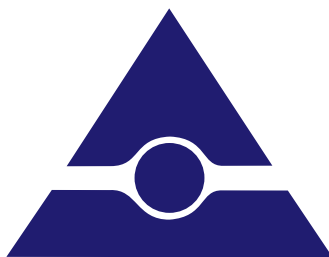


Axles India Limited



**FORTY SECOND ANNUAL REPORT
2023-24**



Axles India Limited

FORTY SECOND ANNUAL REPORT

Registered Office

21, Patullos Road, Chennai 600 002
CIN : U27209TN1981PLC008630
Website Address : www.axlesindia.com

Factories

Singaperumal Koil Road
Sriperumbudur, Tamil Nadu 602 105

Cheyyar Taluk, Tiruvannamalai District
Tamil Nadu 604 410

Banker

HDFC Bank Limited

Registrars & Share Transfer Agents

Cameo Corporate Services Limited
"Subramanian Building"
1, Club House Road, Chennai 600 002
Phone: 044 - 40020780 /706 /741
E-mail : investor@cameoindia.com

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Board of Directors

S Ram (Chairman)
V Madhavan (Managing Director)
Srivats Ram
Rafael Aquique
Gajanan Gandhe
Sandeep Khullar (from 09-08-2023)
Saket Sapra (upto 09-08-2023)
Radha Unni (upto 30-11-2023)

Audit Committee

S Ram (Chairman)
V Madhavan
Gajanan Gandhe

Stakeholders Relationship Committee

S Ram (Chairman)
V Madhavan
Srivats Ram

Corporate Social Responsibility Committee

S Ram (Chairman)
V Madhavan
Gajanan Gandhe

Auditors

Price Waterhouse & Co Chartered Accountants LLP
Chartered Accountants
7th & 10th Floor, Menon Eternity
165, St. Mary's Road
Alwarpet, Chennai 600018

Chief Financial Officer

Y Krishnamoorthy

Company Secretary

C Bharathi

Notice to Shareholders

NOTICE is hereby given that the Forty Second (42nd) Annual General Meeting of the Company will be held on Monday, June 24, 2024 at 11.00 A.M through Video Conference, to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the year ended March 31, 2024 and the Report of the Directors and the Auditors thereon.
2. To declare Dividend for the financial year 2023-24.
3. To elect a Director in the place of Mr. Ram S (DIN 00018309) who retires by rotation and being eligible offers himself for re-election.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification of resolution passed by the members of the Company at 39th Annual General Meeting held on August 26, 2021 and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the members of the Company, be and is hereby accorded for revision in remuneration of Mr. Madhavan V (DIN-07548156), Managing Director of the Company for the remaining period of his tenure as under:

Salary	Scale of Rs.8,00,000 – Rs.10.50,000 per month. Annual increase will be effective from July every year
Commission	0.5% of the Net Profits of the Company for each financial year or part thereof, computed in the manner laid down in the Companies Act, 2013, subject to a minimum of Rs.60 Lakhs

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the 39th Annual General Meeting of the Company held on August 26, 2021 shall remain unchanged.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Sandeep Bhim Khullar [DIN: 08071943] who was appointed as an additional Director of the Company with effect from August 9, 2023, and who holds office upto the date of 42nd Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.”

By order of the Board

Regd. Office:
21, Patullos Road
Chennai 600 002
May 14, 2024

S Ram
Chairman
DIN: 00018309



Notes:

1. The Ministry of Corporate Affairs (“MCA”), has vide their circulars dated, April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022 read with September 25, 2023 (collectively referred to as “MCA Circulars”) permitted to holding the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), and the MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the shareholders is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the shareholders such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC / OAVM and cast their votes through e-voting. Corporate shareholders intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company.
4. The shareholders can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000 shareholders on first come first served basis. 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.
5. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Shareholders and Share Transfer Books of the Company will remain closed from June 17, 2024 to June 24, 2024 (both days inclusive) for payment of dividend on equity shares.
7. The dividend, as recommended by the Board of Directors, if declared at the meeting, shall be paid to those members whose name(s) appear in the Register of Members of the Company as on June 15, 2024. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
8. Members holding shares in demat form are hereby informed that bank particulars registered against their accounts will be used by the Company for payment of Dividend. Changes in bank details are only to be advised to the Depository Participants by the Members. Members who are holding shares in physical form and desirous of registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company or Registrar & Transfer Agents, M/s. Cameo Corporate Services Limited, “Subramanian Building”, No.1, Club House Road, Chennai – 600 002.

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9. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013, as amended, dividends declared for the financial year ended 2016-17 from the date of declaration of dividend and thereafter, which remain unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government (IEPF). Shareholders who have not encashed the dividend warrant(s) so far for the above financial year or any subsequent financial year are requested to make their claim to the Share Department of the Company. All shareholders are requested to claim their dividend on or before October 26, 2024, being the due date for transfer of unpaid / unclaimed dividend to IEPF.
 10. Pursuant to the applicable provisions of the Companies Act, 2013 and IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years are required to be transferred to the Demat account of the IEPF authority.
 11. Pursuant to the aforesaid provisions, during the year, the Company has transferred 13,033 shares pertaining to the year 2016 to the Demat Account of the IEPF Authority maintained with CSDL, in respect of which dividend had remained unpaid / unclaimed for a consecutive period of seven years.
 12. In compliance with the aforesaid provisions of the IEPF Rules, the Company had submitted the corporate action information form of CDSL to its Registrar and Transfer Agents (RTA) for transfer / transmission of the aforesaid shares of the Company to the Demat Account of the IEPF Authority, which were subsequently transferred to the Demat Account of the IEPF Authority on execution of the corporate action by the RTA.
 13. The shareholders, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF- 5 (as prescribed by MCA) available on the website of IEPF at www.iepf.gov.in and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Company for verification of the claim.
 14. 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) and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 15. The shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting by way of VC / OAVM but shall not be entitled to cast their vote again. The details indicating the process and manner for voting by electronic means, the time, schedule including the time period during which the votes may be cast by remote e-voting, the details of the login ID, the process and manner for generating or receiving the password and for casting of vote in a secure manner are provided to the shareholders. The procedures and instructions for 'remote e-voting', 'attending the meeting through VC / OAVM' and 'e-voting at the meeting' are furnished as part of this Notice. (Please refer page nos 8 to 12 of the Annual Report).



16. The Board of Directors have appointed M/s. S Dhanapal & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the remote e-voting and voting at the AGM in a fair and transparent manner. The Company has engaged the services of CDSL to provide e-voting facilities enabling the shareholders to cast their vote in a secure manner. The e-voting facility will be available at the link www.evotingindia.com during the e-voting period which would commence on June 20, 2024 (Thursday) at 9:00 A.M. (IST) and conclude on June 23, 2024 (Sunday) at 5:00 P.M. (IST).

The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

17. The Scrutinizer shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the meeting. Thereafter, the Results of remote e-voting and e-voting during the 42nd AGM shall be declared by the Chairman or a person authorized by him in writing. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website at www.axlesindia.com.
18. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 15, 2024 may cast their vote electronically.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. 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, will be available electronically for inspection by the members during the AGM. Other documents referred to in the notice, if any, will be available for electronic inspection. The members seeking to inspect such documents can send mail to bharathi.c@axlesindia.com.
22. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.axlesindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at www.evotingindia.com.
23. Pursuant to the Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 01, 2020. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds Rs.5,000/- . However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2023-24 does not exceed Rs.5,000/- and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Form 15G / 15H can be downloaded from the weblink <https://investors.cameoindia.com> to avail the benefit and e-mail to investors@cameoindia.com by 11:59 P.M. IST on June 15, 2024. There is also provision to upload the 15G / 15H in the weblink viz., <https://investors.cameoindia.com> provided by the Company's Registrar and Share transfer agent.

For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, 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 Government of India on the amount of dividend payable.

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to investors@cameoindia.com. The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on June 15, 2024. For any additional information, Members may refer to the “Communication on TDS on Dividend Distribution” available at the web link of the company www.axlesindia.com.

Any clarification required in this regard, you may contact Mr. V. Nagaraj, Manager, Cameo Corporate Services Limited (Ph. No. 044- 40020735). No communication would be accepted from Members after June 15, 2024 regarding the tax withholding matters.

24. In compliance with the MCA Circulars, the Annual Report 2023-24 including, the Notice of the 42nd AGM and instructions to shareholders for e-voting / attending meeting through VC / OAVM are being sent only through electronic mode to those shareholders whose email addresses are registered with the Company / depositories.
25. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, e-mail ID, mobile number to bharathi.c@axlesindia.com from June 10, 2024, 9:00 A.M. (IST) to June 14, 2024, 05:00 P.M. (IST) only. The shareholders 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.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Company reappointed Mr. Madhavan V (DIN 07548156) aged 55 years as the Managing Director for a five-year term, effective from July 6, 2021, through a shareholders' resolution dated August 26, 2021. For the financial year ended March 31, 2024, the remuneration to Mr. V Madhavan aggregated to ₹150 lakhs. The Board of Directors at their meeting held on May 14, 2024 approved for the alteration in the remuneration structure of Mr. Madhavan V, for the remaining period of his tenure as set out in the proposed resolution.

Except, Mr. Madhavan V, none of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution as set out in Item No. 4 of the 42nd AGM Notice for approval of the shareholders, as an Ordinary Resolution.

The other requisite details, as per Clause 1.2.5 of the Secretarial Standard – 2, are in line with the information provided in the Explanatory Statement to the shareholders' resolution dated August 26, 2021.

Item No. 5

Mr. Sandeep Bhim Khullar (DIN 08071943), aged 56 years, is a Graduate in Tool Engineering and a Post Graduate Diploma in Management and Advance Management Program, having 34 years of experience. The Board of Directors of the Company approved his appointment as an additional Director of the Company with effect from August 9, 2023. Pursuant to Section 161 of the Companies Act, 2013; Mr. Sandeep Bhim Khullar holds the office up to the date of the Forty Second (42nd) Annual General Meeting and it is proposed to appoint him as a Director of the Company. He shall be liable for retirement by rotation. He holds directorships in Dana India Private Limited and Graziano Transmission India Private Limited, without holding any Membership / Chairmanship on committees of the boards of these companies. During the financial year ending on March 31, 2024, he attended 2 Board meetings of the Company. Mr. Sandeep Khullar does not own any equity shares in the Company and is not related to any Directors or KMP of the Company. He receives no remuneration from the Company.

Notice has been received from a Member of the Company proposing the appointment of Mr. Sandeep Bhim Khullar as a Director of the Company. Except, Mr. Sandeep Bhim Khullar, none of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution as set out in Item No. 5 of the 42nd AGM Notice for approval of the shareholders, as an Ordinary Resolution.

INSTRUCTIONS TO SHAREHOLDERS

A. FOR REMOTE E-VOTING:

- i. The voting period begins on June 20, 2024 (Thursday) 9:00 A.M. (IST) and ends on June 23, 2024 (Sunday) 5:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 15, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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) and MCA Circulars, the Company is required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

- iv. In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to aforementioned SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting 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 and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration