

AUTOMOTIVE AXLES LIMITED

26th May 2023

The BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001

Scrip Code: 505010

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G- Block

Bandra (E)

Mumbai – 400 051

Scrip Code: AUTOAXLES

Attn: Listing Department

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“*Listing Regulations, 2015*”), we enclosed herewith the Annual Secretarial Compliance Report of Automotive Axles Limited (“*The Company*”), for the year ended March 31, 2023, issued by Ms. Pracheta M, Practicing Company Secretaries.

This is for your information and record.

Thanking you,

Yours Truly,

For Automotive Axles Limited

Debadas Panda

Company Secretary & Compliance Officer

Encl: as above



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 : sec@autoaxle.com, Website : www.autoaxle.com

CIN : L51909KA1981PLC004198

ISO 9001:2015 / IATF 16949 : 2016, EMS : ISO : 14001:2015 & OHSAS : ISO : 45001 : 2018





ANNUAL SECRETARIAL COMPLIANCE REPORT

OF

AUTOMOTIVE AXLES LIMITED

FOR THE YEAR ENDED 31ST MARCH 2023

I, Pracheta M, have examined:

- a. all the documents and records made available to us and explanation provided by AUTOMOTIVE AXLES LIMITED (CIN: L51909KA1981PLC004198) ("the listed entity"),
- b. the filings/ submissions made by the listed entity to the Stock Exchanges,
- c. website of the listed entity,
- d. any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended as on 31st March, 2023 ("Review Period") in respect of compliance with the provisions of :
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable during the year under review.
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable during the year under review.
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable during the year under review.
- f. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- g. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2021; Not applicable during the year under review.



- h. Securities and Exchange Board of India (Depository Participant) Regulations, 2018
- i. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable during the year under review.
- j. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sl. No	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks by PCS
1	<p><u>Secretarial Standards:</u></p> <p>We have conducted a review of the compliance of listed entity in accordance with the Secretarial Standards issued by ICSI, namely Secretarial Standard 1 and Standard 2</p>	YES	
2	<p><u>Adoption and timely updation of the policies</u></p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable to the listed entities.</p> <p>All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</p>	YES	
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	YES	

Pracheta M.
 Pracheta M.
 C. P. No. 9838
 COMPANY SECRETARY

4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The listed entity does not have any subsidiaries
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees as prescribed in SEBI Regulations</p>	YES	
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	YES	
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	



10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	
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Sl.No	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks by PCS
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	As per the information given, there are no actions taken by the SEBI under any regulations on the listed entity/ its promoters/directors
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters as specified below:-

Sl.No	Compliance requirement(Regulations/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken	Type of Action	Details of Violations	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										



b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No	Compliance requirement (Regulations/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken	Type of Action	Details of Violations	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Delay in the re-constitution of the Stakeholders' relationship Committee	Regulation 20	One of the Directors, who was also member of the Stakeholders relationship committee resigned on 31 st July 2021 and thus the number of members in the committee reduced	The Committee was re-constituted at the next Board meeting	Show cause notice action	As provided in the Column (3)	Rs.18,880/- to each stock exchange	The Company has paid the fine amounts to both the stock exchanges. The said imposition of the fine and the subsequent payment has been	Necessary Compliance has been done.	N.A.

Pracheta M.
C.P. No. 9838
SECRETARY

			<p>below the minimum prescribed under the SEBI Listing regulations. The Stakeholders relationship Committee was re-constituted at the Board meeting held on 8th November 2021.</p>					<p>noted by the Board of Directors of the Company.</p>		
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Rachet M



(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.

2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

E.g. In the report for the year ended 31st Mar, 2021, the PCS shall provide a list of:

- all the observations in the report for the year ended 31st Mar, 2020 along with the actions taken by the listed entity on those observations.
- the observations in the reports pertaining to the year ended 31st Mar, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

Place: Mysuru

Date: 16/05/2023

For Pracheta and Associates
Company Secretaries


Pracheta M.

Pracheta M.

Proprietrix

FCS No.: F9323

C P No.: 9838

UDIN: F009323E000314375

Peer Review Certificate No.: 1173/2021