

Dated : February 11, 2026

Department of Corporate Services BSE Limited 25 th Floor Rotunda Building, P J Towers Dalal Street, Fort MUMBAI 400001 SCRIP CODE : 540124	The National Stock Exchange of India Limited "Exchange Plaza" Plot No C-1, G Block Bandra Kurla Complex Bandra (East) MUMBAI – 400051 SCRIP CODE : GNA
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SUB: POSTAL BALLOT NOTICE - DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated February 6, 2026, seeking approval of Members of the Company by way of Special Resolution(s) on the following resolutions through Postal Ballot Process:

1.	To Reappoint Mr. Jasvinder Singh (DIN : 01831572) as Executive Vice Chairman for 5 years w.e.f 01 st April 2026.
2	To Reappoint Mr. Ranbir Singh (DIN : 01572708) as Managing Director & CEO for 5 years w.e.f 01 st April 2026.
3	To Reappoint Mr. Maninder Singh (DIN : 01610746) as Wholetime Director for 2 years w.e.f 01 st April 2026.

Postal Ballot Notice is being sent only through electronic mode to the Members on February 11, 2026 whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) and whose email ID is registered with the Company/ Depositories, as on Friday, February 6, 2026 (Cut-off Date). The Company has engaged the services of MUFG Intime India Private Limited as the agency for providing remote e-voting facility. The detailed procedure for remote e-voting is provided in the Notes to the Notice of the Postal Ballot.

The e-voting facility will be available during the following period:

Commencement of E-voting	Thursday, February 12, 2026 at 09:00 a.m. 1ST
End of E-voting	Friday, March 13, 2026 at 05:00 p.m. 1ST

The e-voting module will be disabled by the Service provider i.e. MUFG Intime India Private Limited after 5:00 P.M. on Friday, March 13, 2026. The result of the Postal Ballot shall be declared on or before March 15, 2026. The Members can vote on resolutions through remote e-voting facility only. Assent or dissent of the Members on the resolutions mentioned in the Notice would be taken through remote e-voting system only.

The Postal Ballot Notice is also available on the website of the Company at www.gnaaxles.in and on the website of MUFG Intime (e-voting agency) at www.instavote.linkintime.co.in.

This is for your information and record.

Thanking You

Yours Truly
For GNA AXLES LIMITED

Gourav Jain
Company Secretary



GNA AXLES LIMITED

Regd. Office: GNA HOUSE, 1-C Chhoti Baradari Part – II, Opposite Medical College, Garha Road Jalandhar – 144001 Punjab Telephone : 0181-4630477 Email ID : gjain@gnagroup.com,
Website: www.gnaaxles.in

POSTAL BALLOT / REMOTE E-VOTING NOTICE

<u>EVOTING STARTS ON</u>	<u>E-VOTING ENDS ON</u>
12th February, 2026 9:00 AM	13th March, 2026 5:00 PM

Dear Member(s),

Notice is hereby given that the resolutions set-out below are proposed to be passed by the Members of GNA Axles Limited Limited (“**Company**”) by means of Postal Ballot through remote electronic voting (“**remote e-voting**”) pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) [including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force] and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs inter-alia for conducting postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 03/2025 dated September 22, 2025 (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“**SS-2**”) and other applicable laws and regulations, if any. Accordingly, draft of the below proposed Resolutions together with the Explanatory Statement setting out the material facts and reasons for the Resolutions is being sent to you for your consideration.

1. To re-appoint Mr. Jasvinder Singh (DIN: 01831572), as Executive Vice Chairman of the Company for a period of Five (5) years commencing 1st April, 2026.
2. To re-appoint Mr. Ranbir Singh (DIN: 01572708), as Managing Director & CEO of the Company for a period of Five (5) years commencing 1st April, 2026.
3. To re-appoint Mr. Maninder Singh (DIN: 01610746), as Wholetime Director of the Company for a period of Two (2) years commencing 1st April, 2026.

The Board of Directors of the Company has appointed Ms. Harsimran Kaur – Practicing Company Secretary Prop. HK & Associates, Jalandhar as scrutinizer for conducting the postal ballot and e-voting process in fair and transparent manner.

Members are requested to carefully read the instructions for e-voting contained in this Notice. The Scrutinizer, after completion of the scrutiny, will submit her report to the Chairman of the Company or any person authorized by him. The result of the voting by Postal Ballot will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on or before 15th March, 2026 at the Registered Office of the Company. The results of Postal Ballot will be put up on the Company’s website www.gnaaxles.in and will be communicated to BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and at Instavote.linkintime.co.in for publishing on their respective websites. The Company seeks approval of the Members, for the following businesses:

SPECIAL BUSINESS:**ITEM NO 1****TO REAPPOINT MR. JASVINDER SINGH AS EXECUTIVE VICE CHAIRMAN OF THE COMPANY FOR A PERIOD OF 5 YEARS.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications or re-enactments thereof, the relevant clauses of Articles of Association of the Company and applicable provisions of SEBI (LODR) Regulations, 2015 approval of the members be and is hereby given for the reappointment of Mr. Jasvinder Singh (DIN 01831572) as Executive Vice Chairman of the Company at a monthly remuneration in the scale of Rs. 10,00,000-50,000-12,00,000 plus such perks and Allowances as given below for the period of Five years beginning from 1st April 2026 to 31st March, 2031.

S.NO.	REMUNERATION	DETAILS
I.	Salary	10,00,000-50,000-12,00,000 per month
II.	Perquisites	The perquisites shall be allowed in addition to salary. However, such perquisites shall be restricted to an amount equal to one year’s salary during each year as per details given below :-
a)	Housing	House Rent Allowance equal to 40% of basic salary. If the Company’s accommodation is provided HRA is not applicable
b)	Medical Reimbursement	Mediclaim policy for self and family. Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and her family, subject to a ceiling of one month’s salary in a year.
c)	Leave Travel Concession	To and fro air Fare, Boarding, lodging expenses with in India or Abroad for self and family once in a year incurred in accordance with the rules of the Company.
d)	Club Fees	Fees of the clubs subject to maximum held by the beneficiary prior to appointment as Executive Vice Chairman of the Company. Admission fee, life membership fee will not be a part of the above.
h)	Car & Telephone	Provision for car for use of Company’s business and telephone at residence will not be considered as a perquisite.

Explanation : “Family” means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Mr. Jasvinder Singh - Executive Vice Chairman will be entitled to a commission of 1.00 (One Percent) percent, every year, on the before tax profits of the company.

RESOLVED FURTHER THAT the above remuneration be paid to Mr. Jasvinder Singh notwithstanding that the Annual Aggregate Remuneration payable to all the Executive Directors of the Company exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act - 2013 in any year.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any Financial Year, the Company has no profit or inadequate profits the Company will pay remuneration to the Mr. Jasvinder Singh - Executive Vice Chairman in compliance with Schedule V of the Companies Act-2013 and rules made thereunder.

RESOLVED FURTHER THAT Mr. Ranbir Singh CEO & Managing Director or Mr. Gourav Jain – Company Secretary be and are hereby severally authorized to comply with all legal and procedural formalities to give effect to the reappointment of Mr. Jasvinder Singh – Executive Vice Chairman.”

ITEM NO 2

TO REAPPOINT MR. RANBIR SINGH AS MANAGING DIRECTOR & CEO OF THE COMPANY FOR A PERIOD OF 5 YEARS.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications or re-enactments thereof, the relevant clauses of Articles of Association of the Company and applicable provisions of SEBI (LODR) Regulations, 2015 approval of the members be and is hereby given for the reappointment of Mr. Ranbir Singh (DIN 01572708) as Managing Director & CEO of the Company at a monthly remuneration in the scale of Rs. 10,00,000-50,000-12,00,000 plus such perks and Allowances as given below for the period of Five years beginning from 1st April 2026 to 31st March, 2031.

S.NO.	REMUNERATION	DETAILS
I.	Salary	10,00,000-50,000-12,00,000 per month
II.	Perquisites	The perquisites shall be allowed in addition to salary. However, such perquisites shall be restricted to an amount equal to one year’s salary during each year as per details given below :-
a)	Housing	House Rent Allowance equal to 40% of basic salary. If the Company’s accommodation is provided HRA is not applicable
b)	Medical Reimbursement	Mediclaim policy for self and family. Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and her family, subject to a ceiling of one month’s salary in a year.

c)	Leave Travel Concession	To and fro air Fare, Boarding, lodging expenses with in India or Abroad for self and family once in a year incurred in accordance with the rules of the Company.
d)	Club Fees	Fees of the clubs subject to maximum held by the beneficiary prior to appointment as Executive Chairman of the Company. Admission fee, life membership fee will not be a part of the above.
h)	Car & Telephone	Provision for car for use of Company's business and telephone at residence will not be considered as a perquisite.

Explanation : "Family" means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Mr. Ranbir Singh - Managing Director & CEO will be entitled to a commission of 1 percent (One Percent), every year, on the before tax profits of the company.

RESOLVED FURTHER THAT the above remuneration be paid to Mr. Ranbir Singh notwithstanding that the Annual Aggregate Remuneration payable to all the Executive Directors of the Company exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act 2013 in any year.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any Financial Year, the Company has no profit or inadequate profits the Company will pay remuneration to the Mr. Ranbir Singh - Managing Director & CEO in compliance with Schedule V of the Companies Act-2013 and rules made thereunder.

RESOLVED FURTHER THAT Mr. Saravjit Singh Hothi - Director or Mr. Gourav Jain – Company Secretary be and are hereby severally authorized to comply with all legal and procedural formalities to give effect to the reappointment of Mr. Ranbir Singh - Managing Director & CEO."

ITEM NO 3

TO REAPPOINT MR. MANINDER SINGH AS WHOLETEIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 2 YEARS.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to section 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications or re-enactments thereof, the relevant clauses of Articles of Association of the Company and applicable provisions of SEBI (LODR) Regulations, 2015 approval of the members be and is hereby given for the reappointment of Mr. Maninder Singh (DIN 01610746) as Wholetime Director of the Company at a monthly remuneration in the scale of Rs. 600000-50,000-7,00,000 plus such perks and Allowances as given below for the period of two years beginning from 1st April 2026 to 31st March, 2028.

S.NO.	REMUNERATION	DETAILS
I.	Salary	600000-50000-650000 per month.
II.	Perquisites	The perquisites shall be allowed in addition to

		salary. However, such perquisites shall be restricted to an amount equal to one year's salary during each year as per details given below :-
a)	Housing	House Rent Allowance equal to 40% of basic salary. If the Company's accommodation is provided HRA is not applicable
b)	Medical Reimbursement	Mediclaim policy for self and family. Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and her family, subject to a ceiling of one month's salary in a year.
c)	Leave Travel Concession	To and fro air Fare, Boarding, lodging expenses with in India or Abroad for self and family once in a year incurred in accordance with the rules of the Company.
d)	Club Fees	Fees of the clubs subject to maximum held by the beneficiary prior to appointment as Executive Chairman of the Company. Admission fee, life membership fee will not be a part of the above.
h)	Car & Telephone	Provision for car for use of Company's business and telephone at residence will not be considered as a perquisite.

Explanation : "Family" means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT the above remuneration be paid to Mr. Maninder Singh notwithstanding that the Annual Aggregate Remuneration payable to all the Executive Directors of the Company exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act in any year.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any Financial Year, the Company has no profit or inadequate profits the Company will pay remuneration to the Mr. Maninder Singh – Wholetime Director in compliance with Schedule V of the Companies Act-2013 and rules made thereunder.

RESOLVED FURTHER THAT Mr. Ranbir Singh CEO & Managing Director or Mr. Gourav Jain – Company Secretary be and are hereby severally authorized to comply with all legal and procedural formalities to give effect to the reappointment of Mr. Maninder Singh - Wholetime Director & CEO.”

**By order of the Board
FOR GNA AXLES LIMITED**

**Place: Mehtiana
Dated: February 06, 2026**

**Gourav Jain
(Company Secretary)**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and reasons in respect to the proposed Special Business is annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at www.gnaaxles.in under Investors relations section.
2. In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on 6th February, 2026 and who have registered their e-mail addresses with the Company or with the Depositories. Physical copy of this Notice along with postal ballot form and pre-paid business reply envelope are not being sent to members. The Company has availed the services of M/s Linkintime India Private Limited for providing the E-voting services.

Further, Members can vote on the Resolutions only through Remote e-voting. Remote e-voting will commence at 9.00 a.m. on Thursday the 12th February, 2026 and will end at 5.00 p.m. on Friday the 13th March, 2026 after which Remote e-voting will be blocked by Linkintime India Private Limited. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

3. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on 6th February, 2026 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
4. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for Remote e-voting i.e. 13th March, 2026.
5. The Board of Directors of the Company in its meeting held on Friday, April 21, 2025 has appointed Mrs. Harsimran Kaur of M/s H.K & Associates, Practising Company Secretaries (Certificate of Practice No. 9252) as Secretarial Auditor of the Company cum scrutinizer Scrutinizer for conducting the Postal Ballot / e-Voting process in a fair and transparent manner. Mrs. Harsimran Kaur has given her consent to act as the scrutinizer and would be available for the purpose of ascertaining the requisite majority.
6. The Scrutinizer will, after the conclusion of remote e-Voting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit her report to the Chairman or any other person authorised by the Board including Company Secretary, who shall countersign the same and declare the result of the voting forthwith. The result of the Postal Ballot shall be declared latest by 05:00 p.m. on Sunday, March 15, 2026. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final. The result of the Postal Ballot and Report of Scrutinizer will also be displayed on the website of the Company at www.gnaaxles.in. The same can also be accessed from the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Linkintime India Private Limited (e-Voting agency) at <https://instavote.linkintime.co.in>
7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper published in the language of the region, where registered office of the Company is situated (i.e. in Punjabi language).

8. All papers relating to Postal Ballot including voting by remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and sign the minutes.
9. Important details regarding the remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-Voting	Friday, February 6, 2026
Commencement of E-voting	Thursday, February 12, 2026 at 09:00 a.m. IST
End of E-voting	Friday, March 13, 2026 at 05:00 p.m. IST

10. The procedure with respect to Remote e-voting is provided at the end of the Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013.

ITEM NO 1 OF SPECIAL BUSINESS

The shareholders of the Company had appointed Mr. Jasvinder Singh (DIN 01831572) as Executive Vice Chairman of the Company in their 28th Annual General Meeting held on 20th September, 2021 upto 31st March, 2026. As his current tenure is coming to end the Board of Directors in its meeting held on 6th February, 2026, upon the recommendations of the Nomination and Remuneration Committee, reappointed Mr. Jasvinder Singh as Executive Vice Chairman of the Company for a further period of 5 years from April 1, 2026 till March 31, 2031 subject to the approval of the members on such remuneration as provided in the Resolution. Mr. Jasvinder Singh is having an experience of more than 43 years in the auto components industry and he has been the Director of the Company since its inception and has also served as Jt. Managing Director of the Company before being appointed as Executive Vice Chairman. The Company has gained immensely from his experience and the Company intends to gain from his experience in the time to come. In terms of the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements), the remuneration payable to the Executive Directors who are promoters or are the members of the Promoter Group, shall be subject to the approval of the shareholders by way of a Special Resolution in General Meeting, if, the aggregate remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013 where there is more than one such Director, hence the special resolution for his reappointment is proposed

The details of Mr. Jasvinder Singh, as required to be given pursuant to Listing Regulations, Secretarial Standards and schedule V of the Companies Act, 2013 are attached to the notice.

The Board recommends the Special Resolution as set out at Item No 1 of this Notice for the consideration and approval by the members.

This statement may also be regarded as a disclosure under the SEBI (LODR), Regulations, 2015.

MEMORANDUM OF INTEREST

Except Mr. Jasvinder Singh the appointee himself, Mr. Maninder Singh and Mr. Harwinder Singh being the appointee's relatives, none of the Directors / Key Managerial Personnel of the company / their

relatives is concerned or interested, financially or otherwise, in the Special resolution as set out at item no 1 of this Notice.

ITEM NO 2 OF SPECIAL BUSINESS

The shareholders of the Company had appointed Mr. Ranbir Singh (DIN 01572708) as Managing Director & CEO of the Company in their 28th Annual General Meeting held on 20th September, 2021 upto 31st March, 2026. As his present tenure is going to complete on March 31, 2026 the Board of Directors in its meeting held on 6th February, 2026, upon the recommendations of the Nomination and Remuneration Committee, reappointed Mr. Ranbir Singh as Managing Director & CEO of the Company for a further period of 5 years from April 1, 2026 till March 31, 2031 subject to the approval of the members of the Company on such remuneration as provided in the resolution appointing Mr. Ranbir Singh as Managing Director & CEO of the Company. He is having an experience of more than 42 years in the auto components industry and he has been the Director of the Company since its inception. The Company has gained immensely from his experience and the Business of the Company has expanded under his able stewardship both in the domestic and overseas markets. He has been the face of the Company before different forums and has played a vital and active role in making the Company attain new heights. The Board of Directors of the Company has reposed their faith in Mr. Ranbir Singh and has reappointed him as the Managing Director & CEO of the Company, subject to the approval of the shareholders, so that the Company continues to gain from his experience in the time to come. In terms of the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) the remuneration payable to the Executive Directors who are promoters or are the members of the Promoter Group, shall be subject to the approval of the shareholders by way of a Special Resolution in General Meeting, if, the aggregate remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013 where there is more than one such Director, hence the special resolution for his reappointment is proposed

The details of Mr. Ranbir Singh, as required to be given pursuant to Listing Regulations, Secretarial Standards and schedule V of the Companies Act, 2013 are attached to the notice.

The Board recommends the Special Resolution as set out at Item No 2 of the Notice for the consideration & approval by the shareholders

This statement may also be regarded as a disclosure under the SEBI (LODR), Regulations, 2015.

MEMORANDUM OF INTEREST

Except Mr. Ranbir Singh the appointee himself, Mr. Gursaran Singh, and Mr. Kulwin Seehra being the appointee's relatives, none of the Directors / Key Managerial Personnel of the company / their relatives is concerned or interested, financially or otherwise, in the special resolution set out at item no 2 of this Notice.

ITEM NO 3 OF SPECIAL BUSINESS

The shareholders of the Company had appointed Mr. Maninder Singh (DIN 01610746) as Wholetime Director of the Company in their 28th Annual General Meeting held on 20th September, 2021 upto 31st March, 2026. As his present Tenure is going to complete on March 31, 2026 the Board of Directors in its meeting held on 6th February, 2026, upon the recommendations of the Nomination and Remuneration Committee, reappointed Mr. Maninder Singh as Wholetime Director of the Company for a further period

of 2 years from April 1, 2026 till March 31, 2028 subject to the approval of the shareholders on such remuneration as provided in the resolution appointing Mr. Maninder Singh as Wholetime Director of the Company. Mr. Maninder Singh is having an experience of more than 39 years in the auto components industry. In terms of the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the remuneration payable to the Executive Directors who are promoters or are the members of the Promoter Group, shall be subject to the approval of the shareholders by way of a Special Resolution in General Meeting, if, the aggregate remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013 where there is more than one such Director, hence the special resolution for his appointment is proposed

The details of Mr. Maninder Singh Seehra, as required to be given pursuant to Listing Regulations, Secretarial Standards and schedule V of the Companies Act, 2013 are attached to the notice.

The Board recommends the Special Resolution as set out at Item No 3 of the Notice for the consideration and approval by the shareholders.

This statement may also be regarded as a disclosure under the SEBI (LODR), Regulations, 2015.

MEMORANDUM OF INTEREST

Except Mr. Maninder Singh the appointee himself and Mr. Jasvinder Singh being the appointee's relative, none of the Directors / Key Managerial Personnel of the company / their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no 3 of this Notice.

Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (LODR) Regulations, 2015 relating to appointment of Directors their brief profiles.

Name	Mr. Jasvinder Singh (DIN 01831572)	Mr. Ranbir Singh (DIN 01572708)	Mr. Maninder Singh (DIN : 01610746)
a) Date of Birth	26-07-1958	04-12-1961	08-12-1959
b) Nationality	Indian	Indian	Indian
c) Qualification	Graduate	Graduate	Graduate
d) Shareholding in the Company	64,42,200 15.01 %	1,55,99,389 36.34 %	45,49,426 10.60 %
e) Directorship in other Listed Companies	NIL	1. The Sukhjit Starch & Chemicals Limited	NIL
f) Membership in committees of other Listed Companies	NIL	Member of the following Committees of The Sukhjit Starch & Chemicals Limited:- 1. Audit Committee 2. Nomination &	NIL

		Remuneration Committee. 3. Stakeholder Relationship Committee	
g) Directorship in other Companies	<ol style="list-style-type: none"> 1. Guru Nanak Transmissions Punjab Limited 2. GNA Drivelines Limited 1. GNA Investment Limited 2. GNA Mobility Limited 	<ol style="list-style-type: none"> 1. GNA Investment Limited 2. GNA Mobility Limited 3. Guru Nanak Transmissions Punjab Limited 4. Sukhjit Starch and Chemicals Limited 5. Association of India Forging Industry 	<ol style="list-style-type: none"> 1. GNA Investment Limited 2. Guru Nanak Transmissions Punjab Limited
h) Reason for Change	The Board of Directors of the Company has re appointed Mr. Jasvinder Singh as Executive Vice Chairman of the Company as his present tenure is coming to an end on 31 st March, 2026.	The Board of Directors of the Company has re appointed Mr. Ranbir Singh as Managing Director & CEO of the Company as his present tenure is coming to an end on 31 st March, 2026.	The Board of Directors of the Company has re appointed Mr. Maninder Singh as Wholetime Director of the Company as his present tenure is coming to an end on 31 st March, 2026.
i) Date of reappointment and term of reappointment	Mr. Jasvinder Singh has been reappointed as Executive Vice Chairman w.e.f April 1, 2026 till 31 st March 2031. His re appointment is subject to approval by the shareholders.	Mr. Ranbir Singh has been re appointed as Managing Director & CEO w.e.f April 1, 2026 till 31 st March 2031. His re appointment is subject to approval by the shareholders.	Mr. Maninder Singh has been reappointed as Executive Director w.e.f April 1, 2026 till March 31, 2028. His re appointment is subject to approval by the shareholders.
j) Brief Profile	Mr. Jasvinder Singh has been a Director of the Company since its inception and has been looking after the Marketing Function of the Company. He has vast experience of more than 42 years in the auto component industry.	Mr. Ranbir Singh has been working as Managing Director & CEO of the Company and has been a Director of the Company since its inception. He has been looking after the production, finance , International Marketing and Capex Planning of the Company. He has	Mr. Maninder Singh has an Experience of more than 40 years in Auto Component Industry and he has worked various group units of the GNA group in different capacities before being appointed as Executive Director of the Company in 2021.

		vast experience of more than 40 years in the auto component industry.	
k) Disclosure of relationship between Directors	Except Mr. Maninder Singh and Mr. Harwinder Singh, none of the Directors of the Company is related to Mr. Jasvinder Singh	Except Mr. Gursaran Singh, and Mr. Kulwin Seehra none of the Directors of the Company is related to Mr. Ranbir Singh.	Except Mr. Jasvinder Singh none of the Directors of the Company is related to Mr. Maninder Singh.

**By order of the Board
FOR GNA AXLES LIMITED**

**Place: Mehtiana
Dated: February 06, 2026**

**Gourav Jain
(Company Secretary)**

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - o Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No. + Folio no.</u> , registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View

Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:
<https://instavote.linkintime.co.in>

Instavote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no. registered with the Company

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:
<https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.