

# AUTOMOTIVE AXLES LIMITED

24<sup>th</sup> February 2022

**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: Annual Secretarial Compliance Report for the year ended March 31, 2022.**

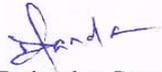
Please find enclosed the Annual Secretarial Compliance Report of Automotive Axles Limited ("The Company"), for the year ended March 31, 2022, issued by Ms. Pracheta M, Practicing Company Secretaries.

This is for your information and record.

Thanking you,

Yours Truly,

For Automotive Axles Limited



Debadas Panda  
Company Secretary



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](mailto:sec@autoaxle.com), Website : [www.autoaxle.com](http://www.autoaxle.com)

CIN : L51909KA1981PLC004198

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





SECRETARIAL COMPLIANCE REPORT OF AUTOMOTIVE AXLES LIMITED FOR THE YEAR ENDED  
2021-22

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 2021-22 ("Review Period") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder 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;
- (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 examined as there were no instances of buy back of shares.*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not examined as there were no instances of issue of any share based employee benefits.*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not examined as the listed entity has not issued any Debt securities.*



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *Not examined as the listed entity has not issued any Preference shares.*

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)

and based on the above examination, I hereby report that, during the Review Period:

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

Sr. No	Compliance Requirement(Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Delay in the re-constitution of the Stakeholders' relationship Committee	One of the Directors, who was also member of the Stakeholders relationship committee resigned on 31 <sup>st</sup> July 2021 and thus the number of members in the committee reduced below the minimum prescribed under the SEBI Listing regulations. The Stakeholders' relationship Committee was re-constituted at the Board meeting held on 8 <sup>th</sup> November 2021.	There is delay in reconstitution. The Company has paid the fine to the stock exchanges as per the Standard Operating Procedure Circular of SEBI dated 22 <sup>nd</sup> January 2020

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/remarks of the Practicing Company Secretary, if any.



1.	a. National Stock Exchange of India Limited b. The BSE Limited	One of the Directors, who was also member of the Stakeholders relationship committee resigned on 31 <sup>st</sup> July 2021 and thus the number of members in the committee reduced below the minimum prescribed under the SEBI Listing regulations. The Stakeholders' relationship Committee was re-constituted at the Board meeting held on 8 <sup>th</sup> November 2021.	Fine imposed by the stock exchanges for the delay of 8 days.	The Company has paid the fine amounts to both the stock exchanges.  The said imposition of the fine and the subsequent payment has been noted by the Board of Directors of the Company.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
1.	Delay in reporting of violation of code of conduct with the Stock exchanges	2020-21	The Company had reported the violation to the stock exchanges and has taken steps to strengthen the reporting mechanism.	The reporting was done already by the Company. The comment was that there is delay in reporting. The Company has taken actions to strengthen the reporting mechanism.



(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: 17/05/2022

For Pracheta and Associates  
Company Secretaries

*Pracheta M.*

Pracheta M.  
Proprietrix  
FCS No.: F9323  
C P No.: 9838  
UDIN: F009323D000329588

