

GNA

GNA AXLES LIMITED

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Dated : September 16, 2020

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: Report of Scrutinizer and voting results of the 27th Annual General Meeting (AGM) of the Company held on 15TH September 2020.

Sir,

The 27th Annual General Meeting of the Company was held on September 15, 2019 at 12:30 PM through Video Conferencing, to transact the business as stated in the Notice of the said AGM dated July 17, 2020 convening the AGM.

In this regard, Please find enclosed the following :-

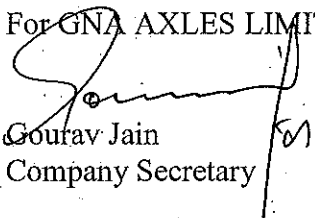
- Report of the Scrutinizers. Please find enclosed herewith the report of the scrutinizer Ms. Harsimran Kaur of M/s HK & Associates dated September 16, 2020 pursuant to section 108 of the Companies Act 2013 and relevant rules made thereunder.
- The Voting Results on the resolutions voted upon in the 27th Annual General Meeting.

This is for your information and record.

Thanking You

Yours Truly

For GNA AXLES LIMITED


Gourav Jain
Company Secretary

Ref. No.....

Dated.....

REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

The Chairman
of the Twenty Seventh Annual General Meeting
of the Members of **"GNA Axles Limited"**
held on 15th September 2020
(Through Video Conferencing/Other Audio Visual Means)

Sir

I, Harsimran Kaur, proprietor of H. K. & Associates, Company Secretaries, Jalandhar, have been appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting on electronic platform during the Annual General Meeting (AGM).

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Twenty Seventh Annual General Meeting of the Shareholders dated 17th July 2020. My responsibility as a Scrutinizer for the voting process of voting by electronic means and Voting at Annual General Meeting is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by Link Intime (India) Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and E-voting at the general meeting done by those members who could not vote through the remote e-voting.



Pursuant to General Circulars no. 14/2020, 17/2020 and 20/2020 dated 8th April, 13th April and 5th May 2020 respectively issued by the Ministry of Corporate Affairs (MCA), and Circular No.P/2020/79 dated 12th May 2020, by the Securities & Exchange Board of

Ref. No.....

Dated.....

India (SEBI), the Annual General Meeting was held through Video Conferencing/Other Audio Visual Means as per procedure laid down under those circulars.

An advertisement was published in Business Standard, all editions (English newspaper) and Rozana Spokesman, (vernacular language newspaper), having electronic editions on 20th August 2020 specifying the date and time of AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of voting through remote e-voting or through e-voting system at the AGM etc.

The company availed the services of Central Depository Services (India) Limited (CDSL) during the month of June 2020 to facilitate the members, who had not registered their Email IDs, to get their Email IDs updated.

We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 a.m. Saturday, 12th September 2020 up to 5.00 p.m. on Monday, 14th September 2020.
2. The service provider, M/s Link Intime (India) Private Limited, sent the notice of AGM along with Annual Report 2019-20 and E-voting details by email to members, whose email ids were made available by the Depositories or were registered with Company. For those Members whose Email ids were not available/ registered, the Notice of AGM along with Annual Report 2019-20 could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI CIRCULARS.
3. The notice of the Annual General Meeting was sent on 22nd August 2020 to all members as described in para 2 above.

B. Relating to voting at the AGM:

a) Voting During AGM

The facility for voting through E-Voting was also made available during the course of the AGM and option to vote electronically was provided to members who could not participate in the remote e-voting process.



Ref. No.....

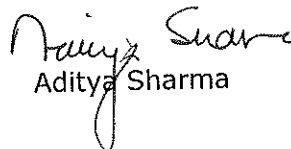
Dated.....

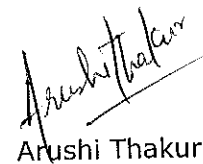
C. Result of Remote E-Voting and Voting at AGM is as under:

1. The voting rights were reckoned as on Tuesday, 8th September 2020, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and poll at the meeting.
2. After the conclusion of the Annual General Meeting, the details of members who voted during the course of AGM were provided by Link Intime (India) Private Limited.
3. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked by me on 15th September 2020 at 1.20 PM, in presence of two witnesses, namely:
 - a) Aditya Sharma, (Address: 76-A, Defence Colony, Jalandhar); and
 - b) Arushi Thakur, (Address: 52 – New Dashmesh Nagar, Jalandhar)

The above witnesses are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:


Aditya Sharma


Arushi Thakur



4. The votes were reconciled with the records maintained by the company in respect of authorisations.
5. The combined result of remote e-voting and the poll during the AGM is as under:

Ref. No.....

Dated.....

RESOLUTION No.1

To receive, consider and adopt the Consolidated & Standalone Audited Balance Sheet as at 31st March 2020 and statement of Profit and Loss together with report of Auditors and Directors thereon

(i) Voted in favour of Resolution

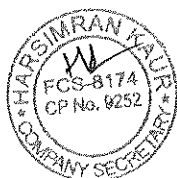
	Remote E-voting	Voting during AGM	Total
Number of Members voting	67	3	70
Number of votes cast by them	16690622	531	16691153
% of Total Number of valid votes cast	100%	0.00%	100%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting	1	--	1
Number of votes cast by them	300	--	300
% of Total Number of valid votes cast	0.00%	--	0.00%

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	1	--	1
Number of votes held by them	10000	--	10000



Based on the above results, I report that the Ordinary Resolution contained in Item No.1 of the Notice dated 17th July 2020 has been passed with requisite majority.

Ref. No.....

Dated.....

a) **RESOLUTION No.2**

To appoint a Director in place of Mr. Gurdeep Singh, (DIN 01572748) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	67	3	70
Number of votes cast by them	16690622	531	16691153
% of Total Number of valid votes cast	100%	0.00%	100%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	300	--	300
% of Total Number of valid votes cast	0.00%	--	0.00%

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	1	--	1
Number of votes held by them	10000	--	10000

Based on the above results, I report that the Ordinary Resolution contained in Item No.2 of the Notice dated 17th July 2020 has been passed with requisite majority.



Ref. No.....

Dated.....

b) RESOLUTION No.3

To appoint a Director in place of Harwinder Singh, (DIN 03522842) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

(i) Voted in favour of Resolution

(ii)

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	67	3	70
Number of votes cast by them	16690622	531	16691153
% of Total Number of valid votes cast	100%	0.00%	100%

(iii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	300	--	300
% of Total Number of valid votes cast	0.00%	--	0.00%

(iv) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	1	--	1
Number of votes held by them	10000	--	10000



Based on the above results, I report that the Ordinary Resolution contained in Item No.3 of the Notice dated 17th July 2020 has been passed with requisite majority.

Ref. No.....

Dated.....

c) RESOLUTION No.4

To appoint a Director in place of Mr. Rachhpall Singh, (DIN 00278948) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	67	3	70
Number of votes cast by them	16690622	531	16691153
% of Total Number of valid votes cast	100%	0.00%	100%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	300	--	300
% of Total Number of valid votes cast	0.00%	--	0.00%

(iii) Abstained from Voting



	Remote E-voting	Voting during AGM	Total
Number of Members	1	--	1
Number of votes held by them	10000	--	10000

Based on the above results, I report that the Ordinary Resolution contained in Item No.4 of the Notice dated 17th July 2020 has been passed with requisite majority.

Ref. No.....

Dated.....

d) RESOLUTION No.5

To consider to ratify the Appointment of M/s Harish & Co., Chartered Accountants Jalandhar as Statutory Auditors of the Company.

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	67	3	70
Number of votes cast by them	16690622	531	16691153
% of Total Number of valid votes cast	100%	0.00%	100%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	300	--	300
% of Total Number of valid votes cast	0.00%	--	0.00%

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	1	--	1
Number of votes held by them	10000	--	10000



Based on the above results, I report that the Ordinary Resolution contained in Item No.5 of the Notice dated 17th July 2020 has been passed with requisite majority.

Ref. No.....

Dated.....

e) RESOLUTION No.6

**To Consider to reappoint Mr. Jasinder Singh Johal (DIN: 06933082)
as Independent Director**

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	67	3	70
Number of votes cast by them	16690622	531	16691153
% of Total Number of valid votes cast	100%	0.00%	100%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	300	--	300
% of Total Number of valid votes cast	0.00%	--	0.00%



(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	1	--	1
Number of votes held by them	10000	--	10000

Based on the above results, I report that the Special Resolution contained in Item No.6 of the Notice dated 17th July 2020 has been passed with requisite majority.

Ref. No.....

Dated.....

f) RESOLUTION No.7

To Consider to reappoint Mr. Rachhpall Singh (DIN: 00278948) as Executive Director

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	66	3	70
Number of votes cast by them	16449839	531	16450370
% of Total Number of valid votes cast	98.56%	0.00%	98.56%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	2	--	2
Number of votes cast by them	241083	--	241083
% of Total Number of valid votes cast	1.44%	--	1.44%

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	1	--	1
Number of votes held by them	10000	--	10000



Based on the above results, I report that the Special Resolution contained in Item No.7 of the Notice dated 17th July 2020 has been passed with requisite majority.

Ref. No.....

Dated.....

g) RESOLUTION No.8

To Consider to reappoint Mr. Gursaran Singh (DIN: 00805558) as Managing Director

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	67	3	70
Number of votes cast by them	16690622	531	16691153
% of Total Number of valid votes cast	100%	0.00%	100%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	300	--	300
% of Total Number of valid votes cast	0.00%	--	0.00%



(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	1	--	1
Number of votes held by them	10000	--	10000

Based on the above results, I report that the Special Resolution contained in Item No.8 of the Notice dated 17th July 2020 has been passed with requisite majority.