



GNA AXLES LIMITED

Regd. Office : GNA HOUSE, I-C, CHHOTI BARADARI - PART-II
GARHA ROAD, JALANDHAR- 144001

Phones : 0181-4830477
Fax : 0181-4830477
E-mail : info@gnagroup.com
Website : www.gnagroup.com

Dated : 21st August, 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: NOTICE OF 27TH ANNUAL GENERAL MEETING.

Dear Sir,

Please find attached herewith the Notice of the 27th Annual General Meeting of the Company scheduled to be held on Tuesday 15th September 2020 at 12:30 PM through Video Conferencing / other Audio Visual Means

You are requested to take the same on record.

Thanking You

Yours Truly
For GNA AXLES LIMITED

Sd/-
Gourav Jain
Company Secretary

CIN : L29130PB1993PLC013684
Works : UNIT-I, VPO MEHTIANA, DISTT. HOSHIARPUR
UNIT-II, VILLAGE GULABGARH JATTAN DISTT. KAPURTHALA
Phones : 01882-262273 (7 Lines)
Fax : 01882-262280, 262302

Manufacturers of :
Rear Axle Shafts, Other Shafts and Spindles
ISO/TS. 16949/2009

Notice

Regd. Office: GNA HOUSE, 1-C Chhoti Baradari Part - II, Opposite Medical College, Garha Road Jalandhar 144001.

Notice is hereby given that **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the shareholders of GNA Axles Limited will be held on Tuesday 15th day of September, 2020 at 12:30 P.M though audio visual means to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2020, statement of Profit & Loss for the year ended on that date, together with the report of Auditor's and Directors thereon.
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.
3. To appoint a Director in place of Mr. 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.
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.
5. To Consider to ratify the Appointment of M/s Harish & Co., Chartered Accountants Jalandhar as Statutory Auditors of the Company.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and

other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, Mr. Jaswinder Singh Johal (DIN: 06933082), who was appointed as an Independent Director, not liable to retire by rotation, for a period of 5 years and in respect of whom the Company has received a notice in writing from a member proposing his candidature as an Independent Director of the Company not liable to retire by rotation and who is eligible for reappointment, be and is hereby reappointed as an Independent Director of the Company, for a term of five (5) consecutive years w.e.f. June 10, 2020 to June 9, 2025".

7. To consider and if thought fit to pass the following Resolution with or without modification(s) as a **Special Resolution**:

"RESOLVED THAT pursuant to section 196, 197, 198, and 203 read with Schedule V and rules made thereunder 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 provision of SEBI (LODR) Regulations, 2015, Mr. Rachhpall Singh (DIN: 00278948) be and is hereby reappointed as Executive Director of the Company at a monthly remuneration in the scale of Rs. 450000-50000-550000 plus such perks and Allowances as given below for the period of three years w.e.f 01/04/2020 to 31/03/2023.

Notice (Contd.)

Sr. NO.	REMUNERATION	DETAILS
I.	Salary	450000-50000-550000
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	Mediclaime 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 or Two months' salary over a period of Two years.
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.
e)	Personal Accident Insurance	Premium not to exceed Rs. 10,000/- per annum.
f)	Leave encashment	Encashment of unutilized leaves as per the rules of the Company. Encashment of leaves at the end of tenure of services will not be a part or included in the computation of ceiling of perquisite.
g)	Children's Education Allowance	In case of children studying in or outside India, actual expenses incurred on children education will be reimbursed. Such allowance is admissible up to a maximum of two children. Such allowance will not be included in the computation of ceiling of perquisite.
f)	Provident Fund & other funds	Contribution to provident fund, superannuation fund or annuity fund and this will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961 .The said contribution will also be subject to the rules framed by the Company in this respect.
g)	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service and this shall not be included in the computation of ceiling on perquisites. This will, however, be subject to the ceiling prescribed by the Central Government from time to time.
h)	Car & Telephone	Provision for car for use of Company's business and telephone at residence will not be considered as a perquisite.

Notice (Contd.)

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

RESOLVED FURTHER THAT in case of inadequacy of Profits or loss, Mr. Raccpall Singh be paid remuneration as per the provisions Contained in Schedule V and rules made thereunder of the Companies Act, 2013..

RESOLVED FURTHER THAT Mr. Ranbir Singh CEO & Wholetime 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. Rachhpall Singh as Executive Director of the Company."

8. To consider and if thought fit to pass the following Resolution with or without modification(s) 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, Association of the Company, and applicable provision of SEBI (LODR) Regulations, 2015, Mr. Gursaran Singh (DIN: 00805558) be and is hereby reappointed as Managing Director of the Company at a monthly remuneration in the scale of Rs. 450000-50000-5500000 plus such perks and Allowances as given below for the period of three years w.e.f 01/04/2020 to 31/03/2023.

Sr. NO.	REMUNERATION	DETAILS
I.	Salary	450000-50000-550000
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 or Two months' salary over a period of Two years.
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.
e)	Personal Accident Insurance	Premium not to exceed Rs. 10,000/- per annum.
f)	Leave encashment	Encashment of unutilized leaves as per the rules of the Company. Encashment of leaves at the end of tenure of services will not be a part or included in the computation of ceiling of perquisite.
g)	Children's Education Allowance	In case of children studying in or outside India, actual expenses incurred on children education will be reimbursed. Such allowance is admissible up to a maximum of two children. Such allowance will not be included in the computation of ceiling of perquisite.
f)	Provident Fund & other funds	Contribution to provident fund, superannuation fund or annuity fund and this will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961 .The said contribution will also be subject to the rules framed by the Company in this respect.
g)	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service and this shall not be included in the computation of ceiling on perquisites. This will, however, be subject to the ceiling prescribed by the Central Government from time to time.
h)	Car & Telephone	Provision for car for use of Company's business and telephone at residence will not be considered as a perquisite.

Notice (Contd.)

RESOLVED FURTHER THAT in case of inadequacy of Profits or loss, Mr. Gursaran Singh be paid remuneration as per the provisions Contained in Schedule V and rules made thereunder of the Companies Act, 2013..

RESOLVED FURTHER THAT Mr. Ranbir Singh CEO & Wholtime 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. Gursaran Singh as Managing Director of the Company.”

9. To consider and if thought fit to pass the following Resolution with or without modification(s) 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 provision of SEBI (LODR) Regulations, 2015, approval of the members be and is hereby given for the reappointment of Mr. Harwinder Singh (DIN: 03522842) as Executive Director of the Company at a monthly remuneration in the scale of Rs. 300000-50000-400000 plus such perks and Allowances as given below for the period of three years w.e.f 01/10/2020 to 30/09/2023.

Sr. NO.	REMUNERATION	DETAILS
I.	Salary	300000-50000-400000
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 35% of basic salary. If the Company's accommodation is provided HRA is not applicable
b)	Medical Reimbursement	Mediclaime 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 or Two months' salary over a period of Two years.
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.
e)	Personal Accident Insurance	Premium not to exceed Rs. 10,000/- per annum.
f)	Leave encashment	Encashment of unutilized leaves as per the rules of the Company. Encashment of leaves at the end of tenure of services will not be a part or included in the computation of ceiling of perquisite.
g)	Children's Education Allowance	In case of children studying in or outside India, actual expenses incurred on children education will be reimbursed. Such allowance is admissible up to a maximum of two children. Such allowance will not be included in the computation of ceiling of perquisite.
f)	Provident Fund & other funds	Contribution to provident fund, superannuation fund or annuity fund and this will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961. The said contribution will also be subject to the rules framed by the Company in this respect.
g)	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service and this shall not be included in the computation of ceiling on perquisites. This will, however, be subject to the ceiling prescribed by the Central Government from time to time.
h)	Car & Telephone	Provision for car for use of Company's business and telephone at residence will not be considered as a perquisite.

Notice (Contd.)

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

RESOLVED FURTHER THAT in case of inadequacy of Profits or loss, Mr. Harwinder Singh be paid remuneration as per the provisions Contained in Schedule V and rules made thereunder of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Ranbir Singh CEO & Wholtime 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. Harwinder Singh as Executive Director of the Company."

10. To consider and if thought fit to pass the following Resolution with or without modification(s) 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 provision of SEBI (LODR) Regulations, 2015, approval of the members be and is hereby given for the reappointment of Mr. Kulwin Seehra (DIN: 03522812) as Executive Director of the Company at a monthly remuneration in the scale of Rs. 300000-50000-400000 plus such perks and Allowances as given below for the period of three years w.e.f 01/10/2020 to 30/09/2023.

Sr. NO.	REMUNERATION	DETAILS
I.	Salary	300000-50000-400000
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 35% 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 or Two months' salary over a period of Two years.
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.
e)	Personal Accident Insurance	Premium not to exceed Rs. 10,000/- per annum.
f)	Leave encashment	Encashment of unutilized leaves as per the rules of the Company. Encashment of leaves at the end of tenure of services will not be a part or included in the computation of ceiling of perquisite.
g)	Children's Education Allowance	In case of children studying in or outside India, actual expenses incurred on children education will be reimbursed. Such allowance is admissible up to a maximum of two children. Such allowance will not be included in the computation of ceiling of perquisite.
f)	Provident Fund & other funds	Contribution to provident fund, superannuation fund or annuity fund and this will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961. The said contribution will also be subject to the rules framed by the Company in this respect.
g)	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service and this shall not be included in the computation of ceiling on perquisites. This will, however, be subject to the ceiling prescribed by the Central Government from time to time.
h)	Car & Telephone	Provision for car for use of Company's business and telephone at residence will not be considered as a perquisite.

Notice (Contd.)

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

RESOLVED FURTHER THAT in case of inadequacy of Profits or loss, Mr. Kulwin Seehra be paid remuneration as per the provisions Contained in Schedule V and rules made thereunder of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Ranbir Singh CEO & Wholetime 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. Kulwin Seehra as Executive Director of the Company."

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

Gourav Jain
(Company Secretary)

Date: July 17, 2020
Place: Mehtiana

NOTES:**Notes:**

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
- 2) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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 Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 3) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board

Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to simran.cs@gmail.com with copies marked to the Company at gjain@gnagroup.com and to its RTA at bharatb@linkintime.co.in

4) Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit. **OR**

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email

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address and bank account details in the demat account as per the process followed and advised by the DP.

- 5) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.gnagroup.com websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at nseindia.com and bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 6) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 7) Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from 9th September 2020 to 15th September 2020.
- 8) The respective explanatory statements, pursuant to section 102 of the companies Act 2013 in respective of items of Special Business are attached as Annexure to this notice.
- 9) A statement containing details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 is annexed. The Directors have furnished the requisite declarations for

their appointment / reappointment.

- 10) Members desiring any information, as regards Accounts, are requested to write to the Company at its Registered Office at least 10 days before the Annual General Meeting so as to enable the management to keep the information ready.

11. Voting through electronic means:

In Compliance with the provisions of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members a facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and business may be transacted through e-voting services provided by Link Intime India Private Limited.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 12th September 2020 at 9:00 AM and ends on 14th September 2020 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th September 2020, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares **in physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.

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C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

► 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).

► Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. 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).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.
- 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 the 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".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently**

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Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet platform provided by Linkintime India Private Limited.:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the **"Company"** and **'Event Date'** and register with your following details: -

B. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

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5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

ANNEXURE TO THE NOTICE**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT****ITEM NO 6 OF THE SPECIAL BUSINESS.**

In terms of the provisions of section 149 of the Companies Act 2013 which came into effect from April 1, 2014 and SEBI (LODR) Regulations, 2015 the Company is required to have atleast 50 percent of its Board to comprise of Non Executive Independent Directors who are not liable to retire by rotation. In Compliance of the said provisions, the shareholders of the Company upon the recommendation of the the Board of Directors of the Company had appointed Mr. Jasinder Singh Johal as Non Executive Independent Director of the

company for a term of five years from 10th June, 2015 to 9th June 2020. As the tenure of Mr. Jasinder Singh Johal was going to expire on June 9, 2020, the Board of Directors in its meeting held on 19th May 2020, upon the recommendation of the Nomination and Remuneration Committee had reappointed Mr. Jasinder Singh Johal as Non Executive Independent Director of the Company for a second term of five (5) consecutive years from 10th June 2020 to 9th June 2025, subject to the approval of the shareholders in the ensuing Annual General Meeting. The Company has received the consent from Mr. Jasinder Singh Johal and also declaration confirming that he is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and SEBI (LODR), Regulations 2015. In this regard, requisite notice in writing from a member has been received proposing the reappointment of Jasinder Singh Johal for the office of Non Executive Independent Director of the Company.

Mr. Jasinder Singh Johal is Independent of the Management and in the opinion of the Board he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder. The copy of the draft letter of his appointment as Independent Director will be available for inspection at the Registered Office of the Company without any fee to the members during the normal business hours of any working day. A brief profile along with other details of the Independent Directors are provided at the end of this statement.

The Board recommends the Special Resolutions as set out at Item No 6 of the Notice for the approval by the shareholders.

MEMORANDUM OF INTEREST

None of the Directors or any of the Key Managerial Personnel of the Company or any relatives of the Directors or Key Managerial Personnel of the Company are not in anyway concerned or interested, financially or otherwise, in the proposed resolution as set out in item No. 6 this notice except the appointee himself. This statement may also be regarded as a disclosure under the SEBI (LODR), Regulations

ITEM NO 7 OF THE SPECIAL BUSINESS.

Mr. Rachhpall Singh was appointed as Executive Director of the Company vide Board resolution dated 19th January 2017 and shareholders' resolution dated 5th September, 2017 for a period of 3 years from 1st April 2017 to 31st March 2020. The Board of Directors of the Company in its meeting held on 17th May 2020, upon the recommendations of the Nomination and Remuneration committee of the company, has reappointed Mr. Rachhpall Singh as Executive Director of the Company, designated as Chairman of the Company, for a further period of 3 years from 1st April 2020 to 31st March 2023, subject to the approval of the shareholders of the company in the

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ensuing Annual General Meeting, on such remuneration as provided in the resolution. He is having an experience of more than 58 years in the auto components industry and the Company has gained immensely from his experience and the Company intends to gain from his experience in the time to come. As Mr. Rachhpall Singh is more than 75 years of age, hence the special resolution for his appointment is proposed.

The details of Mr. Rachhpall 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 7 of the Notice for the approval by the shareholders. This statement may also be regarded as a disclosure under the SEBI (LODR), Regulations, 2015.

MEMORANDUM OF INTEREST

Except Mr. Rachhpall Singh the appointee himself, Mr. Jasvinder Singh and Mr. Gursaran Singh being the appointee's relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is / are concerned or interested, financially or otherwise, in the resolution set out at item no 7 of this notice.

ITEM NO 8 OF THE SPECIAL BUSINESS.

Mr. Gursaran Singh was appointed as Managing Director of the Company vide Board resolution dated 19th January 2017 and shareholders' resolution dated 5th September 2017 for a period of 3 years from 1st April 2017 to 31st March 2020. The Board of Directors of the Company in its meeting held on 17th May 2020, upon the recommendations of the Nomination and Remuneration committee of the company, has reappointed Mr. Gursaran Singh as Managing Director of the Company, for a further period of 3 years from 1st April 2020 to 31st March 2023, subject to the approval of the shareholders of the company in the ensuing Annual General Meeting, on such remuneration as provided in the resolution. Mr. Gursaran Singh is the doyen of the Indian Auto Components Industry and has an experience of more than 58 years. He has been on the Board of the Company since inception of the Company and has been instrumental in making the Company a renowned name, in the manufacture of Axle shafts, around the world. The Company intends to gain from his experience in the Industry in future also. As Mr Gursaran Singh is more than 75 years of Age, hence the special resolution for his appointment is proposed.

The details of Mr. Gursaran 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 8 of the Notice for the approval by the shareholders.

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

MEMORANDUM OF INTEREST

Except Mr. Gursaran Singh the appointee himself, Mr. Rachhpall Singh, Mr. Ranbir Singh and Mr. Gurdeep 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 resolution set out at item no 8.

ITEM NO 9 OF THE SPECIAL BUSINESS.

Harwinder Singh Sehra was reappointed as the Whole-time Director of the Company pursuant to a shareholder resolution passed by the shareholders in their Extra Ordinary General Meeting held on 30th March 2016 for a tenure of 5 years starting 1st April 2016 to 31st March 2021. The tenure of his appointment is schedule to conclude on 31st March 2021. The Board of Directors of the Company in its meeting held on 17th July 2020, upon the recommendations of the Nomination and Remuneration Committee had reappointed Mr. Harwinder Singh as Wholetime Director of the Company for a further period of three years commencing 1st October 2020 till 30th September 2023 upon such remuneration as provided in the resolution. Mr. Harwinder Singh has been a wholetime Director of the Company for since 1st April 2011 and has an experience of more than 12 years in the Auto Component Industry.

The details of Mr. Harwinder Singh, as required to be given pursuant to Listing Regulations and Secretarial Standards, are attached to the notice.

The Board recommends the Special Resolution as set out at Item No 9 of the Notice for the approval by the shareholders. This statement may also be regarded as a disclosure under the SEBI (LODR), Regulations, 2015.

MEMORANDUM OF INTEREST

Except Mr. Harwinder 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 9.

ITEM NO 10 OF THE SPECIAL BUSINESS.

Mr. Kulwin Seehra was reappointed as the Whole-time Director of the Company pursuant to a shareholder resolution passed by the shareholders in their Extra Ordinary General Meeting held on 30th March 2016 for a tenure of 5 years starting 1st April 2016 to 31st March 2021. The tenure of his appointment is schedule to conclude on 31st March 2021. The Board of Directors of the Company in its meeting held on 17th July 2020, upon the recommendations of the Nomination and Remuneration Committee had reappointed

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Mr. Kulwin Seehra as Wholetime Director of the Company for a further period of three years commencing 1st October 2020 till 30th September 2023 upon such remuneration as provided in the resolution. Mr. Kulwin Seehra has been a wholetime Director of the Company for since 1st April 2011 and has an experience of more than 12 years in the Auto Component Industry.

The details of Mr. Kulwin 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 10 of the Notice for the approval by the shareholders. This statement may also be regarded as a disclosure under the SEBI (LODR), Regulations, 2015.

MEMORANDUM OF INTEREST

Except Mr. Kulwin Seehra the appointee himself and Mr. Ranbir 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 10.

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

Gourav Jain
(Company Secretary)

Dated: 17th July, 2020

Place: Jalandhar

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of the SEBI (LODR) Regulations, 2015) as at 31st March 2020.

Name of Director	Mr. Jasinder Singh Johal	Mr. Rachhpall Singh	Mr. Gursaran Singh	Mr. Harwinder Singh	Mr. Kulwin Seehra	Mr. Gurdeep Singh
Date of Birth	16-11-1965	15-10-1933	20-04-1936	18-10-1982	02-11-1986	04-01-1967
Date of Appointment	10-06-2015	01-04-2014	01-04-2014	01-04-2011	01-04-2011	06-09-1993
Expertise in specific functional area	Experience of more than 20 years in Legal Matters	Experience of more than 38 years in Auto Component industry.	Experience of more than 38 years in Auto Component industry.	Experience of more than 10 years in Auto Component industry.	Experience of more than 10 years in Auto Component industry.	Experience of more than 28 years in Auto Component industry.
Qualification	LL.B	Undergraduate	Under Graduate	Graduate	Graduate	Graduate
Directorship of other Companies as on 31st March 2020	-	-	1. GNA Gears Limited. 2. Guru Nanak Transmissions Punjab Limited. 3. Association of India Forging Industry.	-	1. GNA Gears Limited.	1. GNA Gears Limited. 2. Guru Nanak Transmissions Punjab Limited. 3. GNA Investment Limited 4. Amarsons Automotives Limited 5. Capital Small Finance Bank Limited
Chairman / Member of committees of other Companies as on 31st March 2020.	-	-	-	-	-	1. Member Audit Committee of GNA Gears Limited 2. Member of CSR, nomination and Remuneration Committee and Stakeholder relationship Committee of Capital Small Finance Bank Limited
Number of shares held	NIL	3,75,600	17,39,339	-	2,12,750	28,52,756
Relationship with other Director(s)	Not related to any other Director	Related to Mr. Gursaran Singh and Mr. Jasvinder Singh	Related to Mr. Rachhpall Singh, Mr. Ranbir Singh and Mr. Gurdeep Singh	Related to Mr. Jasvinder Singh	Related to Mr. Ranbir Singh	Related to Mr. Gursaran Singh and Mr. Ranbir Singh

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STATEMENT PURSUANT TO SCHEDULE V (PART - II SECTION II) OF THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION

1. Nature of Industry	GNA Axles Limited is an integrated Auto components Manufacturer and is a approved supplier to various OEM's in India and abroad.			
2. Date of Commencement of commercial production.	The Company started Commercial production in the year 1994.			
3. In case of new companies, expected date of commencement of activities as per project approved by FI's appearing in the prospectus.	NA			
4. Financial Performance based on given indicators.	The financial results for the last three Financial years is given as under: (Rs. In lacs)			
	Particulars	2019-20	2018-19	2017-18
	Total Income	91,028.54	92,868.20	67,013.52
	PBDT	11,219.94	13,737.30	9,882.51
	PBT	6984.12	10,264.07	7,402.48
	PAT	5,275.48	6,586.46	5,088.43
5. Foreign Investments or Collaborations if any	The Company has not made any material foreign investments and has also not entered into any Foreign Collaborations.			

II INFORMATION ABOUT THE MANAGERIAL PERSONNEL

	Mr. Rachhpall Singh	Mr. Gursaran Singh	Mr. Harwinder Singh	Mr. Kulwin Seehra
1. Background Details	Mr. Rachhpall Singh, is the Chairman of the Company.	Mr. Gursaran Singh is the Managing Director of the Company.	Mr. Harwinder Singh is the wholetime Director of the Company	Mr. Kulwin Seehra, is the Wholetime Director of the Company.
2. Past Remuneration	Gross Remuneration of Rs. 58.80 Lacs paid in 2019-2020.	Gross Remuneration of Rs. 58.80 Lacs paid in 2019-2020.	Gross Remuneration of Rs. 34.43 Lacs paid in 2019-2020.	Gross Remuneration of Rs. 34.43 Lacs paid in 2019-2020.
3. Recognition and awards	Has been the Chairman of the Company since 1993 and under his guidance the Company has been able to establish itself as a preferred source of rear axle shafts.	Has been the Managing Director of the Company since 1993. Under His leadership the Company has attained newer heights, He had been a Director on the Board of UCO Bank and other listed Companies in the past. He has been conferred upon the the Udyog Rattan Award by the Government of Punjab and is Presently also Chancellor of GNA University.	He has been the Wholetime Director of the Company since 2011.	He has been the Wholetime Director of the Company since 2011. He is Currently also the Chairman of the Punjab State Council of ASSOCHAM.

Notice (Contd.)

4. Job profile and his suitability	Mr. Rachhpall Singh has an experience of more than 58 years in the Auto component Industry and the Company has gained immensely from his experience.	Mr. Gursaran Singh has an experience of more than 58 years in the Auto Component Industry and is regarded as doyen of Indian Auto Component Industry. Under his leadership the Company has attained Newer heights. Taking this into consideration, the Board has resolved to continue to bestow the leadership of the Organisation to Mr. Gursaran Singh.	Mr. Harwinder Singh has an experience of more than 10 years in the auto component industry and overall managerial area.	Mr. Kulwin Seehra has an experience of more than 10 years in the filed of production, marketing and finance function of the Company.
5. Remuneration proposed	Details of the proposed remuneration have been provided in the resolution.	Details of the proposed remuneration have been provided in the resolution.	Details of the proposed remuneration have been provided in the resolution.	Details of the proposed remuneration have been provided in the resolution.
6. Comparative remuneration profile with respect to Industry.	The Remuneration is compareable with the remuneration of the of the Executive Chairman of the similar sized Companies.	The Remuneration is compareable with the remuneration of the of the Managing Director / CEO of the similar sized Companies.	The Remuneration is compareable with the remuneration of the of the Executive Directors of the similar sized Companies having similar experience.	The Remuneration is compareable with the remuneration of the of the Executive Directors of the similar sized Companies having similar experience.
7. Pecuniary Relationship directly or indirectly with the Company, or relationship with managerial personnel, if any	Besides the remuneration, Mr. Rachhpall Singh does not have anyother pecuniary relationship with the Company. He holds 3,75,600 Equity shares of the Company and is related to Mr. Gursaran singh Managing Director and Mr. Jasvinder Singh Jt. Managing Director of the Company	Besides the remuneration, Mr. Gursaran Singh does not have any other pecuniary relationship with the Company. He holds 17,39,939 equity shares of the company and is related to Mr. Rachhpall Singh Chairman, Mr. Ranbir Singh CEO and Mr. Gurdeep Singh Director of the Company.	Besides the remuneration, Mr. Harwinder Singh does not have any other pecuniary relationship with the Company. He is related to Mr. Jasvinder Singh Jt. Managing Director of the Company.	Besides the remuneration, Mr. Kulwin Seehra does not have any other pecuniary relationship with the Company. He is related to Mr. Ranbir Singh CEO & Wholetime Director of the Company. He holds 2,12,750 Equity Shares of The Company.

Notice (Contd.)**III. OTHER INFORMATION**

1. Reason for loss or inadequate profits.	Due to the unprecedented present situation arising out of COVI-19 globally, the Company expects a dip in its profits this year which will lead to inadequacy of profits.	Due to the unprecedented present situation arising out of COVI-19 globally, the Company expects a dip in its profits this year which will lead to inadequacy of profits.	Due to the unprecedented present situation arising out of COVI-19 globally, the Company expects a dip in its profits this year which will lead to inadequacy of profits.	Due to the unprecedented present situation arising out of COVI-19 globally, the Company expects a dip in its profits this year which will lead to inadequacy of profits.
2. Steps taken or proposed to be taken for improvements.	The Management of the Company is working hard to overcome the present situation which has arisen across the industries worldwide and expects the business to become normal in the year going forward.	The Management of the Company is working hard to overcome the present situation which has arisen across the industries worldwide and expects the business to become normal in the year going forward.	The Management of the Company is working hard to overcome the present situation which has arisen across the industries worldwide and expects the business to become normal in the year going forward.	The Management of the Company is working hard to overcome the present situation which has arisen across the industries worldwide and expects the business to become normal in the year going forward.
3. Expected increase in productivity and profits in measurable terms.	The Company expects to regain the sales and profits going forward once the industries and economies come out of the Pandemic situation and the business gets back to normal.	The Company expects to regain the sales and profits going forward once the industries and economies come out of the Pandemic situation and the business gets back to normal.	The Company expects to regain the sales and profits going forward once the industries and economies come out of the Pandemic situation and the business gets back to normal.	The Company expects to regain the sales and profits going forward once the industries and economies come out of the Pandemic situation and the business gets back to normal.

IV. DISCLOSURES

1. Elements of remuneration package such as salary, benefits, bonuses	Refer Corporate Governance Report.	Refer Corporate Governance Report.	Refer Corporate Governance Report.	Refer Corporate Governance Report.
2. Details of fixed Components and performance linked incentives alongwith performance criteria.	Refer Corporate Governance Report.	Refer Corporate Governance Report.	Refer Corporate Governance Report.	Refer Corporate Governance Report.
3. Service Contract, notice period, severance pay.	Refer Corporate Governance Report.	Refer Corporate Governance Report.	Refer Corporate Governance Report.	Refer Corporate Governance Report.
4. Stock option details, if any, and whether that has been issued at discount as well as period over which accrued and over which exercisable.	Nil	Nil	Nil	Nil