

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

Phones : 0181-4630477
Fax : 0181-4630477
E-mail : info@gnagroup.com
Website : www.gnagroup.com

Dated : 28 February, 2019

Department of Corporate Services BSE Limited 25 th Floor Rotunda Building, P J Towers Dalal Street, Fort MUMBAI 400001 SCRIP CODE : 540124	The National Stock Exchange of India Limited "Exchange Plaza" Plot No C-1, G Block Bandra Kurla Complex Bandra (East) MUMBAI – 400051 SCRIP CODE : GNA
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SUB: POSTAL BALLOT NOTICE

Sir,

We enclose herewith the Postal Ballot Notice to transact the following business:-

1. To approve the Continuation of Air Cmde. (Retd.) Shailindra Singh Kaushik (DIN : 07196966) who has attained the age of 75 years, as a Non-Executive Director.

You are requested to take the same on record.

Thanking You

Yours Truly
For GNA AXLES LIMITED

Gourav Jain
Company Secretary





GNA AXLES LIMITED

Corporate Identity Number : L29130PB1993PLC013684

Regd. Office : GNA House 1-C Chhoti Baradari – II Garha Road
Opposite Medical College Jalandhar - 144001 (India)

Phone : 91-181-4630477 Fax : 91-181-4630477

E-mail: gjain@gnagroup.com, Website : www.gnagroup.com

POSTAL BALLOT NOTICE

(Pursuant to section 110 of the Companies Act 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given that pursuant to section 110 of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications and re-enactments, thereof, for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time, the Company is seeking approval from the shareholders for the continuation of the Directorship of Air Cmde (retd.) Shailindra Singh Kaushik (DIN 07196966), as detailed in the Resolution appended herebelow, through postal ballot i.e voting by post or by electronic means as the case may be.

The Explanatory statement pertaining to the resolution setting out the material facts concerning the item and the reasons thereof are annexed hereto alongwith the Postal Ballot Form for your consideration.

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

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the enclosed self addressed postage prepaid envelope so as to reach the scrutinizer not later than 5:00 PM on March 30, 2019. If any postal ballot is received after 5:00 PM on March 30, 2019, it will be considered that no reply from such Member has been received and such Postal Ballot Form would not be considered.

SPECIAL BUSINESS:

1. CONTINUATION OF DIRECTORSHIP OF AIR CMDE. (Retd.) SHAILINDRA SINGH KAUSHIK, NON EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE OF ABOVE 75 YEARS.

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

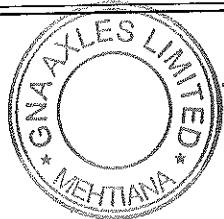
RESOLVED THAT pursuant to the Regulation 17(1A) of SEBI (listing Obligations and Disclosure Requirements) (Amendment Regulations, 2018 (Amendment Regulations) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the Directorship of Air Cmde. (retd.) Shailindra Singh Kaushik (DIN 07196966), as Non Executive Independent Director of the Company, who has attained the age above 75 years from the effective date of the said Amendment Regulation i.e, April 1st, 2019 till the expiry of his term i.e June 9th, 2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all other acts, deeds and things as are necessary and expedient in this regard"

By order of the Board
FOR GNA AXLES LIMITED

Place: Jalandhar
Dated: 27 February, 2019

Gourav Jain
(Company Secretary)

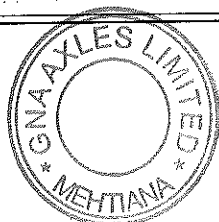


NOTES:

1. Explanatory Statement setting out material facts concerning item of the Business to be transacted, pursuant to section 102 of the Companies Act, 2013, is appended here below.
2. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on February 22, 2019 (cut of date). Members whose names appear on the Register of members / List of Beneficial Owners as on the Cut off Date will be considered for the purpose of voting / E-Voting. The voting rights of members shall be in proportion of their shares of the paid up Equity share Capital of the Company. A person who is not a member as on the cut of date should treat this notice for information purpose only.
3. The postal ballot notice is being sent to the members who have registered their E-Mail ID's for receipt of documents in electronic form with their depository participant / Company's Registrar and Share Transfer Agent. For those members whose email ID's are not registered, physical copies of the postal ballot notice alongwith postal ballot form are being sent by permitted mode alongwith prepaid paid stamped envelopes. Members who have received postal ballot notice by email and who wish to vote through physical postal ballot form can download the postal ballot form from the link www.gnagroup.com or www.instavote.linkintime.co.in or seek duplicate postal ballot form from the Company's registered Office or from the Company's Registrar and Share Transfer Agent, fill in the details and send the same to the scrutinizer.
4. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self addressed envelope. Postage of such envelope has been paid by the Company. Postal ballot form, if sent by courier or by registered post / Speed post at the expense of the members will also be accepted. The postal ballot form may also be deposited personally at the address given on the self addressed envelope. The duly completed postal ballot form should reach the scrutinizer not later than 5:00 PM on March 30, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the member.
5. Members who have not registered their Email addresses so far are requested to register their email address for receiving all communication including annual report, notices, circulars etc. from the company electronically.
6. The evoting shall commence on March 01, 2019 (9:00 AM) and shall end on March 30, 2019 (5:00 PM). The remote e-voting module shall be disabled by linkintime for voting thereafter.
7. Postal ballot form should be completed and signed by the Member(s) as per the specimen signatures registered with the Company / RTA / Depository Participants. In case of joint holding, this form should be completed and signed by the first named Member and in his / her absence, by the next named Member. There will be only one postal ballot form for every Client ID / Folio irrespective of number of joint holders.
8. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing (V) in the appropriate column.
9. A member cannot exercise his / her vote through proxy on Postal ballot.
10. The member can opt for only one mode of the voting i.e either by Postal Ballot or E-voting. In case members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
11. In case Equity shares held by Companies, Institutional shareholders, duly filled postal ballot forms should also be accompanied by a certified copy of the Board Resolution / Authority letter together with the attested specimen signatures of the authorised signatory(ies) who are authorized to vote by Postal Ballot, shall be sent to the Scrutinizer.
12. The Scrutinizer will submit his report to the Chairman / Company Secretary after completion of the Scrutiny of the postal ballots and E-voting on or before April 1, 2019 and the result of the postal ballot including the voting through electronic means will be announced on Monday, April 1 2019 at the Company's Registered Office by the Chairman / Company Secretary. The Results of the Postal ballot will also be displayed at the Registered office of the Company at GNA House 1-C Chhoti Baradari – II Garha Road Jalandhar 144001 Punjab and shall also be intimated to the Stock Exchanges where the securities of the Company are listed and shall also be hosted on the websites of the Company at www.gnagroup.com and Linkintime's website www.instavote.linkintime.co.in.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays, till the last date for voting.
14. The Board of Directors has appointed Mr. Gourav Jain Company Secretary and Compliance Officer of the Company as designated person responsible for the entire Postal Ballot Process.
15. **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 postal ballot by electronic means and business may be transacted through e-voting services provided by Link Intime India Private Limited.

(i) The voting period begins on 1st March 2019 at 9:00 AM and ends on 30th March 2019 at 5:00 PM.



The instructions for shareholders voting electronically are as under:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

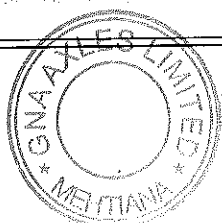
NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.



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

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

EXPLANATORY STATEMENT

As per section 102 read with section 110 of the Companies Act 2013.

Pursuant to regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 9, 2018 prescribes that listed entity shall not appoint a person or continue with the directorship of a person as Non Executive Director who has attained the age of 75 years, unless a Special Resolution is passed by the shareholders of the Company to that effect.

Air Cmde. (Retd.) Shailindra Singh Kaushik were appointed as the Non Executive Independent Directors of the Company in accordance with the provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder on 5th September 2017 at the 24th annual General Meeting of the Company for a period of 5 years w.e.f 10th June 2017 to 9th June 2022. In the opinion of the Board he fulfill the conditions specified under this Act for such appointment and is Independent of the Management.

Since Air Cmde. (Retd.) Shailindra Singh Kaushik has already attained the age of 75 years and his term is valid till 9th June 2022 the Board of Directors in its meeting held on 12th January 2019 decided to seek the approval of the shareholders by way of Special Resolution for continuation of this term.

Details of Air Cmde. (Retd.) Shailindra Singh Kaushik including information required to be furnished in pursuance of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 is given below:-

Name of Director	Air Cmde (retd.) Shailindra Singh Kaushik (DIN 07196966)
Date of Birth	22-11-1940
Date of Appointment	10-06-2015
Expertise in specific functional area	Experience of more than 37 years in area of Defence and General Administration.
Qualification	Post Graduate in Defence Studies
Number of Meetings of the Board attended during the year	Held : 5 Attended : 3
Directorship of other Companies	Nil
Chairman / Member of committees of other Companies	Nil
Number of shares held	1800
Relationship with other Director(s)	Not related to any Director

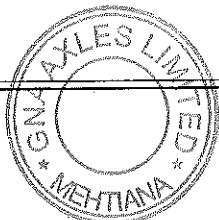
Keeping in view the experience and the contribution made by Air Cmde (retd.) Shailindra Singh Kaushik (DIN 07196966) who has attained the age of above 75 years, the Board recommends the Special Resolution set out in Item No 1 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel except Air Cmde (retd.) Shailindra Singh Kaushik (DIN 07196966) is concerned or interested financially or otherwise, in the Resolution set out in the Notice.

By order of the Board
FOR GNA AXLES LIMITED

Gourav Jain
(Company Secretary)

Place: Jalandhar
Dated: 27 February, 2019



GNA AXLES LIMITED

Corporate Identity Number : L29130PB1993PLC013684
Regd. Office : GNA House 1-C Chhoti Baradari – II Garha Road
Opposite Medical College Jalandhar - 144001 (India)
Phone : 91-181-4630477 Fax : 91-181-4630477
E-mail: gjain@gnagroup.com, Website : www.gnagroup.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer of the Company)

Serial No. :

1 Name & Registered Address :
of the sole / first Shareholder

2 Name(s) of Joint Shareholder(s), :
If any

3 Registered Folio No. / :
DP I.D No./Client ID No.

4 Number of Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 27th February, 2019, issued by GNA Axles Limited ("the Company") by sending my / our assent or dissent to the said Special Resolutions by placing tick mark (✓) at the appropriate box below:-

Resolution No	Description of Resolution	No. of Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Continuation of Air Cmde. (Retd.) Shailindra Singh Kaushik (DIN : 07196966) who has attained the age of 75 years, as a Non-Executive Director.			

Place :

Date :

Signature of the Shareholder

To cut here

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	PASSWORD / PIN

Last date for receipt of Postal Ballot Form : Saturday, 30th March, 2019

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF



GENERAL INSTRUCTIONS TO SHAREHOLDERS FOR VOTING

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The self-addressed postage pre-paid envelope bears the name and postal address of the Scrutiniser appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (v) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutiniser on or before 30th March, 2019 upto 5.00 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **Friday, 22nd February, 2019**.
10. The result of the Postal Ballot will be announced, on Monday, 1st April, 2019, at the Company's Registered office at GNA House 1-C Chhoti Baradari Garha Road Jalandhar - 144001. In addition to the results being communicated to National Stock Exchange of India Ltd. and BSE Limited, the results along with Scrutiniser's report will also be placed on Company's website i.e. <https://gnagroup.com> and the website of NSDL i.e. www.instavote.linkintime.co.in. The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Rules.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutiniser not later than the date specified under instruction No. 7 above.
14. The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

