

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 : September 6, 2017

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 24th Annual General Meeting (AGM) of the Company held on 5th September, 2017.

Sir,

The 24th Annual General Meeting of the Company was held on September 5, 2017 at 11:30 AM at Majestic Grand Hotel, GT Road Paragpur Jalandhar, to transact the business as stated in the Notice dated July 19, 2017, convening the AGM.

In this regard, Please find enclosed the following :-

1. Summary of proceedings of the AGM as required under Regulation 30, Para A of Schedule III of SEBI (LODR) Regulations, 2015. – **Annexure A.**
2. Voting results of the business transacted at the AGM, as required under regulation 44(3) of Listing Regulations. – **Annexure B.**
3. Report of the Scrutinizers dated September 6, 2017 pursuant to section 108 of the Companies Act 2013 and relevant rules made thereunder.

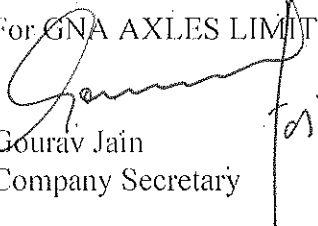
The voting results alongwith the report of the scrutinizers dated September 6, 2017 is made available on the Company's website also.

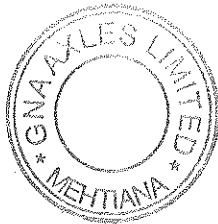
This is for your information and record.

Thanking You

Yours Truly

For GNA AXLES LIMITED


Gourav Jain
Company Secretary



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Summary of Proceedings of the 24th Annual General Meeting of GNA Axles Limited

DATE, TIME AND VENUE OF THE MEETING

The 24th Annual General Meeting of the Company was held on Tuesday, 5th September, 2017 at Majestic Grand Hotel, GT Road Paragpur Jalandhar 144001 Punjab. The meeting commenced at 11:30 AM and concluded at 12:45 PM.

PROCEEDINGS AT THE MEETING

- (a) As the Chairman S. Rachhpall Singh was not present, the members present elected Mr. Ranbir Singh as the Chairman of the 24th Annual General Meeting.
- (b) The Chairman informed the Members that the requisite quorum was present and called the Meeting to order.
- (c) The Chairman introduced the Board members present at the meeting to the shareholders.
- (d) The Chairman gave an overview of the financial and operational performance of the Company for the financial year ended 31st March, 2017 and the future outlook.
- (e) He further informed that the Board of Directors have engaged the services of Central Depository Services India Limited and have appointed Ms. Harsimran Kaur, practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the voting through poll at the meeting and remote e-voting process.
- (f) Ms. Harsimran Kaur, Scrutinizer assisted the shareholders present at the meeting for casting the votes by poll process.
- (g) Thereafter, the following items of business as set out in the Notice convening the 24th Annual General Meeting were commended for consideration and approval of the members:
1. Adoption of the Audited Balance Sheet as on 31st March, 2017, statement of Profit and Loss for the year on that date, together with the report of Auditors and Directors thereon.
 2. Reappointment of Mr. Jasvinder Singh, liable to retire by rotation as Director of the Company.
 3. Reappointment of Mr. Ranbir Singh, liable to retire by rotation as Director of the Company.
 4. Reappointment of Mr. Gurdeep Singh, liable to retire by rotation as Director of the Company.

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5. Appointment of M/s Harish & Co., as Statutory Auditors of the Company.
6. Reappointment of Mr. Anish Kumar Dhingra as Independent Director of the Company for a period of 5 years.
7. Reappointment of Mr. Vikas Uppal as Independent Director of the Company for a period of 5 years.
8. Reappointment of Mr. Manbhupinder Singh Atwal as Independent Director of the Company for a period of 5 years.
9. Reappointment of Air Cmde (Retd.) Shailindra Singh Kaushik as Independent Director of the Company for a period of 5 years.
10. Reappointment of Mrs. Geeta Khanna as Independent Director of the Company for a period of 5 years.
11. Reappointment of Mr. Ajit Singh as Independent Director of the Company for a period of 5 years.
12. Reappointment of Mr. Rachhpall Singh as Executive Director of the Company for a period of 3 years.
13. Reappointment of Mr. Gursaran Singh as Managing Director of the Company for a period of 3 years.

The queries of the shareholders were replied to their satisfaction and thereafter the members present casted their votes on the resolutions as set out in the notice convening the 24th Annual General Meeting.

The Chairman informed the Members that the voting results of resolutions passed at the Annual General Meeting shall be displayed on the website of the Company and simultaneously be communicated to the Stock Exchanges upon receipt of the report of the scrutinizer authorized Mr. Gourav Jain, Company Secretary of the Company to declare the results of the voting.

The Scrutinizers report was received after the conclusion of the meeting and all the resolutions were declared passed with the requisite majority.

This is for your information and records.

Yours Truly

For GNA Axles Limited


Gourav Jain
Company Secretary



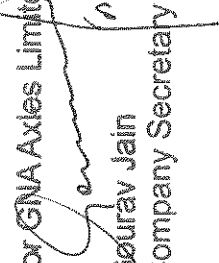
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Annexure - B

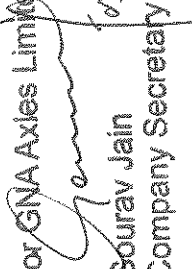
Name of Company	G N A Axles Limited
Date of AGM	5th September, 2017
Record Date / Cut off date	29th August, 2017
Total number of shareholders on record date	15687
Number of shareholders present in the meeting either in person or through proxy	
i) Promoter and Promoter Group :	6
ii) Public :	58
Number of shareholders attended the meeting through Video Conferencing	Not Applicable
i) Promoter and Promoter Group :	Not Applicable
ii) Public :	Not Applicable

For GNA Axles Limited

Gourav Jain
Company Secretary

Resolution Number	1										
Resolution Required	ORDINARY : To receive, consider and adopt the Audited Balance Sheet as 31st March, 2017 statement of Profit and Loss together with the report of Auditor's and Directors thereon										
Whether Promoter / Promoter group are interested in the Resolution	Yes, to the extent of their shareholding										
Category	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes in favour	No. of votes against	% votes in favour on votes polled $6 = \frac{(4)}{(2)} * 100$	% votes against on votes polled $7 = \frac{(5)}{(3)} * 100$			
Promoter and Promoter Group	E-Voting	15165400	15165400	100	15165400	4	5	100	0	0	0
	Poll	15165400	-	-	-	-	-	-	0	-	-
	Postal Ballot (if Applicable)		-	-	-	-	-	-	-	-	-
	Total	15165400	15165400	100	15165400	4	5	100	0	0	0
Public - Institutions	E-Voting	2239163	2239163	68.77	2239163	0	0	100	0	0	0
	Poll	3256218	-	-	-	-	-	-	-	-	0
	Postal Ballot (if Applicable)		-	-	-	-	-	-	-	-	-
	Total	3256218	2239163	68.77	2239163	0	0	100	0	0	0
Public - Non Institutions	E-Voting	3043782	36925	1.21	36925	0	0	100	0	0	0
	Poll	3043782	20936	0.69	20936	0	0	100	0	0	0
	Postal Ballot (if Applicable)		-	-	-	-	-	-	-	-	-
	Total	3043782	57861	1.9	57861	0	0	100	0	0	0
	Grand Total	21465400	17462424	81.35	17462424	0	0	100	0	0	0

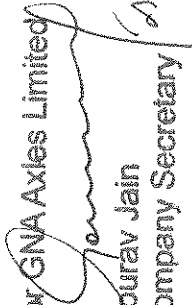
For GNA Axles Limited

 Gaurav Jain
 Company Secretary

Resolution Number	2									
Resolution Required	ORDINARY : To appoint a Director in place of Mr. Jasvinder Singh who being eligible offers himself for reappointment									
Whether Promoter / Promoter group are interested in the Resolution	No									
Category	Yes, to the extent of their shareholding									
	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes in favour	No. of votes against	% votes in favour on votes polled $6 = \frac{(4)}{(2)} * 100$	% votes against on votes polled $7 = \frac{(5)}{(3)} * 100$		
Promoter and Promoter Group	E-Voting	15165400	15165400	100	15165400	4	6	100	0	0
	Poll	15165400	-	-	-	0	-	-	-	-
	Postal Ballot (if Applicable)	-	-	-	-	-	-	-	-	-
	Total	15165400	15165400	100	15165400	4	6	100	0	0
Public - Institutions	E-Voting	2239163	2239163	68.77	2239163	0	0	100	0	0
	Poll	3256218	-	-	-	-	-	-	-	-
	Postal Ballot (if Applicable)	-	-	-	-	-	-	-	-	-
	Total	3256218	2239163	68.77	2239163	0	0	100	0	0
Public - Non Institutions	E-Voting	3043782	36888	1.21	36888	37	37	1.21	0	0
	Poll	3043782	20936	0.69	20936	0	0	100	0	0
	Postal Ballot (if Applicable)	-	-	-	-	-	-	-	-	-
	Total	3043782	57824	1.9	57824	37	37	100	0	0
Grand Total		21465400	17462387	81.35	17462387	37	37	100	0	0


For GNA Axies Limited

 Sourav Jain
 Company Secretary

Resolution Number	3									
Resolution Required	ORDINARY : To appoint a Director in place of Mr. Ranbir Singh who being eligible offers himself for reappointment									
Whether Promoter / Promoter group are interested in the Resolution										
Category	Yes, to the extent of their shareholding									
	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes in favour	No. of votes against	% votes in favour on $5 = \frac{(4)}{(2)} * 100$	% votes against on $7 = \frac{(5)}{(3)} * 100$		
Promoter and Promoter Group	E-Voting	15165400	15165400	100	15165400	4	6	100	0	0
	Poll	15165400	-	-	-	-	-	-	0	-
	Postal Ballot (if Applicable)		-	-	-	-	-	-	-	-
	Total	15165400	15165400	100	15165400	4	6	100	0	0
Public - Institutions	E-Voting	2239163	2239163	68.77	2239163	0	0	100	0	0
	Poll	3256218	-	-	-	-	-	-	0	0
	Postal Ballot (if Applicable)		-	-	-	-	-	-	-	-
	Total	3256218	2239163	68.77	2239163	0	0	100	0	0
Public - Non Institutions	E-Voting	36888	36888	1.21	36888	37	1.21	1.21	0	0
	Poll	3043782	20936	0.69	20936	0	0	100	0	0
	Postal Ballot (if Applicable)		-	-	-	-	-	-	-	-
	Total	3043782	57824	1.9	57824	37	100	100	0	0
	Grand Total	21465400	17462387	81.35	17462387	37	100	100	0	0

Resolution Number	4									
Resolution Required	ORDINARY : To appoint a Director in place of Mr. Gurdeep Singh who being eligible offers himself for reappointment									
Whether Promoter / Promoter group are interested in the Resolution	Yes, to the extent of their shareholding									
Category	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes in favour	No. of votes against	% votes in favour on $6 = \frac{(4)}{(2)} * 100$	% votes against on $7 = \frac{(5)}{(3)} * 100$		
Promoter and Promoter Group	E-Voting	15165400	15165400	100	15165400	4	5	100	0	0
	Poll	15165400	-	-	-	-	-	-	-	-
	Postal Ballot (if Applicable)		-	-	-	-	-	-	-	-
	Total	15165400	15165400	100	15165400	0	0	100	0	0
Public - Institutions	E-Voting	2239163	2239163	68.77	2239163	0	0	100	-	-
	Poll	3256218	-	-	-	-	-	-	-	0
	Postal Ballot (if Applicable)		-	-	-	-	-	-	-	-
	Total	3256218	2239163	68.77	2239163	0	0	100	0	0
Public - Non Institutions	E-Voting	36888	36888	1.21	36888	37	37	1.21	0	0
	Poll	3043782	20936	0.69	20936	0	0	100	0	0
	Postal Ballot (if Applicable)		-	-	-	-	-	-	-	-
	Total	3043782	57824	1.9	57824	37	37	100	0	0
Grand Total		21465400	17462387	81.35	17462387	37	37	100	0	0

For GNA Axles Limited

 Gourav Jain
 Company Secretary

Resolution Number	5									
Resolution Required	ORDINARY : To appoint M/s Harish & Co., Chartered Accountants Jaalandhar as Statutory Auditors for a period of 5 years and to fix their remuneration.									
Whether Promoter / Promoter group are interested in the Resolution	Yes, to the extent of their shareholding									
Category	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes in favour 4	No. of votes against 5	% votes in favour on votes polled $6 = \frac{(4)}{(2)} * 100$	% votes against on votes polled $7 = \frac{(5)}{(3)} * 100$		
Promoter and Promoter Group	E-Voting	15165400	15165400	100	15165400	0	100	0		
	Poll	15165400	-	-	-	0	-	-		
	Postal Ballot (if Applicable)		-	-	-	-	-	-		
Public - Institutions	Total	15165400	15165400	100	15165400	0	100	0		
	E-Voting		2239163	68.77	2049434	189729	91.53	8.47		
	Poll		-	-	-	-	-	0		
Public - Non Institutions	Postal Ballot (if Applicable)		-	-	-	-	-	-		
	Total	3256218	2239163	68.77	2049434	189729	100	0		
	E-Voting		36925	1.21	36797	128	99.65	0.35		
Public - Non Institutions	Poll	3043782	20936	0.69	20936	0	100	0		
	Postal Ballot (if Applicable)		-	-	-	-	-	-		
	Total	3043782	57861	1.9	57733	128	100	0		
Grand Total		21465400	17462424	81.35	17272567	189857	98.91	1.09		


For GNA Axies Limited

 Gourav Jain
 Company Secretary

Resolution Number	6									
Resolution Required	SPECIAL: To reappoint Mr. Anish Kumar Dhingra as Independent Director of the Company for a period of 5 years.									
Whether Promoter / Promoter group are interested in the Resolution	Yes, to the extent of their shareholding									
Resolution Category	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes in favour	No. of votes against	% votes in favour on votes polled $5 = \frac{(4)}{(2)} * 100$	% votes against on votes polled $7 = \frac{(5)}{(3)} * 100$		
Promoter and Promoter Group	E-Voting	15165400	15165400	100	15165400	4	100	0	0	0
	Poll									
	Postal Ballot (if Applicable)									
	Total	15165400	15165400	100	15165400	0	100	0	0	0
Public - Institutions	E-Voting		2239163	68.77	2239163	0	100	0	0	0
	Poll	3256218								
	Postal Ballot (if Applicable)									
	Total	3256218	2239163	68.77	2239163	0	100	0	0	0
Public - Non Institutions	E-Voting		36925	1.21	36888	37	1.21	0	0	0
	Poll	3043782	20936	0.69	20936	0	100	0	0	0
	Postal Ballot (if Applicable)									
	Total	3043782	57861	1.9	57824	37	100	0	0	0
Grand Total		21465400	17462424	81.35	17462387	37	100	0	0	0

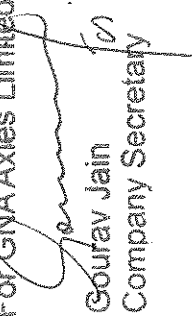
For GNA Axles Limited

Gourav Jain
Company Secretary

Resolution Number	7										
Resolution Required	SPECIAL: To reappoint Mr. Vikas Uppal as Independent Director of the Company for a period of 5 years.										
Whether Promoter / Promoter group are interested in the Resolution Category	Yes, to the extent of their shareholding										
Resolution Category	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)/(1)}{1} * 100$	No. of Votes in favour	No. of votes against	% votes in favour on $5 = \frac{(4)/(2)}{2} * 100$	% votes against on $7 = \frac{(5)/(3)}{3} * 100$			
Promoter and Promoter Group	E-Voting		15165400	100	15165400	4	100	0			
	Poll	15165400	-	-	-	0	-	-			
	Postal Ballot (if Applicable)		-	-	-	-	-	-			
	Total	15165400	15165400	100	15165400	0	100	0			
Public - Institutions	E-Voting		2239163	68.77	2239163	0	100	0			
	Poll	3256218	-	-	-	-	-	-			
	Postal Ballot (if Applicable)		-	-	-	-	-	-			
	Total	3256218	2239163	68.77	2239163	0	100	0			
Public - Non Institutions	E-Voting		36875	1.21	36875	0	100	0			
	Poll	3043782	20936	0.69	20936	0	100	0			
	Postal Ballot (if Applicable)		-	-	-	-	-	-			
	Total	3043782	57811	1.9	57811	0	100	0			
Grand Total		21465400	17462374	81.35	17462374	0	100	0			

For GNA Axles Limited

 Gourav Jain
 Company Secretary

Resolution Number	8												
Resolution Required	SPECIAL: To reappoint Mr. Manbhupinder Singh Atwal as Independent Director of the Company for a period of 5 years.												
Whether Promoter / Promoter group are interested in the Resolution	Yes, to the extent of their shareholding												
Resolution Category	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{[(2)/(1)] * 100}{}$	No. of Votes in favour	No. of votes against	% votes in favour on $5 = \frac{[(4)/(2)] * 100}{}$	% votes against on $7 = \frac{[(5)/(3)] * 100}{}$					
Promoter and Promoter Group	E-Voting		15165400		15165400	15165400	100	100	0	0	0	0	
	Poll	15165400							0	0			
	Postal Ballot (if Applicable)												
	Total		15165400		15165400	15165400	100	100	0	0	100	100	0
Public - Institutions	E-Voting		2239163		2239163	2239163	68.77		0	0	100		
	Poll	3256218											0
	Postal Ballot (if Applicable)												
	Total		3256218		2239163	2239163	68.77	68.77	0	0	100	100	0
Public - Non Institutions	E-Voting		36925		36925	36925	1.21		0	0	100		
	Poll	3043782			20936	20936	0.69		0	0	100		0
	Postal Ballot (if Applicable)												
	Total		3043782		57861	57861	1.9	1.9	0	0	100	100	0
Grand Total		21465400		17462424	17462424	81.35	81.35	0	0	100	100	0	0

For GNA Axles Limited

 Gourav Jain
 Company Secretary

Resolution Number
Resolution Required

SPECIAL: To reappoint Air Cmde (Retd.) Shalindra Singh Kaushik as Independent Director of the Company for a period of 5 years.

Whether Promoter / Promoter
group are interested in the
Resolution
Category

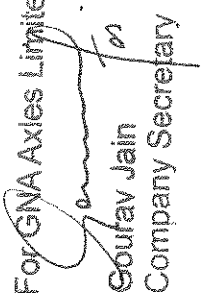
Yes, to the extent of their shareholding

Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)/(1)}{100} * 100$	No. of Votes in favour 4	No. of votes against 5	% votes in favour on votes polled $6 = \frac{(4)/(2)}{100} * 100$	% votes against on votes polled $7 = \frac{(5)/(3)}{100} * 100$
E-Voting	15165400	15165400	100	15165400	0	100	0
Poll					0		
Postal Ballot (if Applicable)							
Total	15165400	15165400	100	15165400	0	100	0
E-Voting		2239163	68.77	2239163	0	100	0
Poll							
Postal Ballot (if Applicable)							
Total	3256218	2239163	68.77	2239163	0	100	0
E-Voting		36925	1.21	36925	0	100	0
Poll							
Postal Ballot (if Applicable)							
Total	3043782	20936	0.69	20936	0	100	0
E-Voting							
Poll							
Postal Ballot (if Applicable)							
Total	3043782	57861	1.9	57861	0	100	0
Grand Total	21465400	17462424	81.35	17462424	0	100	0

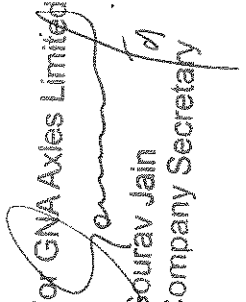
For GNA Axles Limited

Gourav Jain
Company Secretary

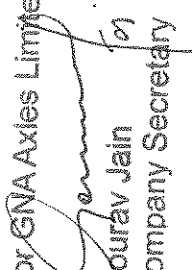
Resolution Number	10									
Resolution Required	SPECIAL: To reappoint Ms. Geeta Khanna as Independent Director of the Company for a period of 5 years.									
Whether Promoter / Promoter group are interested in the Resolution Category	Yes, to the extent of their shareholding									
	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes in favour 4	No. of votes against 5	% votes in favour on $6 = \frac{(4)}{(2)} * 100$	% votes against on $7 = \frac{(5)}{(3)} * 100$		
Promoter and Promoter Group	E-Voting	15165400	15165400	100	15165400	0	100	0		
	Poll					0				
	Postal Ballot (if Applicable)									
	Total	15165400	15165400	100	15165400	0	100	0		
Public - Institutions	E-Voting		2239163	68.77	2239163	0	100			
	Poll	3256218								
	Postal Ballot (if Applicable)									
	Total	3256218	2239163	68.77	2239163	0	100	0		
Public - Non Institutions	E-Voting		36925	1.21	36925	0	100			
	Poll	3043782		0.69	20936	0	100			
	Postal Ballot (if Applicable)									
	Total	3043782	57861	1.9	57861	0	100	0		
	Grand Total	21465400	17462424	81.35	17462424	0	100	0		

For GNA Axles Limited

 Gourav Jain
 Company Secretary

Resolution Number	11										
Resolution Required	ORDINARY: To reappoint Mr. Ajit Wallia as Independent Director of the Company for a period of 5 years.										
Whether Promoter / Promoter group are interested in the Resolution	Yes, to the extent of their shareholding										
Resolution Category	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes in favour	No. of votes against	% votes in favour on $5 = \frac{(4)}{(2)} * 100$	% votes against on $7 = \frac{(5)}{(3)} * 100$			
Promoter and Promoter Group	E-Voting	15165400	15165400	100	15165400	4	6	100	0	0	0
	Poll	15165400	-	-	-	0	0	-	-	-	
	Postal Ballot (if Applicable)										
	Total	15165400	15165400	100	15165400	0	0	100	0	0	
Public - Institutions	E-Voting	2239163	2239163	68.77	2239163	0	0	100	0	0	
	Poll	3256218	-	-	-	-	-	-	-	-	
	Postal Ballot (if Applicable)										
	Total	3256218	2239163	68.77	2239163	0	0	100	0	0	
Public - Non Institutions	E-Voting	3043782	36925	1.21	36925	0	0	100	0	0	
	Poll	3043782	20936	0.69	20936	0	0	100	0	0	
	Postal Ballot (if Applicable)										
	Total	3043782	57861	1.9	57861	0	0	100	0	0	
Grand Total		21465400	17462424	81.35	17462424	0	0	100	0	0	

For GNA Axles Limited

 Gourav Jain
 Company Secretary

Resolution Number	12										
Resolution Required	SPECIAL : To reappoint Mr. Rachhpall Singh as Executive Director of the Company for a period of three years.										
Whether Promoter / Promoter group are interested in the Resolution											
Resolution Category	Yes, to the extent of their shareholding										
Mode of Voting	No. of shares held 1	No. of votes polled 2	% of votes polled on outstanding shares $3 = \frac{(2)/(1)}{1} * 100$	No. of Votes in favour	No. of votes against	% votes in favour on $6 = \frac{(4)/(2)}{2} * 100$	% votes against on $7 = \frac{(5)/(3)}{3} * 100$				
Promoter and Promoter Group											
E-Voting	15165400	15165400	100	15165400	0	100	0				
Poll											
Postal Ballot (if Applicable)											
Total	15165400	15165400	100	15165400	0	100	0				
Public - Institutions											
E-Voting	2239163	2239163	68.77	2239163	0	100	0				
Poll	3256218										
Postal Ballot (if Applicable)											
Total	3256218	2239163	68.77	2239163	0	100	0				
Public - Non Institutions											
E-Voting	3043782	36925	1.21	36888	37	1.21	0				
Poll		20936	0.69	20936	0	100	0				
Postal Ballot (if Applicable)											
Total	3043782	57861	1.9	57824	37	100	0				
Grand Total	21465400	17462424	81.35	17462387	37	100	0				

For GNA Axles Limited

 Gourav Jain
 Company Secretary

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 Fourth Annual General Meeting
of the Members of "**GNA Axles Limited**"
held on 5th September 2017

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 Fourth Annual General Meeting of the Shareholders dated 19th July 2017. My responsibility as a Scrutinizer for the voting process of voting by electronic means 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 Central Depository Services (India) 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. Saturday, 2nd September 2017 up to 5.00 p.m. on Monday, 4th September 2017.



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 Tuesday, 29th August 2017, 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 5th September 2017 at 3.09 PM, in presence of two witnesses, namely:
 - a) Mr. Aditya Sharma, (Address: 76-A, Defence Colony, Jalandhar); and
 - b) Mr. Yatin Dhiman, (Address: EK-17, Shivraj Garh, 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


Yatin Dhiman

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 Audited Balance Sheet as 31st March, 2017 statement of Profit and Loss together with the report of Auditor's 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)	41	44	85
Number of votes cast by them	17441488	20936	17462424
% of Total Number of valid votes cast	99.88%	0.12%	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	--	105	105



Based on the above results, I report that the Ordinary Resolution contained in Item No.1 of the Notice dated 19th July 2017 has been passed with requisite majority.

Ref. No.....

Dated.....

b) **RESOLUTION No.2**
To appoint a Director in place of Mr. Jasvinder Singh who 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)	40	44	84
Number of votes cast by them	17441451	20936	17462387
% of Total Number of valid votes cast	99.88%	0.12%	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	37	--	37
% 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	--	105	105



Based on the above results, I report that the Ordinary Resolution contained in Item No.2 of the Notice dated 19th July 2017 has been passed with requisite majority.

Ref. No.....

Dated.....

c) RESOLUTION No.3

To appoint a Director in place of Mr. Ranbir Singh who 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)	40	44	84
Number of votes cast by them	17441451	20936	17462387
% of Total Number of valid votes cast	99.88%	0.12%	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	37	--	37
% 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	--	105	105



Based on the above results, I report that the Ordinary Resolution contained in Item No.3 of the Notice dated 19th July 2017 has been passed with requisite majority.

Ref. No.....

Dated.....

d) **RESOLUTION No.4**

To appoint a Director in place of Mr. Gurdeep Singh who 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)	40	44	84
Number of votes cast by them	17441451	20936	17462387
% of Total Number of valid votes cast	99.88%	0.12%	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	37	--	37
% 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	--	105	105



Based on the above results, I report that the Ordinary Resolution contained in Item No.4 of the Notice dated 19th July 2017 has been passed with requisite majority.

Ref. No.....

Dated.....

e) **RESOLUTION No.5**

To appoint M/s Harish & Co., Chartered Accountants Jalandhar as Statutory Auditors for a period of 5 years

(i) Voted in favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	38	44	82
Number of votes cast by them	17251631	20936	17272567
% of Total Number of valid votes cast	98.79%	0.12%	98.91%

(ii) Voted against the resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	3	--	3
Number of votes cast by them	189857	--	189857
% of Total Number of valid votes cast	1.09%	--	1.09%

(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	--	105	105

Based on the above results, I report that the Ordinary Resolution contained in Item No.5 of the Notice dated 19th July 2017 has been passed with requisite majority.



Ref. No.....

Dated.....

f) **RESOLUTION No.6**
To reappoint Mr. Anish Kumar Dhingra as Independent Director of the Company for a period of 5 years

(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	44	84
Number of votes cast by them	17441451	20936	17462387
% of Total Number of valid votes cast	99.88%	0.12%	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	37	--	37
% 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	--	105	105

Based on the above results, I report that the Special Resolution contained in Item No.6 of the Notice dated 19th July 2017 has been passed with requisite majority.

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Ref. No.....

Dated.....

g) RESOLUTION No.7

To reappoint Mr. Vikas Uppal as Independent Director of the Company for a period of 5 years

(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	44	84
Number of votes cast by them	17441438	20936	17462374
% of Total Number of valid votes cast	99.88%	0.12%	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	--	105	105

Based on the above results, I report that the Special Resolution contained in Item No.7 of the Notice dated 19th July 2017 has been passed with requisite majority.



Ref. No.....

Dated.....

h) RESOLUTION No.8

To reappoint Mr. Manbhupinder Singh Atwal as Independent Director of the Company for a period of 5 years

(i) Voted in favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	41	44	85
Number of votes cast by them	17441488	20936	17462424
% of Total Number of valid votes cast	99.88%	0.12%	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	--	105	105

Based on the above results, I report that the Special Resolution contained in Item No.8 of the Notice dated 19th July 2017 has been passed with requisite majority.

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Ref. No.....

Dated.....

i) RESOLUTION No.9

To reappoint Air Cmde (Retd.) Shailindra Singh Kaushik as Independent Director of the Company for a period of 5 years

(i) Voted in favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	41	44	85
Number of votes cast by them	17441488	20936	17462424
% of Total Number of valid votes cast	99.88%	0.12%	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	--	105	105



Based on the above results, I report that the Special Resolution contained in Item No.9 of the Notice dated 19th July 2017 has been passed with requisite majority.

Ref. No.....

Dated.....

j) RESOLUTION No.10
To reappoint Ms. Geeta Khanna as Independent Director of the
Company for a period of 5 years

(i) Voted in favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	41	44	85
Number of votes cast by them	17441488	20936	17462424
% of Total Number of valid votes cast	99.88%	0.12%	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	--	105	105



Based on the above results, I report that the Special Resolution contained in Item No.10 of the Notice dated 19th July 2017 has been passed with requisite majority.

Ref. No.....

Dated.....

k) RESOLUTION No.11
To reappoint Mr. Ajit Singh as Independent Director of the Company
for a period of 5 years

(i) Voted in favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	41	44	85
Number of votes cast by them	17441488	20936	17462424
% of Total Number of valid votes cast	99.88%	0.12%	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	--	105	105



Based on the above results, I report that the Ordinary Resolution contained in Item No.11 of the Notice dated 19th July 2017 has been passed with requisite majority.

Ref. No.....

Dated.....

1) RESOLUTION No.12

To reappoint Mr. Rachhpall Singh as Executive Director of the Company for a period of three years

(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	44	84
Number of votes cast by them	17441451	20936	17462387
% of Total Number of valid votes cast	99.88%	0.12%	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	37	--	37
% 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	--	105	105



Based on the above results, I report that the Special Resolution contained in Item No.12 of the Notice dated 19th July 2017 has been passed with requisite majority.

Ref. No.....

Dated.....

m) **RESOLUTION No.13**

To reappoint Mr. Gursaran Singh as Executive Director of the Company for a period of three years

(i) Voted in favour of Resolution

	Remote E-voting	Ballot Poll (Voting at AGM)	Total
Number of Members voting (in person or by proxy)	41	44	85
Number of votes cast by them	17441488	20936	17462424
% of Total Number of valid votes cast	99.88%	0.12%	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	--	105	105



Based on the above results, I report that the Special Resolution contained in Item No.13 of the Notice dated 19th July 2017 has been passed with requisite majority.

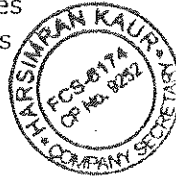
Ref. No.....

Dated.....

6. The Soft Copies of data containing files mentioning the list of shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed in a pen drive.
7. The electronic data and all other relevant records relating to the e voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Yours faithfully
For H. K. & Associates
Company Secretaries

Harsimran
Harsimran Kaur
Proprietor
M. No.F-8174, CP No.9252



Dated: 6th September 2017
Place: Jalandhar

FOR GNA AXLES LTD.
[Signature]
CHAIRMAN OF THE MEETING.