

Dated : September 20, 2024

Department of Corporate Services BSE Limited 25 <sup>th</sup> Floor Rotunda Building, P J Towers Dalal Street, Fort MUMBAI 400001  SCRIP CODE : 540124	The National Stock Exchange of India Limited "Exchange Plaza" Plot No C-1, G Block Bandra Kurla Complex Bandra (East) MUMBAI – 400051  SCRIP CODE : GNA
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SUB: Scrutinizer's Report on the 31<sup>st</sup> Annual General Meeting (AGM) of the Company held on 19<sup>th</sup> September, 2024.

Sir,

The 31<sup>st</sup> Annual General Meeting of the Company was held on September 19, 2024 at 12:30 PM through Audio Visual Means, to transact the business as stated in the Notice dated July 11, 2024, convening the AGM.

In this regard, Please find enclosed the following :-

1. Report of the Scrutinizers dated September 20, 2024 pursuant to section 108 of the Companies Act 2013 and relevant rules made thereunder.

This is for your information and record.

Thanking You

Yours Truly

For GNA AXLES LIMITED

Ranbir Singh  
Managing Director

**HARSIMRAN KAUR**  
Practising Company Secretary

26 – Chhoti Baradari Part - 2  
Garha Road, Jalandhar  
Mobile: +91-9814407959  
Email: simran.cs@gmail.com

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### **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 Thirty First Annual General Meeting  
of the Members of "**GNA Axles Limited**"  
held on 19th September 2024  
(Through Video Conferencing/Other Audio Visual Means)

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 on the electronic platform during the Annual General Meeting (AGM).

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 Thirty First Annual General Meeting of the Shareholders dated 11th July 2024. My responsibility as a Scrutinizer for the voting process of voting by electronic means and Voting at Annual General Meeting is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by Link Intime (India) Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities

for voting through remote e-voting and E-voting at the general meeting done by those members who could not vote through the remote e-voting.

Pursuant to General Circulars no. 14/2020, 17/2020, 20/2020, 02/2021, 20/2021, 03/2022, 09/2023 dated 8th April, 13th April, 5th May 2020, 13th January 2021, 8th December 2021, 5th May 2022, 28th December 2022 & 25th September 2023 respectively issued by the Ministry of Corporate Affairs (MCA), and Circulars No.P/2020/79 & P/2021/11 dated 12th May 2020 & 15th January 2021 respectively, by the Securities & Exchange Board of India (SEBI), the Annual General Meeting was held through Video Conferencing/Other Audio Visual Means as per procedure laid down under those circulars.

An advertisement was published in Business Standard, (English newspaper) and Rozana Spokesman, (vernacular language newspaper), having electronic editions on 28th August 2024 specifying the date and time of AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of voting through remote e-voting or through e-voting system at the AGM etc.

**We submit our report as under:**

**A. Relating to E-Voting:**

1. The remote E-Voting period remained open from 9.00 a.m. Monday, 16th September 2024 up to 5.00 p.m. on Wednesday, 18th September 2024.
2. The service provider, M/s Link Intime (India) Private Limited, sent the notice of AGM along with Annual Report 2023-24 and E-voting details by email to members, whose email ids were made available by the Depositories or were registered with Company. For those Members whose Email ids were not available/ registered, the Notice of AGM along with Annual Report 2023-24 could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI CIRCULARS.
3. The notice of the Annual General Meeting was sent on 27th August 2024 to all members as described in para 2 above.

**B. Relating to voting at the AGM:**

a) **Voting During AGM**

The facility for voting through E-Voting was also made available during the course of the AGM and the option to vote electronically was provided to members who could not participate in the remote e-voting process.

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

1. The voting rights were reckoned as on Thursday, 12th September 2024, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and poll at the meeting.
2. After the conclusion of the Annual General Meeting, the details of members who voted during the course of AGM were fetched from Insta-Meet platform provided by Link Intime (India) Private Limited.
3. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked by me on 19th September 2024 at 1.31 PM, in presence of two witnesses, namely:

- a) Aditya Sharma, (Address: 76-A, Defence Colony, Jalandhar); and
- b) Bhawna, (Address: 32-A, Doordarshan Enclave Ph-2, Jalandhar)

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

They have signed below in confirmation of the event being unblocked in their presence:

Sd/-  
Aditya Sharma

Sd/-  
Bhawna

4. The votes were reconciled with the records maintained by the company in respect of authorisations.
5. The combined result of remote e-voting and the poll during the AGM is as under:

a) **RESOLUTION No.1**

**To receive, consider and adopt the Consolidated & Standalone Audited Balance Sheet as at 31st March 2024 and statement of Profit and Loss together with report of Auditors and Directors thereon**

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting	103	1	104
Number of votes cast by them	27693538	200	27693738
% of Total Number of valid votes cast	99.99%	0.00%	99.99%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting	1	--	1
Number of votes cast by them	3	--	3
% of Total Number of valid votes cast	0.00%	--	0.00%

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	--	--	--
Number of votes held by them	--	--	--

Based on the above results, I report that the Ordinary Resolution contained in Item No.1 of the Notice dated 11th July 2024 has been passed with requisite majority

b) **RESOLUTION No.2**  
**To declare dividend on Equity Shares**

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	103	1	104
Number of votes cast by them	27693538	200	27693738
% of Total Number of valid votes cast	99.99%	0.00%	99.99%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	1	--	1
Number of votes cast by them	3	--	3
% of Total Number of valid votes cast	0.00%	--	0.00%

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	--	--	--
Number of votes held by them	--	--	--

Based on the above results, I report that the Ordinary Resolution contained in Item No.2 of the Notice dated 11th July 2024 has been passed with requisite majority.

c) **RESOLUTION No.3**

**To appoint a Director in place of Mr. Maninder Singh, (DIN 01610746) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.**

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	97	1	98
Number of votes cast by them	27682758	200	27682958
% of Total Number of valid votes cast	99.96%	0.00%	99.96%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	7	--	7
Number of votes cast by them	10783	--	10783
% of Total Number of valid votes cast	0.04%	--	0.04%

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	--	--	--
Number of votes held by them	--	--	--

Based on the above results, I report that the Ordinary Resolution contained in Item No.3 of the Notice dated 11th July 2024 has been passed with requisite majority.

d) **RESOLUTION No.4**

**To appoint a Director in place of Mr. Ranbir Singh, (DIN 01572708) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.**

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	98	1	99
Number of votes cast by them	27691796	200	27691996
% of Total Number of valid votes cast	99.99%	0.00%	99.99%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	6	--	6
Number of votes cast by them	1745	--	1745
% of Total Number of valid votes cast	0.01%	--	0.01%

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	--	--	--
Number of votes held by them	--	--	--

Based on the above results, I report that the Ordinary Resolution contained in Item No.4 of the Notice dated 11th July 2024 has been passed with requisite majority.



e) **RESOLUTION No.5**

**To appoint a Director in place of Mr. Gurdeep Singh, (DIN 01572748) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.**

**REMARKS**

**The resolution at Item No.5 of the Notice of the Annual General Meeting has been withdrawn by the Company in view of the resignation submitted by Mr. Gurdeep Singh, (DIN 01572748), Director on 17th September 2024.**

**Since E-voting on resolutions had opened on 16th September 2024, members have cast their votes on the e-voting platform on this item. However, the matter related to appointment of Mr. Gurdeep Singh, (DIN 01572748), becoming infructuous on account of his resignation from the Board of Directors, the votes cast have not been considered in this report.**

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	---	---	---
Number of votes cast by them	<b>NOT CONSIDERED</b>		
% of Total Number of valid votes cast	---	---	---

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	---	---	---
Number of votes cast by them	<b>NOT CONSIDERED</b>		
% of Total Number of valid votes cast	---	---	---

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	--	--	--
Number of votes held by them	--	--	--

f) **RESOLUTION No.6**  
**To appoint M/s G S Syal & Co., Chartered Accountants Jalandhar as Statutory Auditors for a period of 5 years.**

(iv) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	99	1	100
Number of votes cast by them	27693448	200	27693648
% of Total Number of valid votes cast	99.99%	0.00%	99.99%

(v) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	5	--	5
Number of votes cast by them	93	--	93
% of Total Number of valid votes cast	0.00%	--	0.00%

(vi) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	--	--	--
Number of votes held by them	--	--	--

Based on the above results, I report that the Ordinary Resolution contained in Item No.6 of the Notice dated 11th July 2024 has been passed with requisite majority.

g) **RESOLUTION No.7**

**To approve the continuation of Directorship of AVM Saravjit Singh Hothi (DIN 09182046) as Non-Executive Independent Director who is attaining the age of 75 years.**

(i) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	97	1	98
Number of votes cast by them	27693384	200	27693584
% of Total Number of valid votes cast	99.99%	0.00%	99.99%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	7	--	7
Number of votes cast by them	157	--	157
% of Total Number of valid votes cast	0.00%	--	0.00%

(iii) Abstained from Voting

	Remote E-voting	Voting during AGM	Total
Number of Members	--	--	--
Number of votes held by them	--	--	--

Based on the above results, I report that the Special Resolution contained in Item No.6 of the Notice dated 11th July 2024 has been passed with requisite majority.

6. The Soft Copies of data containing files mentioning the list of shareholders who voted "FOR" or "AGAINST" and those who abstained for each resolution are 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**  
**Kaur**  
Harsimran Kaur  
Proprietor  
M. No.F-8174, CP No.9252  
UDIN: F008174F001270347

Digitally signed by  
Harsimran Kaur  
Date: 2024.09.20  
17:46:01 +05'30'

Dated: 20th September 2024  
Place: Jalandhar

**RANBIR**  
**SINGH**  
**SEEHRA**

Digitally signed  
by RANBIR  
SINGH SEEHRA  
Date: 2024.09.20  
22:21:08 +05'30'