

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 : June 14, 2022

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 / REMOTE E-VOTING**

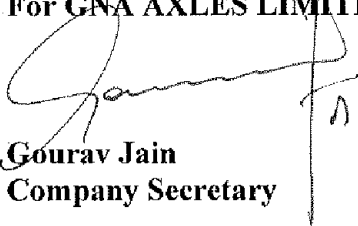
Sir,

In compliance of regulation 30 of SEBI (LODR) Regulations, 2015 please find enclosed the notice of the Postal Ballot / Remote E-Voting issued to shareholders for according approval for the appointment of the Non Executive Independent Directors of the Company

This is for your information and record.

Thanking You

**Yours Truly  
For GNA AXLES LIMITED**

  
**Gourav Jain  
Company Secretary**





**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, website :  
www.gnagroup.com

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

<b><u>EVOTING STARTS ON</u></b>	<b><u>E-VOTING ENDS ON</u></b>
<b>16<sup>th</sup> June 2022 9:00 AM</b>	<b>15<sup>th</sup> July, 2022 5:00 PM</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 his 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 17<sup>th</sup> July, 2022.*** at the Registered Office of the Company. The results of Postal Ballot will be put up on the Company's website www.gnagroup.com and will be communicated to BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and at Instavote.linkintime.co.in, for publishing on their respective websites. The Company seeks approval of the Members, for the following businesses:

For GNA Axles Limited  
  
Gourav Jain  
Company Secretary

**SPECIAL BUSINESS:**

**ITEM NO 1**

**TO CONSIDER THE REAPPOINTMENT OF Mr. AJIT SINGH (DIN 00237491) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ajit Singh (DIN: 00237491 ), Independent Director of the Company, who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Five (5) consecutive years with effect from May 5, 2022 to May 4, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**ITEM NO 2**

**TO CONSIDER THE APPOINTMENT OF AIR VICE MARSHAL SARAVJIT SINGH HOTH (Retd.) (DIN 09182046) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

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


“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Air Vice Marshal Saravjit Singh Hothi (retd.) (DIN: 09182046), who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of Five (5) consecutive years with effect from June 10, 2022 till June 9, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**ITEM NO 3**

**TO CONSIDER THE APPOINTMENT OF MR. ASHWANI KUMAR MALHOTRA (DIN 01062781) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

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

For GNA Axles Limited  
  
Gourav Jain  
Company Secretary

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashwani Malhotra (DIN: 01062781), who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of Five (5) consecutive years with effect from June 10, 2022 till June 9, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

#### **ITEM NO 4**

#### **TO CONSIDER THE APPOINTMENT OF MR. RAJAN WADHERA (DIN:00416429) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajan Wadhera (DIN: 00416429), who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of Five (5) consecutive years with effect from June 10, 2022 till June 9, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

#### **ITEM NO 5**

#### **TO CONSIDER THE APPOINTMENT OF MRS. POOJA UPPAL (DIN : 00796019) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Pooja Uppal (DIN: 00796019), who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that she meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of

For GNA Axles Limited

Gourav Jain  
Company Secretary

whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of Five (5) consecutive years with effect from June 10, 2022 till June 9, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

**Place: Mehtiana  
Dated: June 6, 2022**

**Gourav Jain  
(Company Secretary)  
Membership No A25399**

**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.gnagroup.com](http://www.gnagroup.com) 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 10th June, 2022 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 16th June, 2022 and will end at 5.00 p.m. on Friday the 15<sup>th</sup> July, 2022 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 10th June, 2022 (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. 15<sup>th</sup> July, 2022.

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

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**


For GNA Axles Limited  
Gourav Jain  
Company Secretary

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

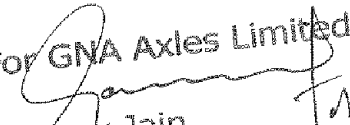
Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdcasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdcasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

For GNA Axles Limited  
  
 Gourav Jain  
 Company Secretary

<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

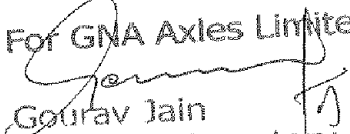
For GNA Axles Limited  
  
 Gourav Jain  
 Company Secretary

<p><b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b></p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> <li>A. <b>User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li>B. <b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. <b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> </ul> </li> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> <li>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. 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).</li> <li>7. 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.</li> </ol>
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**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.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

For GNA Axles Limited  
  
Gourav Jain  
Company Secretary



- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
  - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members 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.

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

- Shareholders/ members 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".

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

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022-4918 6000.

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

**ITEM NO 1**

**TO CONSIDER THE REAPPOINTMENT OF Mr. AJIT SINGH (DIN : 00237491) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING MAY 5, 2022.**

For GNA Axles Limited  
 Gaurav Jain  
 Company Secretary

Mr. Ajit Singh was appointed as an Independent Director on the Board of the Company by the Board of Directors on 5<sup>th</sup> May 2017 for a term of 5 years. The Board of Directors of the Company in their meeting held on 29<sup>th</sup> April, 2022 had reappointed Mr. Ajit Singh as Independent Director of the Company for a second term of five years commencing 5<sup>th</sup> May 2022 subject to the approval of the shareholders of the Company. Mr. Ajit Singh is a renowned Businessman of the area and has expertise in the Finance and General Business Management and the company has gained a lot from his inputs during his tenure as Independent Director.

In terms of Section 149, 150 152, any other applicable provision of The Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the term of appointment of above existing Independent Director expired on 4<sup>th</sup> May, 2022 and it is proposed that the above Director, be re-appointed as Independent Director for a further period i.e. from 05.05.2022 to 04.05.2027 and shall not be liable to retire by rotation.

The Independent Director has confirmed that he is not disqualified in terms of Section 164 of the Act read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed/ reappointed as Independent Director of the Company and has received requisite declarations from Mr. Ajit Singh including confirmation that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. The terms and conditions of his re-appointment are available for inspection by members at the registered office of the Company and are also available on the website of the Company.

In terms of Section 160 of the Act, the requisite notice in writing from a member has been received proposing the reappointment of Mr. Ajit Singh as Non Executive Independent Director of the Company.

The Board recommends the Special Resolution as set out in Item No 1 of this Notice for approval by the members.


None of the Directors / Key Managerial Personnel of the company except Mr. Ajit Singh is interested or concerned in the resolution.

## **ITEM NO 2**

### **TO CONSIDER THE APPOINTMENT OF AIR VICE MARSHAL SARAVJIT SINGH HOTHJI (Retd.) (DIN 09182046) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

Air Vice Marshal Saravjit Singh Hothi (Retd.) was appointed as an Independent Director on the Board of the Company by the Board of Directors on in their meeting held on 6<sup>th</sup> June, 2022 for a term of five years commencing 10<sup>th</sup> June, 2022 to 9<sup>th</sup> June, 2027 subject to the approval of the shareholders of the Company. Mr. Hothi had an excellent career during his coveted service, spanning about 30 years. with Indian Air Force. He has to his credit excellent administrative & Managerial skills in commanding/ managing men & materials. He has been decorated twice by The President of India with prestigious medals like Vayu Sena Medal and Vashishth Sewa Medal. Presently, he is proprietor of MSP, Jalandhar and associated with "The Knowledge Academy" (a UK based organisation) which provides training to the Corporate Professionals. Mr. Hothi has also done a course on 'Independent Directors Studies for Senior Officer of Armed Forces' at Mumbai in the year 2006.

The Proposed Independent Director has confirmed that he is not disqualified in terms of Section 164 of the Act read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed/ reappointed as Independent Director of the Company and has received requisite declarations from Mr. Hothi including confirmation that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. The terms and conditions of his re-appointment are available for inspection by members at the registered office of the Company and are also available on the website of the Company.

**GNA Axles Limited**  
  
Gourav Jain  
Company Secretary

In terms of Section 160 of the Act, the requisite notice in writing from a member has been received proposing the reappointment of Mr. Hothi as Non Executive Independent Director of the Company.

The Board recommends the Special Resolution as set out in Item No 2 of this Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the company, except the proposed Director Mr. Hothi, is interested or concerned in the resolution.

### **ITEM NO 3**

#### **TO CONSIDER THE APPOINTMENT OF MR. ASHWANI KUMAR MALHOTRA (DIN 01062781) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

Mr. Ashwani Kumar Malhotra was appointed as an Independent Director on the Board of the Company by the Board of Directors on in their meeting held on 6<sup>th</sup> June, 2022 for a term of five years commencing 10<sup>th</sup> June, 2022 to 9<sup>th</sup> June, 2027 subject to the approval of the shareholders of the Company. Mr. Malhotra is an Industrialist and has a vast experience of more than 30 years in Auto Component manufacturing, Finance, marketing and General Business Management. He is Diploma Holder in Civil Engineering.

The Proposed Independent Director has confirmed that he is not disqualified in terms of Section 164 of the Act read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed/ reappointed as Independent Director of the Company and has received requisite declarations from Mr. Malhotra including confirmation that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. The terms and conditions of his re-appointment are available for inspection by members at the registered office of the Company and are also available on the website of the Company.

In terms of Section 160 of the Act, the requisite notice in writing from a member has been received proposing the reappointment of Mr. Malhotra as Non Executive Independent Director of the Company.

The Board recommends the Special Resolution as set out in Item No 3 of this Notice for approval by the members.

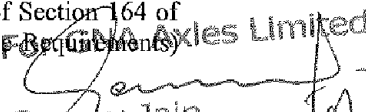
None of the Directors / Key Managerial Personnel of the company, except the proposed Director Mr. Malhotra, is interested or concerned in the resolution.

### **ITEM NO 4**

#### **TO CONSIDER THE APPOINTMENT OF MR. RAJAN WADHERA (DIN:00416429) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

Mr. Rajan Wadhera was appointed as an Independent Director on the Board of the Company by the Board of Directors on in their meeting held on 6<sup>th</sup> June, 2022 for a term of five years commencing 10<sup>th</sup> June, 2022 to 9<sup>th</sup> June, 2027 subject to the approval of the shareholders of the Company. Mr. Wadhera is a Post Graduate in Aircraft Propulsion from IIT Mumbai. He is a renowned name in the Auto Industry and has an experience of more than 40 years in the Auto Sector. He was President Automotive Sector – Mahindra & Mahindra Limited and was member of Group Executive Board of Mahindra & Mahindra Limited and is presently associated as Advisor to Classic Legends Private Limited, a Mahindra Group Company.

The Proposed Independent Director has confirmed that he is not disqualified in terms of Section 164 of the Act read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed/ reappointed as Independent Director of the Company and has received requisite declarations from Mr. Wadhera including confirmation that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. The terms and conditions of his re-appointment are available for inspection by members at the registered office of the Company and are also available on the website of the Company.

  
Gourav Jain  
Company Secretary

Regulations, 2015, for being appointed/ reappointed as Independent Director of the Company and has received requisite declarations from Mr. Wadhera including confirmation that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. The terms and conditions of his re-appointment are available for inspection by members at the registered office of the Company and are also available on the website of the Company.

In terms of Section 160 of the Act, the requisite notice in writing from a member has been received proposing the reappointment of Mr. Wadhera as Non Executive Independent Director of the Company.

The Board recommends the Special Resolution as set out in Item No 4 of this Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the company, except the proposed Director Mr. Wadhera, is interested or concerned in the resolution.

**ITEM NO 5**

**TO CONSIDER THE APPOINTMENT OF MRS. POOJA UPPAL (DIN : 00796019) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

Mrs. Pooja Uppal was appointed as an Independent Director on the Board of the Company by the Board of Directors on in their meeting held on 6<sup>th</sup> June, 2022 for a term of five years commencing 10<sup>th</sup> June, 2022 to 9<sup>th</sup> June, 2027 subject to the approval of the shareholders of the Company. Mrs. Uppal is an Engineering Graduate from Bangalore University and has an experience of around 25 years in the manufacturing Industry and in General Management.

The Proposed Independent Director has confirmed that she is not disqualified in terms of Section 164 of the Act read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed/ reappointed as Independent Director of the Company and has received requisite declarations from Mrs. Uppal including confirmation that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. The terms and conditions of her re-appointment are available for inspection by members at the registered office of the Company and are also available on the website of the Company.


In terms of Section 160 of the Act, the requisite notice in writing from a member has been received proposing the reappointment of Mrs. Uppal as Non Executive Independent Director of the Company.

The Board recommends the Special Resolution as set out in Item No 5 of this Notice for approval by the members.


None of the Directors / Key Managerial Personnel of the company, except the proposed Director Mrs. Pooja Uppal and Mr. Vikas Uppal, Director of the Company whose tenure is completing on 9<sup>th</sup> June 2022, is interested or concerned in the resolution.

**As required by SEBI (LODR) Regulations, 2015 the statement below gives the relevant details of the Directors being Appointed.**

Name of Director	Mr. Ajit Singh	Mr. Rajan Wadhera	Mrs. Pooja Uppal	Mr. Ashwani Malhotra	Air Vice Marshal Saravjit Singh Hothi (Retd.)
Brief Particulars	Mr. Ajit Singh is a renowned businessman of the Area and has an experience of around 35 years	Sh. Rajan Wadhera is a renowned name in the auto industry. He retired as President Automotive Sector Mahindra & Mahindra	Mrs. Pooja Uppal is an engineering Graduate and has an experience of around 25 years in the auto	Mr. Ashwani Kumar Malhotra is an engineering diploma holder and has an experience of more than 30 years in the	Sh. S S Hothi had an excellent career during his coveted service, spanning about 30 years. with Indian Air Force.

For GNA Axles Limited  
  
 Gourav Jain  
 Company Secretary

	in the field of Finance and Business administration.	Limited in 2020. He had an illustrious career spanning 40 years in the automotive industry.	components Industry and in the filed of General Management	Auto component Manufacturing sector.	He has to his credit excellent administrative & Managerial skills in commanding/ managing men & materials.
DIN	02637491	00416429	00796019	01062781	09182046
Date of Birth	26-09-1963	10-07-1956	0-05-1964	19-11-1963	23-10-1949
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment	05-05-2022	10-06-2022	10-06-2022	10-06-2022	10-06-2022
Qualification	Commerce Graduate	M.Tech (Aircraft Propulsion) from IIT Mumbai.	Graduate	Diploma in Civil Engineering	Graduate
Shareholding in the Company	10 Equity Shares	NIL	NIL	NIL	NIL
List of Directorships held in other Companies	Sukhjit Mega Food Park Limited. New Look Colonizers Private Limited Castech Auto Private Limited	NIL	Opal Engines Private Limited	Friends castings Private Limited	The Sukhjit Starch & Chemicals Limited
Relationship with other Directors	Not related to any Director	Not related to any Director	Related to Mr. Vikas Uppal, Director of the Company whose tenure is expiring on June 9, 2022	Not related to any Director	Not related to any Director

For GNA Axles Limited  
  
Gourav Jain  
Company Secretary