

NOTICE OF 45th ANNUAL GENERAL MEETING

Notice is hereby given that the 45th Annual General Meeting ("the AGM") of the Members of Automotive Axles Limited ("the Company"), will be held on **Wednesday, August 12, 2026 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 March 31, 2026 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 ₹ 32/- per equity share of ₹ 10/- each (320%) for the financial year 2025-26.

Item No. 3 – Re-appointment of a Director

To appoint a Director in place of Mr. Kenneth James Hogan, (DIN:09161738) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

By Order of the Board of Directors
For Automotive Axles Limited

sd/-

Debadas Panda

Company Secretary & Compliance Officer

Place: Pune

Date: May 19, 2026

Registered Office:

Hootagalli Industrial Area

Off. Hunsur Road, Mysuru -570 018

Karnataka

CIN : L51909KA1981PLC004198

Phone No. : 0821-7197500

Email : sec@autoaxle.com

Web : www.autoaxle.com

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 45th AGM of the Company is being held through VC/OAVM on **Wednesday, August 12, 2026, at 3:00 P.M. (IST)**. The proceedings of the AGM will be deemed to be conducted at the Registered office of the Company i.e Automotive Axles Limited, Hootagalli Industrial Area, Off. Hunsur Road, Mysuru – 570 018, Karnataka which shall be deemed to be the venue for the 45th AGM.

2. **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 / Institutional Members (i.e. other than individuals, HUFs, NRIs, etc.) are entitled to appoint authorised representatives pursuant to Sections 112 and 113 of the Companies Act, 2013 (hereinafter referred to as "the Act") as the case maybe, 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, attendance slip and route map of AGM are not annexed to this notice.**
3. The relevant details with respect to Item No. 3 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") with respect to "Director seeking re-appointment at this AGM" is also provided as **Annexure** to this notice. Requisite declarations have been received from the Director seeking re-appointment.
4. As this AGM is being conducted through VC/OAVM means in compliance with applicable provisions of the Act, read with MCA Circular issued from time to

time and 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 Companies Act, 2013.

5. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 45th AGM through VC/OAVM Facility and e-Voting during the 45th AGM.
6. The Corporates / Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 45th AGM through VC/OAVM facility. Corporate Members / Institutional Investors 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 Pracheta@prachetaassociates.in with a copy marked to evoting@nsdl.com. 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.

In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names as of the cut-off date i.e., **Wednesday, August 5, 2026**, will be entitled to vote at the Meeting.

7. The Members can join the AGM through the VC/OAVM mode 30 minutes before and upto 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. 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.
8. In line with the Regulation 36(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA General Circulars read with the SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through **electronic mode** to those Members whose e-mail addresses are registered with the Company/Depository Participants (DP). The Notice convening the 45th AGM has been

uploaded on the website of the Company at 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 and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

9. The Company shall send a physical copy of the Annual Report 2025-26 to those Members who request the same at sec@autoaxle.com mentioning their Folio No./ DP ID and Client ID. In accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a letter is being sent to the Members whose e-mail addresses are not registered with the Company/DP, providing a web-link and QR code for accessing the Annual Report 2025-26.
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 **on or before August 5, 2026**.

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.

SEBI has mandated the Listed Companies to process service requests* for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4.

**Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.*

11. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, transfer, transmission or transposition of securities of listed companies shall be **processed only in dematerialized form**. 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 dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent (RTA) i.e., 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 Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 February 6, 2026. *The Company has already sent letters to the physical shareholders to furnish 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 i.e Integrated Registry Management Services Private Limited either by email to irg@integratedindia.in or by post to No.30, Ramana Residency, 4 th 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	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out of Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares held in physical form	Form ISR - 4
	Request for transmission of securities by nominee or legal heirs	Form ISR-5
	The forms for updating the above details are available at the Company's website: www.autoaxle.com/Important_Investor_Updates.aspx	

13. Members holding more than one physical folio in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company or the RTA for consolidation of holdings in one folio. Request for consolidated shares certificates shall be processed in dematerialised form only.
14. The Record Date fixed for determining the entitlement of Members to attend the AGM for the financial year ended March 31, 2026 is **Wednesday, August 5, 2026**.
15. The Register of Members and Share Transfer Books will remain closed from **Thursday, August 6, 2026 to Wednesday, August 12, 2026** (both days inclusive) for determining the names of the members eligible for final dividend on equity shares, if declared at the meeting.
16. 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 **Wednesday, August 5, 2026** and
 - ii) As Members on the Register of Members of the Company as on **Wednesday, August 5, 2026** after giving effect to all valid shares transfer in physical form which would be received by the Company end of the business hours on **Wednesday, August 5, 2026**.
17. In accordance with the provisions of the Income-tax Act, 2025 ("IT Act, 2025"), dividends declared and paid by a company are taxable in the hands of shareholders. Consequently, the Company is obligated to deduct tax at source (TDS) at the applicable rates while making payment of the final dividend. Shareholders are therefore requested to submit the requisite documents and declarations, as outlined below, to enable the Company to determine the correct TDS rate in compliance with the provisions of the IT Act, 2025.

For **resident shareholders**, taxes shall be deducted at source under Section 393 of the IT Act as follows:

Shareholders having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Shareholders not having PAN / valid PAN	20% or as notified by the GOI

*As per Section 262 of the Income Tax Act, 2025 ("IT Act 2025") every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed invalid / inoperative and, such person shall be liable to

all consequences under the IT Act, 2025 and tax shall be deducted at the higher rates as provided in Section 397 of the IT Act, 2025, i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during tax year 2026-27 does not exceed ₹10,000 and also in cases where Shareholders provide Form No. 121, subject to conditions specified in the IT Act, 2025. Resident shareholders may also submit any other document as prescribed under the IT Act, 2025 to claim a lower / nil withholding of tax. PAN is mandatory for Shareholders providing Form No. 121 or any other document as mentioned above.

For **Non - Resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 393 and other applicable sections of the IT Act, 2025, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 159 of the IT Act, 2025, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("Tax Treaty" or "DTAA"), read with Multilateral Instrument (MLI), if any, between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the shareholders/ authorized signatory. In case of non-availability of PAN, information under sub-rule 2 of rule 217 of the Income-tax Rules, 2026.
- Copy of the Tax Residency Certificate for the tax year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory.
- Form 41 (for claiming tax treaty benefit), which can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty and IT Act, 2025.
- Self-declaration of beneficial ownership of equity shares by the non-resident shareholder.
- Self-declaration of fulfilling all conditions of applicable tax treaty for being eligible to claim benefit of the tax treaty read with MLI.
- Any other documents as prescribed under the IT Act, 2025, if applicable, or certificate for lower withholding of taxes, duly attested by the shareholders.

- In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 393 of the IT Act 2025 at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

The aforementioned documents are required to be uploaded on the shareholder portal at <https://ipostatus.integratedregistry.in/TaxExemptionRegistration.aspx> on or before August 5, 2026.

18. 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.

19. Norms for furnishing of PAN, KYC, Bank details and Nomination:

SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 has mandated that **With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode.**

Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 as the case may be.

Relevant FAQs have been published by SEBI in this regard which can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

20. 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
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
2021-22	150% Dividend	05-Aug-2022	09-Sep-2029
2022-23	320% Dividend	03-Aug-2023	06-Sep-2030
2023-24	320% Dividend	05-Aug-2024	09-Sept-2031
2024-25	305% Dividend	12-Aug-2025	14-Sept-2032

21. 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.

22. Special window for re-lodgement of physical share transfer requests:

Members who have executed the transfer prior to April 1, 2019, but were not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents have been provided a **special re-lodgement window** till February 4, 2027, to re-lodge the transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

23. Simplification of Procedure for Issuance of Duplicate Share Certificates:

SEBI vide Circular No: HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 Dated February 6, 2026 has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardised as below:

Market Value	Required Documents
Up to ₹ 10,000	Undertaking on plain paper (no notarisation required)
Above ₹ 10,000 and up to ₹ 10,00,000	Single Affidavit-cum-Indemnity Bond
Above ₹ 10,00,000	Affidavit-cum-Indemnity Bond along with FIR/Police Complaint/Court injunction order/copy of plaint and Newspaper Advertisement by the Company

24. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation by the Company or the RTA while processing service request*. Accordingly, Shares will be credited directly to the Member's demat account upon submission of valid demat account details along with the latest Client Master List, not older than 2 months, attested by their DP. Any Letter of Confirmation issued before April 2, 2026, may be submitted by the shareholders to DP for dematerialisation within 120 days from the date of issuance of Letter of Confirmation.

**Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.*

25. 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), the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at this 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 e-voting on the date of the AGM will be provided by NSDL.
26. 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 sent through e-mail and holding shares as of the cut-off date i.e. **August 5, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com or Company/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 or call on toll free no. **022 - 4886 7000**. 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., August 5, 2026 may follow steps mentioned in the Notice of the AGM under **"How do I vote electronically using NSDL e-Voting system"**.
27. Ms. Pracheta M., Practising Company Secretary (FCS No. 9323, C.P. No. 9838) 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.
28. The Chairman shall, after responding 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.
29. The Scrutiniser shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM). The Scrutiniser shall make a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any to the Chairman or any person authorised by him. The results will be declared within timelines stipulated under Regulation 44 of the SEBI (Listing obligations and Disclosure requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

30. 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 www.autoaxle.com

31. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). Link to access ODR portal is available on Company's website www.autoaxle.com/investorupdates

32. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements

in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to: sec@autoaxle.com.

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 **Wednesday, August 5, 2026** may cast their vote by remote e-Voting. The remote e-Voting period commences on **Sunday, August 9, 2026 at 9.00 a.m. (IST) and ends on Tuesday, August 11, 2026 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 i.e. **Wednesday, August 5, 2026**.

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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. 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 & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 & voting during the meeting.

Type of shareholders	Login Method
	- If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. 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 & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on   
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 140246 then user ID is 140246001***

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.com 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 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 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI 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.
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.: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborti, Assistant Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 shareholders 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.com 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 before 3.00 p.m. (IST) on **Saturday, August 8, 2026**. 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 from **Thursday, August 6, 2026 (9:00 A.M. IST) to Monday, August 10, 2026 (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:**Additional Details of Director seeking Re-appointment at the Annual General Meeting:**

(In pursuance to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standard – 2 on General Meetings)

Name	Mr. Kenneth James Hogan
Director Identification Number (DIN)	09161738
Designation and Category of Director	Non-Executive Non-Independent Director related to Promoter.
No. of years of Experience	30 years
Nature of expertise	Leadership, Strategic Planning, Business Operations, Technology, Sales and Marketing, Finance Acumen, Governance and Risk Management.
Age	56 years
Educational Qualification	Bachelor of Science in Mechanical Engineering & Master of Business Administration in Finance.
Brief Profile	Mr. Hogan is a Bachelor of Science in Mechanical Engineering from Michigan State University and a Master of Business Administration in Finance from the University of Michigan. He has around 3 decades of leadership experience in operations management, strategic planning, and project management and delivering flawless execution of cost reduction programs, production transfers and facility rationalisation. Uniquely skilled at developing cohesive and collaborative teams while empowering employees to drive out waste and improve bottom line company performance by driving vigorous action, measurement and implementation. Mr. Hogan joined Meritor in 2008 and has held positions of increasing responsibility across the organization. He is currently vice president of Cummins Drivetrain and Braking Systems. In this role, he is responsible for overseeing the strategy and priorities of Cummins Drivetrain and Braking Systems globally. Before joining Meritor, Hogan held progressive leadership positions with Booz Allen Hamilton, Deloitte, Falding Capital Group and Detroit Diesel. This new role recognizes the increasingly global nature of Cummins Drivetrain and Braking Systems customer base and enables him to apply his proven management approach to our global business.
Listed entities (other than Automotive Axles Limited) in which Mr. Kenneth James Hogan holds Directorships and Committee Membership as on 31st March 2026	Nil
Listed entities from which Mr. Kenneth James Hogan has resigned as Director in past 3 years as on 31st March 2026	Nil
BSE Circular No. LIST/COMP/14/201 8-19 dated June 20, 2018 and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018	Mr. Hogan is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority.
Terms of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Remuneration sought to be paid	Nil
Remuneration last drawn	N.A.
Date of first appointment at the Board	14.05.2021
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial Personnel	No relationship
Number of Board meetings attended during the financial year ending March 31, 2026.	4 (Four) out of 6 (Six)