

Dated : July 01, 2025

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| Department of Corporate Services<br>BSE Limited<br>25 <sup>th</sup> Floor<br>Rotunda Building, P J Towers<br>Dalal Street, Fort<br>MUMBAI 400001<br><br>SCRIP CODE : 540124 | The National Stock Exchange of India Limited<br>"Exchange Plaza"<br>Plot No C-1, G Block<br>Bandra Kurla Complex<br>Bandra (East)<br>MUMBAI - 400051<br><br>SCRIP CODE : GNA |
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SUB: Scrutinizer's Report on the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> June, 2025.

Sir,

The 32<sup>nd</sup> Annual General Meeting of the Company was held on June 30, 2025 at 12:30 PM through Audio Visual Means, to transact the business as stated in the Notice dated April 21, 2025, convening the AGM.

In this regard, Please find enclosed the following :-

1. Report of the Scrutinizers dated July 01, 2025 pursuant to section 108 of the Companies Act 2013 and relevant rules made thereunder.

This is for your information and record.

Thanking You

Yours Truly

For GNA AXLES LIMITED

Gourav Jain  
Company Secretary



**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 Second Annual General Meeting  
of the Members of "**GNA Axles Limited**"  
held on 30th June 2025  
(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 Second Annual General Meeting of the Shareholders dated 21st April 2025. 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 MUFG 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 and 09/2024 dated 8th April, 13th April, 5th May 2020, 13th January 2021, 8th December 2021, 5th May 2022, 28th December 2022, 25th September 2023 & 19<sup>th</sup> September 2024 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 7<sup>th</sup> June 2025 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. Friday, 27th June 2025 up to 5.00 p.m. on Sunday, 29th June 2025.
2. The service provider, M/s MUFG Intime (India) Private Limited, sent the notice of AGM along with Annual Report 2024-25 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 2024-25 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 6th June 2025 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 Monday, 23rd June 2025, 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 MUFG 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 30th June 2024 at 5:10 PM IST, in presence of two witnesses, namely:
  - a) Aditya Sharma, (Address: 76-A, Defence Colony, Jalandhar); and
  - b) Inderjit Sharma, (Address: 76-A, Defence Colony, 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/-  
Inderjit Sharma

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 2025 and statement of Profit and Loss together with report of Auditors and Directors thereon**

(i) Voted in favour of Resolution

|                                       | Remote<br>E-voting | Voting<br>during AGM | Total    |
|---------------------------------------|--------------------|----------------------|----------|
| Number of Members voting              | 67                 | 0                    | 67       |
| Number of votes cast by them          | 31759072           | 0                    | 31759072 |
| % of Total Number of valid votes cast | 99.99%             | 0.00%                | 99.99%   |

(ii) Voted against the resolution

|                                       | Remote<br>E-voting | Voting<br>during AGM | Total |
|---------------------------------------|--------------------|----------------------|-------|
| Number of Members voting              | 1                  | --                   | 1     |
| Number of votes cast by them          | 75                 | --                   | 75    |
| % of Total Number of valid votes cast | 0.00%              | --                   | 0.00% |

(iii) Abstained from Voting

|                              | Remote<br>E-voting | Voting<br>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 21st April 2025 has been passed with requisite majority

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

(i) Voted in favour of Resolution

|  | Remote<br>E-voting | Voting<br>during AGM | Total    |
|--|--------------------|----------------------|----------|
| Number of Members voting (in person or by proxy) | 66                 | 0                    | 66       |
| Number of votes cast by them                     | 31759073           | 0                    | 31759073 |
| % of Total Number of valid votes cast            | 99.99%             | 0.00%                | 99.99%   |

(ii) Voted against the resolution

|  | Remote<br>E-voting | Voting<br>during AGM | Total |
|--|--------------------|----------------------|-------|
| Number of Members voting (in person or by proxy) | 2                  | --                   | 2     |
| Number of votes cast by them                     | 483                | --                   | 483   |
| % of Total Number of valid votes cast            | 0.00%              | --                   | 0.00% |

(iii) Abstained from Voting

|                              | Remote<br>E-voting | Voting<br>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 21st April 2025 has been passed with requisite majority.

c) **RESOLUTION No.3**

**To appoint a Director in place of Mr. Harwinder Singh, (DIN 03522842) 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) | 66              | 0                 | 0        |
| Number of votes cast by them                     | 31759480        | 0                 | 31759480 |
| % 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) | 2               | --                | 2     |
| Number of votes cast by them                     | 77              | --                | 77    |
| % 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 21st April 2025 has been passed with requisite majority.

d) **RESOLUTION No.4**

**To appoint a Director in place of Mr. Gursaran Singh, (DIN 00805558) 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) | 64              | 0                 | 64       |
| Number of votes cast by them                     | 31750477        | 0                 | 31750477 |
| % of Total Number of valid votes cast            | 99.97%          | 0.00%             | 99.97%   |

(ii) Voted against the resolution

|  | Remote E-voting | Voting during AGM | Total |
|--|-----------------|-------------------|-------|
| Number of Members voting (in person or by proxy) | 4               | --                | 4     |
| Number of votes cast by them                     | 9081            | --                | 9081  |
| % of Total Number of valid votes cast            | 0.03%           | --                | 0.03  |

(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 21st April 2025 has been passed with requisite majority.

e) **RESOLUTION No.5**

**To appoint Secretarial Auditors and fix their remuneration.**

(i) Voted in favour of Resolution

|  | Remote<br>E-voting | Voting<br>during AGM | Total    |
|--|--------------------|----------------------|----------|
| Number of Members voting (in person or by proxy) | 65                 | 0                    | 65       |
| Number of votes cast by them                     | 31750276           | 0                    | 31750276 |
| % of Total Number of valid votes cast            | 99.97%             | 0.00%                | 99.97    |

(ii) Voted against the resolution

|  | Remote<br>E-voting | Voting<br>during AGM | Total |
|--|--------------------|----------------------|-------|
| Number of Members voting (in person or by proxy) | 3                  | --                   | 3     |
| Number of votes cast by them                     | 9283               | 0                    | 9283  |
| % of Total Number of valid votes cast            | 0.03%              | --                   | 0.03  |

(iii) Abstained from Voting

|                              | Remote<br>E-voting | Voting<br>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.5 of the Notice dated 21st April 2025 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

HARSI  
MRAN  
Harsimran Kaur  
Proprietor  
M. No.F-8174, CP No.9252  
UDIN: F008174G000686588

Digitally signed  
by HARSIMRAN  
KAUR  
Date: 2025.07.01  
11:24:05+05'30'

Dated: 1st July 2025  
Place: Jalandhar