentioned under Contingent Liability in the Annual Report.

The Chairman answered as below:

CHAIRMAN'S
INITIALS

AUTOMOTIVE AXLES LIMITED

REGISTERED OFFICE :
HOOTAGALLI INDUSTRIAL AREA, OFF HUNSUR ROAD, MYSORE - 570 018.

- a) The decision about the issue of bonus shares will be placed in the ensuing Board Meeting for their deliberations and discussion.
- b) On warranties, the Chairman explained that the company has fairly well structured policies in place and servicing would be done by the company personnel themselves on need basis.
- c) And regarding the labour disputes, the Chairman clarified that those are related to misconducts of employees which are more than 10 years old and it is at various stages of proceedings.

Later, the Chairman proposed the following resolution as an ordinary resolution and Mr. Jagannath T M, seconded the Resolution. The resolution was put to vote by show of hands.

"Resolved that the Balance Sheet of the Company as at 30th September 2012, and Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon be and the same are hereby received and adopted"

Thereafter, the resolution declared as carried unanimously.

APPROVAL OF DIVIDEND

Proposed by Mr. Ravindranath M R and seconded by Mr. Sagare G C, the following resolution was put to vote by show of hands.

"Resolved that the final dividend @ Rs. 10.00 per share of Rs.10.00 as recommended by the Board, for the year ended 30th September 2012, be paid to the members of the Company, whose name appear in the Register of members/beneficial owners' list as on 4th February, 2013, be and is hereby approved."

Thereafter, the resolution declared as carried unanimously.

AUTOMOTIVE AXLES LIMITED

REGISTERED OFFICE:
HOOTAGALLI INDUSTRIAL AREA, OFF HUNSUR ROAD, MYSORE - 570 018.

RE- APPOINTMENT OF MR. B C PRABHAKAR

Proposed by Mr. Jagannath T M and seconded by Mr. Rammurthy N the following resolution was put to vote by show of hands.

"Resolved that Mr. B C Prabhakar be, and is hereby appointed as a Director of the Company liable for retirement by rotation."

Thereafter, the resolution declared as carried unanimously.

RE- APPOINTMENT OF MR. SATISH SEKHRI

Proposed by Mr. Ravindranath M R and seconded by Ms. Bhagya M G, the following resolution was put to vote by show of hands.

"Resolved that Mr. Satish Sekhri be, and is hereby appointed as a Director of the Company liable for retirement by rotation."

Thereafter, the resolution declared as carried unanimously.

APPOINTMENT OF AUDITORS

Proposed by Mr. Chetan B Parikh and seconded by Mr. Prakash R S, the following resolution was put to vote by show of hands:

CHAIRMAN'S
INITIALS

8

AUTOMOTIVE AXLES LIMITED

REGISTERED OFFICE :
HOOTAGALLI INDUSTRIAL AREA, OFF HUNSUR ROAD, MYSORE - 570 018.

"Resolved that M/s. Deloitte Haskins and Sells (Chennai), (ICAI Reg.No.0080725) Chartered Accountants, Bangalore, be and they are hereby, appointed Auditors of the Company, to hold office from conclusion of this meeting until conclusion of the next Annual General Meeting and that the Board of Directors, be and is hereby authorised to fix their remuneration for the period".

Thereafter, the resolution declared as carried unanimously.

VOTE OF THANKS

The vote of thanks was proposed by one of the members to the Chairman and concluded the meeting.

Date : 20/2/2013
Place : Pune


B N Kalyani
CHAIRMAN OF THE MEETING