

GNA

GNA AXLES LIMITED

Corporate Identity Number : L29130PB1993PLC013684

Regd. Office : GNA House 1-C Chhoti Baradari – II Garha Road
Opposite Medical College Jalandhar - 144001 (India)

Phone : 91-181-4630477 Fax : 91-181-4630477

E-mail: gjain@gnagroup.com, Website : www.gnagroup.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra Ordinary General Meeting** of the Shareholders of **GNA Axles Limited** will be held on Monday 29th April 2019 at 9:30 AM at Hotel Aveda Kamal Palace, Civil Lines Jalandhar - 144001 to transact the following business:-

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill Casual Vacancy.

To consider and if thought fit to pass the following Resolution with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modifications or amendment thereon or re-enactment thereof for the time being in force) and the rules made thereunder, M/s. Harish & Co., Chartered Accountants, Jalandhar, (FRN: 017372N) be and are hereby appointed as statutory Auditors of the company to fill the casual vacancy caused by the death of Mr. Harish Kumar Monga (proprietor of M/s Harish & Co. Chartered Accountants, Jalandhar).

RESOLVED FURTHER THAT M/s. Harish & Co., Chartered Accountants, Jalandhar, (FRN: 017372N) be and are hereby appointed as Statutory Auditors of the company from the date of this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

By order of the Board
FOR GNA AXLES LIMITED

Place: Mehtiana
Dated: March 29, 2019

Sd/-
Gourav Jain
(Company Secretary)

NOTES:

1. The statement pursuant to section 102(1) of the Companies Act, 2013, relating to special business to be transacted at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) IN NUMBER AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARECAPITAL OF THE COMPANY.
3. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of their Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Company has fixed 21st April 2019 as record date for the purpose of this Extra Ordinary General Meeting.

6. Voting through electronic means:

In Compliance with the provisions of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members a facility to exercise their right to vote at extra Ordinary General Meeting (EGM) by electronic means and business may be transacted through e-voting services provided by Link Intime India Private Limited.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th April 2019 at 9:00 AM and ends on 28th April 2019 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd April 2019, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are

holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Other Instructions:

1. CS Harsimran Kaur, Practicing Company Secretary, Proprietor of M/s. H. K & Associates, Jalandhar, has been appointed as the Scrutinizer to Scrutinize the E-Voting process (Including the Poll at the Extra-ordinary General Meeting) in a fair and transparent manner.
2. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e- voting period, after conclusion of Extra-ordinary General Meeting, unblock the votes in the presence of at least two witnesses (not in the Employment of the Company) and make out a scrutinizer’s Report of the votes cast in the favour or against, if any, forthwith to the chairman of the Company.
3. Member who have not voted earlier and present at Extra-ordinary General Meeting, shall be provided voting facility by Ballot Paper.
4. Member can opt for only one mode of voting i.e. either through E-voting or in physical form. If a member cast his/ her vote by both modes, than voting done through E-voting shall be prevail and the vote by Ballot shall be treated as invalid. The result declared along with scrutinizer’s report shall be placed on the Company’s websites www.gnagroup.com and on the website of Linkintime India Private Limited at <https://instavote.linkintime.co.in>. within 2 days of the passing of the resolutions at the Extra-ordinary General Meeting of the Company and Communicated

to the BSE Ltd and National Stock Exchange of India Limited where the Shares of the company are listed.

Explanatory Statement

The Explanatory Statement, as required under section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business.

The shareholders in their 24th Annual General Meeting had appointed M/s Harish & Co. Chartered Accountants Jalandhar as the Statutory Auditors of the Company to hold office upto the conclusion of 29th Annual General Meeting. The Company was informed through a letter dated March 23, 2019 that Mr. Harish Kumar Monga, (proprietor of M/s Harish & Co., Chartered Accountants) had died on February 9, 2019. The Company on being made aware of the death of the Statutory Auditor called the meeting of the Board of Directors of the Company to fill the casual vacancy caused by the death of the existing statutory Auditor. The Board of Directors in their meeting held on 29th March 2019, has discussed the appointment of new Statutory Auditor and had recommended the appointment of M/s Harish & Co., Chartered Accounts Jalandhar (FRN: 017372N) as Statutory Auditors to the shareholders of the Company in this Extra Ordinary Annual General Meeting.

M/s Harish & Co., Chartered Accounts Jalandhar, (FRN: 017372N) have conveyed their consent to be appointed as the Statutory Auditors of the Company, from the date of this Extra Ordinary General Meeting until the conclusion of the next Annual General Meeting, along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

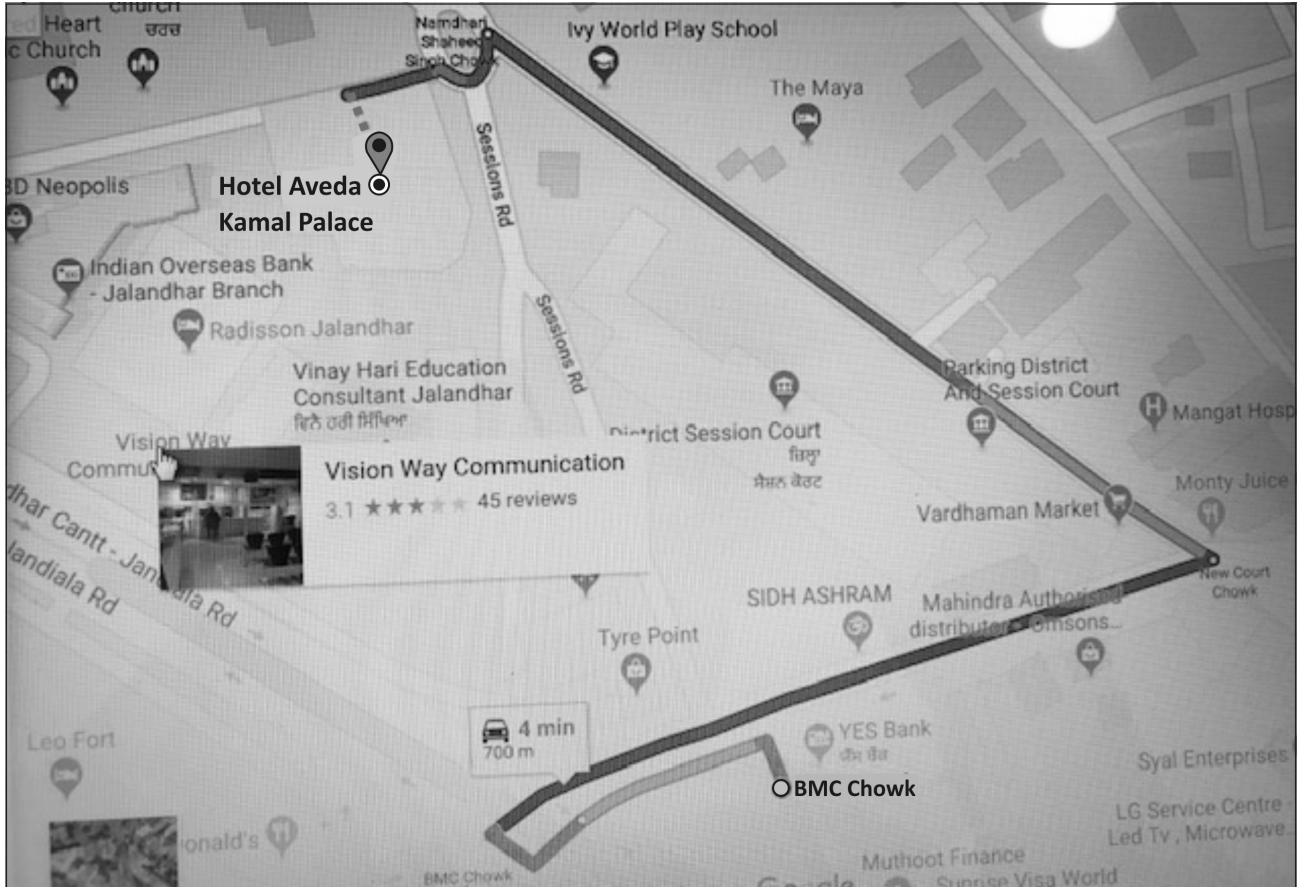
None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

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

**Sd/-
Gourav Jain
(Company Secretary)**

**Place: Mehtiana
Dated: March 29, 2019**

**Venue Map To
Extra Ordinary General Meeting
Hotel Aveda Kamal Palace, Civil Lines Jalandhar - 144001**



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Folio No / DP-Client ID	
Name of the member(s)	
Registered Address	
E-mail ID	

I/We, being the holder(s) of _____ Shares of GNA AXLES LIMITED, hereby appoint:

1. Name: _____
Address: _____
Email Id: _____
Signature: _____ or failing him
1. Name: _____
Address: _____
Email Id: _____
Signature: _____ or failing him
1. Name: _____
Address: _____
Email Id: _____
Signature: _____

as my/ our proxy to attend and vote (on a poll) for me as me/us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, April 29, 2019 at 9:30 AM. at Hotel Aveda Kamal Palace, Civil Lines Jalandhar – 144001 Punjab and at any adjournment thereof in respect of such resolution as are indicated below:

SPECIAL BUSINESS

1. Appointment of Statutory Auditor to fill casual vacancy.

Signed this _____ day of _____ 2019

Signature of Proxy holder(s)

Signature of Shareholder
Affix Revenue Stamp of Rs. 1 here

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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