

AUTOMOTIVE AXLES LIMITED

28th May 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
Scrip Symbol: AUTOAXLES

Attn: Listing Department

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025.

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, 2025, 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 FINANCIAL YEAR ENDED 31ST MARCH 2025

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, 2025 ("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 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	
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</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The listed entity does not have any subsidiaries

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6	<u>Preservation of Documents:</u> 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.	YES	
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees as prescribed in SEBI Regulations	YES	
8	<u>Related Party Transactions:</u> (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	YES There were no such instances.	
9	<u>Disclosure of events or information:</u> 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.	YES (except as mentioned)	1. Resignation of Mr. Maddala Rishikesh, DGM-Plant Head, Jamshedpur Unit was effective from July 17, 2024 and the disclosure for the same was submitted on July 19, 2024. 2. Mr. Nikhil Prabhu V resigned on

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			<p>12th April 2024 but disclosure made to exchanges on 18th April 2024.</p> <p>3. Delay in payment of differential custom duty along with interest and penalty due to short payment. The disclosure was required to be submitted on 11th December 2024 but submitted on 19th December 2024.</p>
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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.</p>	NA	<p>As per the information given, there are no actions taken by the SEBI under any regulations on the listed entity/ its</p>

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			promoters/directors
12	<p>Resignation of Statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities</p>	NA	There was no resignation of the auditor of the listed entity and the Company has no material subsidiaries.
12	<p>Additional Non-compliances, if any:</p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	No	

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- 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
1.	Disclosure to Stock exchanges regarding resignation of Senior Management Personnel within 24 Hours within the occurrence of the event or	Regulation 30 of SEBI Listing Regulations,	Delay in disclosure to Stock exchanges regarding resignation of Senior Management Personnel within 24 Hours within the occurrence of the event or	Intimation has been done		Resignation of Mr. Maddala Rishikesh, DGM-Plant Head, Jamshedpur Unit was effective from July 17, 2024 and the disclosure for the same was submitted on July 19, 2024.	None		Compliance requirement was inadvertently missed. Going forward, we are reinforcing our internal review processes to prevent such omissions and maintain the highest	

	information as per Regulation 30 (LODR).		information.						standards of compliance and transparency.	
2.	Disclosure to Stock exchanges regarding resignation of Senior Management Personnel within 24 Hours within the occurrence of the event or information as per Regulation 30 (LODR).	Regulation 30 of SEBI Listing Regulations,	Delay in disclosure to Stock exchanges regarding resignation of Senior Management Personnel within 24 Hours within the occurrence of the event or information.	Intimation has been done		Resignation of Mr. Nikhil Prabhu V, DGM - Finance of the Company w.e.f 12 th April 2024, but disclosed to Exchanges on 18 th April 2024.	None		Our standard protocol involves awaiting formal acceptance by the management before communicating such announcement and we got the acceptance on 18 th April 2024. However, we immediately acted upon	

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								after receiving the acceptance and disclosed the information. Moving forward, we are committed to streamlining our processes to ensure prompt reporting of such matters.	
3.	Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements)	Regulation 30 of SEBI Listing Regulations	Delay in payment of differential custom duty along with interest and penalty and Disclosure of	Payment has been made		Delay in payment of differential custom duty along with interest and penalty due to short payment and Disclosure of same to Stock Exchanges.		the penalty amount was not clear at that point of time hence after due verification we assessed the differential	




	Regulations 2015 - Payment of differential Custom duty along with Interest and Penalty.		same to Stock Exchanges.						duty of Rs.57,650/- inclusive of GST Interest and Penalty. Hence, we have intimated to the exchange once the liability was assessed and paid on 19th December 2024.	
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C.P.No.9838

COMPANY SECRETARY

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.	The code of conduct shall specify that in case it is observed by the listed company required to formulate a code of conduct under sub-regulation	Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with the Company's Code of Conduct	There is delay in intimation to the stock exchange of the Contra-trade violation by Designated person (DP)	Intimation has been done		Contra trade was executed by a DP and his relative in June 2022 and September 2022. The same has been noticed by the Compliance officer in July 2023 but intimated to the Stock Exchange in September 2023	None		This was a first time violation by the DP and was done inadvertently. Warning issued to DP considering the amount involved and DP had also transferred the profit of Rs.8489/-	No deviations were found during the audit for 2025-26

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

(1) of regulation 9, that there has been a violation of these regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from								earned on the transaction to SEBI-IEFP account. Going forward we will strengthen our reporting mechanism.	
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Pracheta M.

C.P.No.9838

COMPANY SECRETARY

	time to time.									
2.	Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor	Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with the Company's Code of Conduct	When the contra trade is executed, the designated person has been warned since this was first time. The profit out of such trade has been transferred to the IEPF subsequently.	None yet		A contra trade was executed and the Compliance officer has intimated to the Stock exchange that a warning was issued since the violation was for the first time and done inadvertently. However, the profit has been subsequently transferred to the IEPF.	None	Issuing a warning was done in the first instance and then subsequent ly profit was transferred to the IEPF.	Warning was issued to the Designated Person considering the amount involved and the fact that this was a first-time violation by the DP and was done inadvertently. Designated Person has also transferred the profit of Rs.8489/- earned on the transaction to the SEBI-IEFP account.	No deviations were found during the audit for 2025-26




	Protection and Education Fund administered by the Board under the Act.									
3.	Delay in intimation of the investor meet	Regulation 30 of the Listing regulations	There is a delay in prior intimation to Stock exchange on the investor meet	Intimation has been done . Steps are taken to strengthen the process		The investor meet scheduled on 5 th February 2024 (Monday) and intimation should have been sent by 31 st January (2 workings days in advance) but was sent on 1 st February 2024 (1 working in advance)	None		Delay was happened inadvertently. Going forward we will strengthen our reporting mechanism.	No deviations were found during the audit for 2025-26

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(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.)

Assumptions and limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 20/05/2025

Place: Mysuru

For Pracheta and Associates

Company Secretaries

Pracheta M.

Proprietrix

FCS No.: F9323

C P No.: 9838

UDIN: F0093236000382718

Peer Review Certificate No.: 1173/2021

