

Dated : 26<sup>th</sup> July, 2023

Department of Corporate Services BSE Limited 25 <sup>th</sup> Floor Rotunda Building, P J Towers Dalal Street, Fort MUMBAI 400001  <b>SCRIP CODE : 540124</b>	The National Stock Exchange of India Limited “Exchange Plaza” Plot No C-1, G Block Bandra Kurla Complex Bandra (East) MUMBAI – 400051  <b>SCRIP CODE : GNA</b>
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**SUB: POSTAL BALLOT NOTICE - DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated July 21, 2023, seeking approval of Members of the Company by way of Special Resolution(s) on the following resolutions through Postal Ballot Process:

1.	To increase the Authorized Share Capital of the Company and approve alteration in Capital Clause of the Memorandum of Association of the Company.
2.	To approve the Issuance of Bonus Shares.

Postal Ballot Notice is being sent only through electronic mode to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) and whose email ID is registered with the Company/ Depositories, as on Friday, July 21, 2023 (Cut-off Date). The Company has engaged the services of Linkintime India Private Limited as the agency for providing remote e-voting facility. The detailed procedure for remote e-voting is provided in the Notes to the Notice of the Postal Ballot.

The e-voting facility will be available during the following period:

Commencement of voting	Thursday, July 27, 2023 at 09:00 a.m. 1ST
End of voting	Friday, August 25, 2023 at 05:00 p.m. 1ST

The e-voting module will be disabled by the Service provider i.e. Linkintime after 5:00 P.M. on Friday, August 25, 2023. The result of the Postal Ballot shall be declared on or before 2 working days from the conclusion of e-voting process. The Members can vote on resolutions through remote e-voting facility only. Assent or dissent of the Members on the resolutions mentioned in the Notice would be taken through remote e-voting system only.



# GNA AXLES LIMITED

Regd. Office : GNA HOUSE, I-C, CHHOTI BARADARI - PART-II  
GARHA ROAD, JALANDHAR- 144 404

Phones : 0181-4630477  
Fax : 0181-4630477  
E-mail : [info@gnagroup.com](mailto:info@gnagroup.com)  
Website : [www.gnagroup.com](http://www.gnagroup.com)

The Postal Ballot Notice is also available on the website of the Company at [www.gnaaxles.in](http://www.gnaaxles.in) and on the website of Linkintimee (e-voting agency) at [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in).

This is for your information and record.

Thanking You

Yours Truly  
For GNA AXLES LIMITED

Rakesh Kumar  
Chief Financial Officer



**GNA AXLES LIMITED**

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

Telephone : 0181-4630477 Email ID : [gjain@gnagroup.com](mailto:gjain@gnagroup.com),  
Website: [www.gnaaxles.in](http://www.gnaaxles.in)

**POSTAL BALLOT / REMOTE E-VOTING NOTICE**

<b><u>EVOTING STARTS ON</u></b>	<b><u>E-VOTING ENDS ON</u></b>
<b><u>27<sup>th</sup> July 2023 9:00 AM</u></b>	<b><u>25<sup>TH</sup> August, 2023 5:00 PM</u></b>

Dear Member(s),

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013 as amended, (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “Rules”), (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“SS-2”) and the relaxations and clarifications issued by Ministry of Corporate Affairs (“MCA”) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India (“SEBI Circulars”) that the Resolutions appended below are proposed to be passed by way of Postal Ballot only through electronic means (“Remote e-voting”).

Accordingly, draft of the proposed Resolutions together with the Explanatory Statement setting out the material facts and reasons for the Resolutions is being sent to you 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 are requested to carefully read the instructions for e-voting contained in this Notice. The Scrutinizer, after completion of the scrutiny, will submit her report to the Chairman of the Company or any person authorized by him. The result of the voting by Postal Ballot will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on or before 27<sup>TH</sup> August, 2023. at the Registered Office of the Company. The results of Postal Ballot will be put up on the Company’s website [www.gnaaxles.in](http://www.gnaaxles.in) and will be communicated to BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and at [Instavote.linkintime.co.in](http://Instavote.linkintime.co.in). for publishing on their respective websites. The Company seeks approval of the Members, for the following businesses:

## **SPECIAL BUSINESS:**

### **ITEM NO 1**

#### **TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND APPROVE ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing ₹ 30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹ 10/- (Rupee Ten only) each to ₹ 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 10/- (Rupee Ten only) each by creation of additional 7,00,00,000 (Seven Crore) Equity Shares of ₹ 10/- (Rupee Ten only) each, ranking pari passu with the existing equity share of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company, be and is hereby amended and read as under

**“Clause V – The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each with powers to increase and reduce the capital, to divide the shares in the capital for the time being, into several classes and to attach thereto respectively such preferential or special rights, privileges or conditions/ including power to create preference shares, either subject to or free from Income-tax as may be determined by or in accordance with regulations of the Company, to vary, modify or abrogate any such right, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”**

RESOLVED FURTHER THAT the Board of Directors (which shall include any Committee thereof), be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required to give effect to the above resolution and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

### **ITEM NO 2**

#### **TO APPROVE THE ISSUANCE OF BONUS SHARES:**

To consider and, if thought fit, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, (including any statutory modification(s) or re-enactment thereof for the time being in force, the enabling provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), approval of the Members of the Company be and is hereby accorded to the Board for capitalization of such sum out of Securities Premium Account of the Company, as may be considered necessary by the Board, for the purpose of the issuance of bonus equity shares of face value of ₹ 10/- (Rupees Ten only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company, whose names

appear in the Register of Members/ List of Beneficial Owners, on such date (“Record Date”) as may be fixed in this regard by the Board/ Committee thereof, in the proportion of 1 (One) fully paid up equity share for every 1 (One) existing fully paid up equity share held by the Members and that the Bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up Share Capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and in case of the members who hold shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in physical form, the share certificate(s) in respect of such bonus equity shares shall be dispatched, in accordance with applicable laws, within such time as may be prescribed by law or the Company may follow such other Rules/ Regulations/ Guidelines as may be prescribed by the Securities and Exchange Board of India/ Stock Exchanges for physical share certificates from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient, or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit.”

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

**Place: Mehtiana  
Dated: July 21, 2023**

**Gourav Jain  
(Company Secretary)**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and reasons in respect to the proposed Special Business is annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at [www.gnaaxles.in](http://www.gnaaxles.in) under Investors relations section.
2. In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on 21<sup>st</sup> July, 2023 and who have registered their e-mail addresses with the Company or with the Depositories. Physical copy of this Notice along with postal ballot form and pre-paid business reply envelope are not being sent to members. The Company has availed the services of M/s Linkintime India Private Limited for providing the E-voting services.

***Further, Members can vote on the Resolutions only through Remote e-voting. Remote e-voting will commence at 9.00 a.m. on Thursday the 27th July, 2023 and will end at 5.00 p.m. on Friday the 25<sup>th</sup> August, 2023*** after which Remote e-voting will be blocked by Linkintime India Private Limited. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

3. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on 21<sup>st</sup> July, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
4. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for Remote e-voting i.e. 25<sup>th</sup> August, 2023.
5. The Board of Directors of the Company in its meeting held on Friday, July 21, 2023 has appointed Mrs. Harsimran Kaur of M/s H.K & Associates, Practising Company Secretaries (Certificate of Practice No. 9252) as Scrutinizer for conducting the Postal Ballot / e-Voting process in a fair and transparent manner. Mrs. Harsimran Kaur has given her consent to act as the scrutinizer and would be available for the purpose of ascertaining the requisite majority.
6. The Scrutinizer will, after the conclusion of remote e-Voting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit her report to the Chairman or any other person authorised by the Board including Company Secretary, who shall countersign the same and declare the result of the voting forthwith. The result of the Postal Ballot shall be declared latest by 05:00 p.m. on Sunday, August 27, 2023. The last date specified by the Company for e-Voting i.e. Friday, August 25, 2023, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final. The result of the Postal Ballot and Report of Scrutinizer will also be displayed on the website of the Company at [www.gnaaxles.in](http://www.gnaaxles.in). The same can also be accessed from the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Linkintime India Private Limited (e-Voting agency) at <https://instavote.linkintime.co.in>
7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper published in the language of the region, where registered office of the Company is situated (i.e. in Punjabi language).
8. All papers relating to Postal Ballot including voting by remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and sign the minutes.

9. Important details regarding the remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-Voting	Friday, July 21, 2023
Commencement of E-voting	Thursday, July 27, 2023 at 09:00 a.m. IST
End of E-voting	Friday, August 25, 2023 at 05:00 p.m. IST

10. The procedure with respect to Remote e-voting is provided below

### **Remote e-Voting Instructions for shareholders:**

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As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

#### **Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the

remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants  
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:**

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

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

**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 holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘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).



3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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.

**Guidelines for Institutional shareholders:**

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.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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 this 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".

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

**Place: Mehtiana  
Dated: July 21, 2023**

**Gourav Jain  
(Company Secretary)**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO 1 & 2**

Considering the financial parameters and the position of reserves of the Company, the Board of Directors of the Company in its meeting held on July 21, 2023, subject to the consent of the Members of the Company, has approved and recommended to issue Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid up to eligible Members of the Company as on Record Date, in the proportion of 1:1, i.e. 1 (One) new fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs.10/- (Rupees Ten only) each aggregating to Rs. 21,46,54,000 (Rupees Twenty One Crore Forty Six Lakh Fifty Four Thousand Only) by capitalising a sum of Rs. 21,46,54,000 (Rupees Twenty One Crore Forty Six Lakh Fifty Four Thousand Only) out of the Securities Premium Account of the Company. The issue of Bonus Shares is authorised by Article 169 of the Articles of Association of the Company and shall be made in line with the provisions of Section 63 of the Companies Act, 2013 and other applicable regulations and subject to such approvals, if required from any statutory authorities.

Presently, the Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) consisting of 3,00,00,000 (Three Crore) equity shares of Rs. 10/- (Rupees Ten only) each and paid-up equity share capital is Rs. 21,46,54,000 consisting of 2,14,65,400 equity shares of Rs. 10/- (Rupees Ten only) each. Post Bonus, the paid-up equity share capital of the Company will be Rs. 42,93,08,000 consisting of 4,29,30,800 equity shares of Rs. 10/- (Rupees Ten only) each. As such, to facilitate issue of bonus shares and keeping in mind future requirements of the Company, if any, it is proposed to increase the Authorised Share Capital of the Company to Rs. 100,00,00,000 (One Hundred Crore) by creation of additional 7,00,00,000 (Seven Crore) equity shares of Rs. 10/- (Rupees Ten only) each. The increase in

the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares requires Members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013.

The Board recommends the Special Resolution as set out at Items No. 1 and 2 of the Notice for approval by the Members. Accordingly, your approval is solicited

**Memorandum of Interest:**

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 & 2 of the Notice, except to the extent of their respective shareholding, if any, in the Company