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Dated : September 21, 2022

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: Scrutinizer's Report on the Proceedings and voting results of the 29th Annual General Meeting (AGM) of the Company held on 20th September, 2022.

Sir,

The 29th Annual General Meeting of the Company was held on September 20, 2022 at 12:30 PM through Audio Visual means, to transact the business as stated in the Notice dated August 13, 2012, convening the AGM.

In this regard, Please find enclosed the following :-

1. Report of the Scrutinizers dated September 21, 2022 pursuant to section 108 of the Companies Act 2013 and relevant rules made thereunder.

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 Ninth Annual General Meeting
of the Members of "**GNA Axles Limited**"
held on 20th September 2022
(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 Ninth Annual General Meeting of the Shareholders dated 13th August 2022. 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, 20/2020, 02/2021, 20/21, 03/22 dated 8th April, 13th April, 5th May 2020, 13th January 2021, 8th December 2021 & 5th



Ref. No.....

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May 2022 respectively issued by the Ministry of Corporate Affairs (MCA), and Circulars No.P/2020/79 & P/2021/11 dated 12th May 2020 & 15th January 2021 respectively, by the Securities & Exchange Board of 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 Financial Express, all editions (English newspaper) and Rozana Spokesman, (vernacular language newspaper), having electronic editions on 28th August 2022 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.

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, 17th September 2022 up to 5.00 p.m. on Monday, 19th September 2022.
2. The service provider, M/s Link Intime (India) Private Limited, sent the notice of AGM along with Annual Report 2021-22 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 2021-22 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 27th August 2022 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.



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

1. The voting rights were reckoned as on Tuesday, 13th September 2022, 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 20th September 2022 at 2.15 PM, in presence of two witnesses, namely:
 - a) Aditya Sharma, (Address: 76-A, Defence Colony, Jalandhar); and
 - b) Bhawna, (Address: 32-A, Doordarshan Enclave Ph-2, 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


Bhawna

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:



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Ref. No.....

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a) **RESOLUTION No.1**

To receive, consider and adopt the Consolidated & Standalone Audited Balance Sheet as at 31st March 2022 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	58	4	62
Number of votes cast by them	13479043	11624	13490667
% of Total Number of valid votes cast	99.91%	0.09%	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	50	--	50
% 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	--	--	--
Number of votes held by them	--	--	--

Based on the above results, I report that the Ordinary Resolution contained in Item No.1 of the Notice dated 13th August 2022 has been passed with requisite majority



Ref. No.....

Dated.....

b) **RESOLUTION No.2**
To declare dividend on Equity Shares

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	58	4	62
Number of votes cast by them	13479043	11624	13490667
% of Total Number of valid votes cast	99.91%	0.09%	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	50	--	50
% 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	--	--	--
Number of votes held by them	--	--	--

Based on the above results, I report that the Ordinary Resolution contained in Item No.2 of the Notice dated 13th August 2022 has been passed with requisite majority.



Ref. No.....

Dated.....

c) RESOLUTION No.3

To appoint a Director in place of Mr. Ranbir Singh, (DIN 01572708) 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)	55	4	59
Number of votes cast by them	13478246	11624	13489870
% of Total Number of valid votes cast	99.90%	0.09%	99.99%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	4	--	4
Number of votes cast by them	847	--	847
% of Total Number of valid votes cast	0.01%	--	0.01%

(iii) Abstained from Voting

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

Based on the above results, I report that the Ordinary Resolution contained in Item No.3 of the Notice dated 13th August 2022 has been passed with requisite majority.



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d) RESOLUTION No.4

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)	55	4	59
Number of votes cast by them	13478246	11624	13489870
% of Total Number of valid votes cast	99.90%	0.09%	99.99%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	4	--	4
Number of votes cast by them	847	--	847
% of Total Number of valid votes cast	0.01%	--	0.01%

(iii) Abstained from Voting

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

Based on the above results, I report that the Ordinary Resolution contained in Item No.4 of the Notice dated 13th August 2022 has been passed with requisite majority.



Ref. No.....

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e) RESOLUTION No.5

To appoint a Director in place of Mr. Harwinder Seehra, (DIN 03522832) 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)	45	4	49
Number of votes cast by them	13301214	11624	13312838
% of Total Number of valid votes cast	98.59%	0.09%	98.68%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	14	--	14
Number of votes cast by them	177879	--	177879
% of Total Number of valid votes cast	1.32%	--	1.32%

(iii) Abstained from Voting

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

Based on the above results, I report that the Ordinary Resolution contained in Item No.5 of the Notice dated 13th August 2022 has been passed with requisite majority.



Ref. No.....

Dated.....

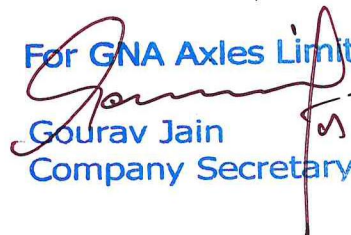
6. The Soft Copies of data containing files mentioning the list of shareholders who voted "FOR" or "AGAINST" and those who abstained for each resolution are enclosed in a pen drive.
7. The electronic data and all other relevant records relating to the e voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Yours faithfully
For H. K. & Associates
Company Secretaries


Harsimran Kaur
Proprietor
M. No.F-8174, CP No.9252
UDIN: F008174D001011572



Dated: 21st September 2022
Place: Jalandhar

For GNA Axles Limited

Gourav Jain
Company Secretary