

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

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Dated : August 26, 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: Proceedings and voting results of the 26th Annual General Meeting (AGM) of the Company held on 23rd August, 2019.

Sir,

The 26th Annual General Meeting of the Company was held on August 23, 2019 at 12:30 PM at Hotel Country Inn & Suites GT Road Paragpur Jalandhar, to transact the business as stated in the Notice dated July 12, 2019, convening the AGM.

In this regard, Please find enclosed the following :-

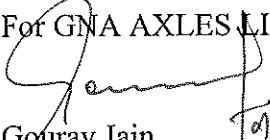
Report of the Scrutinizers dated August 24, 2019 pursuant to section 108 of the Companies Act 2013 and relevant rules made thereunder.

This is for your information and record.

Thanking You

Yours Truly

For GNA AXLES LIMITED


Gourav Jain
Company Secretary

Annexure - B

H. K. & ASSOCIATES
COMPANY SECRETARIES

26-Chhoti Baradari Part-2
Garha Road, Jalandhar-144001
Mobile : 98144-07959

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 Sixth Annual General Meeting
of the Members of "**GNA Axles Limited**"
held on 23rd August 2019

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 through Ballot at the Annual General Meeting.

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 Sixth Annual General Meeting of the Shareholders dated 12th July 2019. My responsibility as a Scrutinizer for the voting process of voting by electronic means and Ballot 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 Ballot voting at the general meeting at the venue of the AGM.

We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 a.m. Tuesday, 20th August 2019 up to 5.00 p.m. on Thursday, 22nd August 2019.



Ref. No.....

Dated.....

2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent by electronic mode to those members whose email IDs were registered with the Depository Participants and the same were sent to all other members at their registered addresses in the permitted mode.

B. Relating to voting at the AGM:

a) **Ballot**

The facility for voting through ballot was also made available at the venue of the AGM and ballot box was provided for members who could not participate in the remote e-voting process.

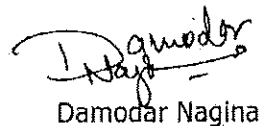
C. Result of Remote E-Voting and Ballot Voting at AGM is as under:

1. The voting rights were reckoned as on Friday, 16th August 2019, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and Ballot poll at the meeting.
2. After the conclusion of the Annual General Meeting, the locked Ballot Box was opened by me in presence of the two witnesses, named under para 3 below, and subsequently the same were scrutinised.
3. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked by me on 23rd August 2019 at 5.09 PM, in presence of two witnesses, namely:
 - a) Mr. Aditya Sharma, (Address: 76-A, Defence Colony, Jalandhar); and
 - b) Mr. Damodar Nagina, (Address: 48-B, Janak Nagar, Basti Sheikh, Jalandhar)

The above witnesses are not in the employment of the Company.

They have signed below in confirmation of the ballot box being opened and the event being unblocked in their presence:


Aditya Sharma


Damodar Nagina



4. The votes were reconciled with the records maintained by the company in respect of authorisations, proxies lodged with the Company.

Ref. No.....

Dated.....

5. The combined result of remote e-voting and the Ballot poll is as under:

a) **RESOLUTION No.1**

To receive, consider and adopt the Consolidated & Standalone Audited Balance Sheet as at 31st March 2019 and statement of Profit and Loss together with report of Auditors and Directors thereon

(i) Voted In favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	39	43	82
Number of votes cast by them	15998925	26354	16025279
% of Total Number of valid votes cast	99.84%	0.16%	100%

(ii) Voted against the resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	5	--	5
% of Total Number of valid votes cast	0.00	--	0.00

(iii) Invalid Votes

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	8	8
Number of votes cast by them	--	71	71



Based on the above results, I report that the Ordinary Resolution contained in Item No.1 of the Notice dated 12th July 2019 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	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	40	43	83
Number of votes cast by them	15998930	26354	16025284
% of Total Number of valid votes cast	99.84%	0.16%	100%

(ii) Voted against the resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	--	--
Number of votes cast by them	--	--	--
% of Total Number of valid votes cast	--	--	--

(iii) Invalid Votes

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	8	8
Number of votes cast by them	--	71	71

Based on the above results, I report that the Ordinary Resolution contained in Item No.2 of the Notice dated 12th July 2019 has been passed with requisite majority.



Ref. No.....

Dated.....

c) RESOLUTION No.3

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	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	35	43	78
Number of votes cast by them	13012417	26354	13038771
% of Total Number of valid votes cast	99.80%	0.20%	100%

29,86,513 votes cast in favour by 5 shareholders in the promoter group have not been considered in remote e-voting, being interested.

(ii) Voted against the resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	--	--
Number of votes cast by them	--	--	--
% of Total Number of valid votes cast	--	--	--

(iii) Invalid Votes

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	8	8
Number of votes cast by them	--	71	71

Based on the above results, I report that the Ordinary Resolution contained in Item No.3 of the Notice dated 12th July 2019 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	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	36	43	79
Number of votes cast by them	9894330	26354	9920684
% of Total Number of valid votes cast	99.73%	0.27%	100%

61,04,600 votes cast in favour by 4 shareholders in the promoter group have not been considered in remote e-voting, being interested.

(ii) Voted against the resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	--	--
Number of votes cast by them	--	--	--
% of Total Number of valid votes cast	--	--	--

(iii) Invalid Votes

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	8	8
Number of votes cast by them	--	71	71



Based on the above results, I report that the Ordinary Resolution contained in Item No.4 of the Notice dated 12th July 2019 has been passed with requisite majority.

Ref. No.....

Dated.....

e) RESOLUTION No.5

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	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	31	43	74
Number of votes cast by them	8109131	26354	8135485
% of Total Number of valid votes cast	99.68%	0.32%	100%

78,89,799 votes cast in favour by 9 shareholders in the promoter group have not been considered in remote e-voting, being interested

(ii) Voted against the resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	--	--
Number of votes cast by them	--	--	--
% of Total Number of valid votes cast	--	--	--

(iii) Invalid Votes

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	8	8
Number of votes cast by them	--	71	71



Based on the above results, I report that the Ordinary Resolution contained in Item No.5 of the Notice dated 12th July 2019 has been passed with requisite majority.

Ref. No.....

Dated.....

f) RESOLUTION No.6

To appoint M/s Harish & Co. Chartered Accountants Jalandhar as statutory Auditors in place of the retiring Auditors and to fix their remuneration

(i) Voted in favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	39	43	82
Number of votes cast by them	15998870	26354	16025224
% of Total Number of valid votes cast	99.84%	0.16%	100%

(ii) Voted against the resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	60	--	60
% of Total Number of valid votes cast	0.00	--	0.00

(iii) Invalid Votes

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	8	8
Number of votes cast by them	--	71	71



Based on the above results, I report that the Ordinary Resolution contained in Item No.6 of the Notice dated 12th July 2019 has been passed with requisite majority.

Ref. No.....

Dated.....

g) RESOLUTION No.7

To appoint Lt. General Praveen Bakshi (Retd.) (DIN 08261443) as an Independent Director of the Company

(i) Voted in favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	40	43	83
Number of votes cast by them	15998930	26354	16025284
% of Total Number of valid votes cast	99.84%	0.16%	100%

(ii) Voted against the resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	--	--
Number of votes cast by them	--	--	--
% of Total Number of valid votes cast	--	--	--

(iii) Invalid Votes

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	8	8
Number of votes cast by them	--	71	71



Based on the above results, I report that the Ordinary Resolution contained in Item No.7 of the Notice dated 12th July 2019 has been passed with requisite majority.

Ref. No.....

Dated.....

h) RESOLUTION No.8

**To approve the remuneration of Mr. Jasvinder Singh (DIN 01831572)
for the remaining period of his tenure**

(i) Voted In favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	35	43	78
Number of votes cast by them	9894270	26354	9920624
% of Total Number of valid votes cast	99.73%	0.27%	100%

61,04,600 votes cast in favour by 4 shareholders in the promoter group have not been considered in remote e-voting, being interested.

(ii) Voted against the resolution

(iii)

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	60	--	60
% of Total Number of valid votes cast	0.00	--	0.00

(iv) Invalid Votes

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	8	8
Number of votes cast by them	--	71	71



Based on the above results, I report that the Special Resolution contained in Item No.8 of the Notice dated 12th July 2019 has been passed with requisite majority.

Ref. No.....

Dated.....

i) RESOLUTION No.9

To approve the remuneration of Mr. Ranbir Singh (DIN 01572708) for the remaining period of his tenure

(i) Voted In favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	30	43	73
Number of votes cast by them	8109071	26354	8135425
% of Total Number of valid votes cast	99.68%	0.32%	100%

78,89,799 votes cast in favour by 9 shareholders in the promoter group have not been considered in remote e-voting, being interested

(ii) Voted against the resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	60	--	60
% of Total Number of valid votes cast	0.00	--	0.00

(iii) Invalid Votes

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	--	8	8
Number of votes cast by them	--	71	71

Based on the above results, I report that the Special Resolution contained in Item No.9 of the Notice dated 12th July 2019 has been passed with requisite majority.

