

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
Website : www.gnagroup.com

Dated: August 25, 2023

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 Report on Postal Ballot.

Dear Sir,

The shareholders have approved the special resolutions with respect to the increase in the Authorised Capital of the Company and issuance of Bonus shares to the shareholders of the Company, by way of postal ballot and e-voting as per the Report of the Scrutinizer Ms. Harsimran Kaur, Prop. H. K. & Associates – Practicing Company Secretaries dated 25th August, 2023 which has been declared at the Registered Office of the Company at 7:15 PM today.

We also enclose herewith the Report of the Scrutinizer on E-voting and Postal ballot dated 25th August, 2023.

This is for your information and record.

Thanking You

Yours Truly
For GNA AXLES LIMITED

Gourav Jain
Company Secretary

REPORT OF SCRUTINIZER

[Pursuant to section 108 & 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 read with Clause 44 of the SEBI (LODR) Regulations, 2015]

The Managing Director
GNA Axles Limited
1-C, Chhoti Baradari Part-2
Garha Road, Opposite Medical College
Jalandhar - 144001

Sir

I, Harsimran Kaur, proprietor of H. K. & Associates, Company Secretaries, Jalandhar, have been appointed as Scrutinizer pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the remote e-voting process for postal ballot in a fair & transparent manner and ascertaining the votes cast for and against the resolutions set out in the notice of postal ballot dated 21st July 2023.

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 Postal Ballot. My responsibility as a Scrutinizer for the voting process of voting by electronic means is to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice of Postal Ballot, 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.

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 May 2022 & 10/2022 dated 28th December 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, issued by the Securities & Exchange Board of India (SEBI), the Postal Ballot Voting was conducted through Electronic 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 27th July 2023 specifying the date and time of start and end of the E-Voting process, availability of the notice on Company's website and website of Stock Exchanges, manner of voting through remote e-voting etc.

I submit my report as under:

1. The voting rights were reckoned as on Friday, 21st July 2023, being the Cut-off date for the purpose of deciding the entitlements of members for the purpose of remote e-voting.
2. The remote E-Voting period remained open from 9.00 a.m. Thursday, 27th July 2023 up to 5.00 p.m. Friday, 25th August 2023.
3. The service provider, M/s Link Intime (India) Private Limited, sent the notice of the Postal Ballot and E-voting details by email to members, whose email ids were made available by the Depositories or were registered with Company. The notice of the postal ballot was sent on 26th July 2023. For those Members whose Email ids were not available/ registered, the Notice of Postal Ballot was not 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.
4. After the end of the time allowed for E-voting, the votes cast through remote e-voting were unblocked by me on 25th August 2023 at 5.15 PM, in presence of two witnesses, namely:
 - a) Aditya Sharma, (Address: 76-A, Defence Colony, Jalandhar); and
 - b) Neha Sharma, (Address: N-204, Master Mehnga Singh Colony, Biring, Jalandhar Cantt)

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:

Sd/-
Aditya Sharma

Sd/-
Neha Sharma

5. The votes were reconciled with the records maintained by the company in respect of authorisations.

6. The result of remote e-voting is as under:

a) **RESOLUTION No.1**

To increase the Authorised Share Capital of the Company and approve alteration in Capital Clause of the Memorandum of Association of the Company

(i) Voted in favour of Resolution

	Remote E-voting
Number of Members voting	149
Number of votes cast by them	14044941
% of Total Number of valid votes cast	99.91%

(ii) Voted against the resolution

	Remote E-voting
Number of Members voting	4
Number of votes cast by them	12495
% of Total Number of valid votes cast	0.09%

(iii) Abstained from Voting

	Remote E-voting
Number of Members	1
Number of votes held by them	900

Based on the above results, I report that the Special Resolution contained in Item No.1 of the Notice dated 21st July 2023 has been passed with requisite majority

b) **RESOLUTION No.2**

To approve issuance of Bonus Shares

(i) Voted in favour of Resolution

	Remote E-voting
Number of Members voting	151
Number of votes cast by them	14057403
% of Total Number of valid votes cast	100%

(ii) Voted against the resolution

	Remote E-voting
Number of Members voting	2
Number of votes cast by them	33
% of Total Number of valid votes cast	0.00%

(iii) Abstained from Voting

	Remote E-voting
Number of Members	1
Number of votes held by them	900

Based on the above results, I report that the Special Resolution contained in Item No.2 of the Notice dated 21st July 2023 has been passed with requisite majority

7. The downloaded e-voting records and other details related to e-voting for postal ballot shall remain in my custody until the chairman considers this report and announces the result of the voting process and thereafter the same shall be handed over to the Company Secretary of the Company.

Yours faithfully
For H. K. & Associates
Company Secretaries
Harsimran
Kaur
Harsimran Kaur
Proprietor
M. No.F-8174, CP No.9252
UDIN: F008174E000867890

Dated: 25th August 2023
Place: Jalandhar

ACCEPTED

Gaurav
Jain

Digitally signed by Gaurav Jain
DN: cn=Gaurav Jain
2.5.4.20=4257320574652497143146160864963465313926
827623737477520558, postalCode=141001, st=West Punjab
NO 105, MTHAPUR ROAD, Jalandhar - Jalandhar
C/O Jalandhar - Jalandhar
pkidOcnym=651d5f5583ad50a2198349e142377cb,
serialNumber=575c2567969a21b618a344eac668a289249
48096236480206221950181, email=946_wel@rediffmail.com,
cn=Gaurav Jain
Date: 2023.08.25 19:21:38 +05:30

GOURAV JAIN
COMPANY SECRETARY
GNA AXLES LIMITED