

AUTOMOTIVE AXLES LIMITED

Dated: 20th March 2025

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
Symbol Code: AUTOAXLES

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), we hereby inform that the Company, as approved by the Board of Directors of the Company in their meeting scheduled on 20th March, 2025, has entered into a binding memorandum of understanding (“**MOU**”) with Meritor HVS (India) Limited (“**MHVSIL**”). Under the MOU, Company and MHVSIL have agreed to a revised commercial understanding with respect to the business/operations of the Company and MHVSIL, wherein, certain customers of MHVSIL shall be transferred to the Company and will be directly serviced by the Company, subject to signing of relevant documentation with such customers. It is clarified that these customers are currently being supplied certain products manufactured by the Company, which MHVSIL has been procuring from the Company under a Supply Agreement dated February 27, 1999. As per the new arrangement envisaged due to the rejection of the material related party transactions between the Company and MHVSIL by the shareholders of the Company, the Company will now directly supply these products to the concerned customers. This change has been undertaken to ensure continuity of supply and will not result in any change to the product specifications, pricing, or terms of service for the customers.

The said MOU supplements and prevails over the existing arrangements between the Company and MHVSIL relating to supply and technical assistance to effect the said revised commercial understanding between the parties. Further, it is proposed that the Company and MHVSIL shall enter into a services agreement in due course with respect to certain marketing, business development, engineering and product development, account management and relationship related services to be provided by MHVSIL to the Company.

The requisite details with respect to the MOU under Regulation 30 read with Schedule III of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 are provided in **Annexure A**.

Thanking you,
Yours faithfully,

For Automotive Axles Limited

Debadas Panda
Company Secretary & Compliance Officer

Encl: A/a



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



AUTOMOTIVE AXLES LIMITED

Annexure A

Sl. No	Particulars	Details of the Events that need to be provided
a.	name(s) of the parties / entities with whom the agreement is entered;	Meritor HVS (India) Limited (“MHVSIL”).
b.	purpose of entering into the agreement / area of the agreement/ scope of business operation of the agreement;	<p>The MOU sets out the revised commercial understanding with respect to the operations of the Company and MHVSIL, wherein certain customers of MHVSIL, particularly the original equipment manufacturer customers, shall be transferred to the Company and will be directly serviced by the Company, subject to signing of relevant documentation with such customers.</p> <p>This MOU supplements and prevails over the existing arrangements related to supply and technical assistance between the Company and MHVSIL to effect the revised commercial understanding between the parties.</p> <p>The MOU also contemplates a services agreement (“Services Agreement”) to be executed between the Company and MHVSIL under which MHVSIL shall provide the Company with certain services in relation to marketing, business development, engineering and product development, account management and relationship management.</p>
c.	shareholding, if any, in the entity with whom the agreement is executed;	N.A.
d.	significant terms and conditions of the agreement (in brief), special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	<p>The MOU supplements and prevails over the existing arrangements related to supply and technical assistance between the Company and MHVSIL. The MOU also provides the revised commercial understanding with respect to the operations of the Company and MHVSIL, wherein certain customers of MHVSIL (particularly OEM customers) shall be transferred to the Company and will be directly serviced by the Company, subject to signing of relevant documentation with such customers.</p> <p>The MOU also contemplates the execution of the Services Agreement between the Company and MHVSIL which will set out the terms and conditions on which MHVSIL shall provide specific services to the Company.</p>



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



AUTOMOTIVE AXLES LIMITED

		This realignment enables the Company to strengthen its customer base by leveraging the technical expertise/information and services provided by MHVSIL.
e.	whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship;	MHVSIL is part of the Promoter Group of the Company*. * <i>MHVSIL holds NIL shareholding in the Company.</i>
f.	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	The transactions contemplated under the MOU fall within related party transactions and are at an arm’s length basis. The fees payable under the Services Agreement shall also be determined on an arm’s length basis in accordance with applicable law. The transactions contemplated under the MOU have received necessary approvals of the Audit Committee and the Board of Directors of the Company.
g.	in case of issuance of shares to the parties, details of issue price, class of shares issued;	N.A.
h.	in case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis;	N.A.
i.	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	N.A.
j.	in case of rescission, amendment or alteration / termination or amendment of the agreement, the listed entity shall disclose additional details to the stock exchange(s):	N.A.



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



AUTOMOTIVE AXLES LIMITED

	<ol style="list-style-type: none">1. name of parties to the agreement;2. nature of the agreement;3. date of execution of the agreement;4. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier);	
--	---	--



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