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Dated : September 22, 2021

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: Proceedings and voting results of the 28th Annual General Meeting (AGM) of the Company held on 20th September, 2021.

Sir,

The 28th Annual General Meeting of the Company was held on September 20, 2021 at 12:30 PM through Audio Visual Means, to transact the business as stated in the Notice dated July 24, 2021, convening the AGM.

In this regard, please find enclosed the following :-

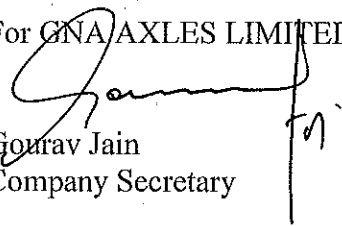
1. Report of the Scrutinizers dated September 21, 2021 pursuant to section 108 of the Companies Act 2013 and relevant rules made thereunder.

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 Eighth Annual General Meeting
of the Members of "**GNA Axles Limited**"
held on 20th September 2021
(Through Video Conferencing/Other Audio Visual Means)

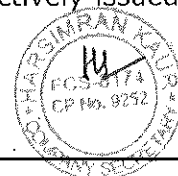
Sir

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 Eighth Annual General Meeting of the Shareholders dated 24th July 2021. 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 dated 8th April, 13th April, 5th May 2020 & 13th January 2021 respectively issued by the Ministry



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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 29th August 2021 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. Friday, 17th September 2021 up to 5.00 p.m. on Sunday, 19th September 2021.
2. The service provider, M/s Link Intime (India) Private Limited, sent the notice of AGM along with Annual Report 2020-21 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 2020-21 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 2021 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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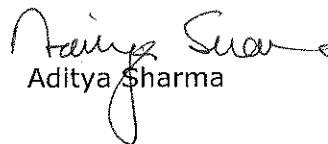
Dated.....

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

1. The voting rights were reckoned as on Monday, 13th September 2021, 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 2021 at 1.35 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.....

a) **RESOLUTION No.1**

To receive, consider and adopt the Consolidated & Standalone Audited Balance Sheet as at 31st March 2021 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	93	4	97
Number of votes cast by them	13454320	3037652	16491972
% of Total Number of valid votes cast	81.58%	18.42%	100%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting	2	--	2
Number of votes cast by them	51	--	51
% 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	31334	--	31334

Based on the above results, I report that the Ordinary Resolution contained in Item No.1 of the Notice dated 24th July 2021 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)	95	3	98
Number of votes cast by them	13485704	3037651	16523355
% of Total Number of valid votes cast	81.62%	18.38%	100%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	1	1	2
Number of votes cast by them	1	1	2
% of Total Number of valid votes cast	0.00%	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 24th July 2021 has been passed with requisite majority.



Ref. No.....

Dated.....

c) RESOLUTION No.3

To appoint a Director in place of Mr. Gursaran Singh, (DIN: 00805558) 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)	90	3	93
Number of votes cast by them	13461993	3037651	16499644
% of Total Number of valid votes cast	81.47%	18.39%	99.86%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	6	1	7
Number of votes cast by them	23712	1	23713
% of Total Number of valid votes cast	0.14%	0.00%	0.14%

(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 24th July 2021 has been passed with requisite majority.



Ref. No.....

Dated.....

d) RESOLUTION No.4

To appoint a Director in place of Mr. Jasvinder Singh, (DIN 01831572) 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)	90	3	93
Number of votes cast by them	13461993	3037651	16499644
% of Total Number of valid votes cast	81.47%	18.39%	99.86%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	6	1	7
Number of votes cast by them	23712	1	23713
% of Total Number of valid votes cast	0.14%	0.00%	0.14%

(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 24th July 2021 has been passed with requisite majority.



Ref. No.....

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e) RESOLUTION No.5

To appoint a Director in place of Mr. Kulwin Seehra, (DIN 03522812) 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)	91	3	94
Number of votes cast by them	13462043	3037651	16499694
% of Total Number of valid votes cast	81.47%	18.39%	99.86%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	5	1	6
Number of votes cast by them	23662	1	23663
% of Total Number of valid votes cast	0.14%	0.00%	0.14%

(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 24th July 2021 has been passed with requisite majority.



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f) RESOLUTION No.6

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)	81	3	84
Number of votes cast by them	13355980	3037651	16393631
% of Total Number of valid votes cast	80.83%	18.38%	99.21%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	15	1	16
Number of votes cast by them	129725	1	129726
% of Total Number of valid votes cast	0.79%	0.00%	0.79%

(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.6 of the Notice dated 24th July 2021 has been passed with requisite majority.



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g) RESOLUTION No.7
To Consider appointment of Mr. Maninder Singh Seehra (DIN: 01610746) as Director

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	90	3	93
Number of votes cast by them	13447854	3037651	16485505
% of Total Number of valid votes cast	81.39%	18.38%	99.77%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	6	1	7
Number of votes cast by them	37851	1	37852
% of Total Number of valid votes cast	0.22%	0.00%	0.22%

(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.7 of the Notice dated 24th July 2021 has been passed with requisite majority.



Ref. No.....

Dated.....

h) RESOLUTION No.8
To Consider appointment Mr. Gursaran Singh (DIN: 00805558) as
Executive Chairman

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	93	3	96
Number of votes cast by them	13471464	3037651	16509115
% of Total Number of valid votes cast	81.53%	18.38%	99.91%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	3	1	4
Number of votes cast by them	14241	1	14242
% of Total Number of valid votes cast	0.09%	0.00%	0.09%

(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 Special Resolution contained in Item No.8 of the Notice dated 24th July 2021 has been passed with requisite majority.

