

Date: March 18, 2026

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| <b>BSE Limited</b><br>25th Floor, P. J. Towers,<br>Dalal Street,<br><br>(Company Code: 505714) | <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, Bandra Kuria Complex,<br>Bandra (E), MUMBAI – 400 051<br><br>(Company Code: GABRIEL) |
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Sub.: Outcome of the Meeting of the Equity Shareholders of Gabriel India Limited convened as per directions of Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") in the matter of Composite Scheme of Arrangement for Amalgamation of Anchemco India Private Limited (formerly known as Andasia Private Limited) (the "Transferor Company") with and into Asia Investments Private Limited (the "Transferee Company" for Part C of the Scheme and the "Demerged Company" for Part D of the Scheme); and Demerger of Automotive Undertaking (as defined in the proposed scheme) of Asia Investments Private Limited (the "Transferee Company" for Part C of the Scheme and the "Demerged Company" for Part D of the Scheme) into Gabriel India Limited (the "Resulting Company") and their respective Shareholders, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations").

Dear Sir/ Madam,

The meeting of the Equity Shareholders of the Company was held on Wednesday, March 18, 2026 at 11:00 A.M (IST) (concluded at 11: 35 A.M. IST) through video conferencing/ other audio-visual means pursuant to the directions of the Hon'ble NCLT and, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India, to transact the business contained in the notice dated February 10, 2026, for the purpose of considering and approving the proposed Scheme.

In terms of the provisions of the Act and Rules made thereunder and provisions of the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility at the meeting. CA Pranay Luniya was appointed as the scrutinizer to scrutinize the remote e-voting process and e-voting at the meeting. The Scrutinizer's Report dated March 18, 2026 is attached as Annexure I. The resolution as set out in the Notice of the meeting has been duly approved by the Equity Shareholders with requisite majority.

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the meeting is attached as Annexure II.

The aforesaid information will also be available on website of the Company at <https://www.anandgroupindia.com/gabrielindia/>

We request you to take the above information on record

Thanking you,

**For Gabriel India Limited**

**Nilesh Jain**  
Company Secretary

Email id: [secretarial@gabriel.co.in](mailto:secretarial@gabriel.co.in)

**CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING**

**[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]**

To

The Chairperson appointed by the National Company Law Tribunal, Mumbai Bench for the meeting of the Equity Shareholders of **GABRIEL INDIA LIMITED**

Registered Office: 29th Milestone Pune Nashik Highway Taluka Khed, Village Kuruli Pune Maharashtra, India – 410501.

CIN: L34101PN1961PLC015735

**Sub:** Consolidated Scrutinizer's Report on the results of voting by the Equity Shareholders of Gabriel India Limited through remote e-voting process (prior to the meeting) and at the meeting held on 18<sup>th</sup> March 2026 at 11:00 A.M. (IST) ("Meeting"), through video conferencing / other audio visual means ("Meeting"), convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" or "NCLT") vide its Order dated 29<sup>th</sup> January 2026 in the matter of the Composite Scheme of Arrangement of Anchemco India Private Limited (Formerly known as Andasia Private Limited) ("Transferor Company" or "First Applicant Company") with and into Asia Investments Private Limited ("Transferee Company" for Part C of the Scheme and "Demerged Company" for Part D of the Scheme or "Second Applicant Company") and Demerger of Demerged Undertaking of Asia Investments Private Limited ("Transferee Company" for Part C of the Scheme and "Demerged Company" for Part D of the Scheme or "Second Applicant Company") into Gabriel India Limited ("Resulting Company" or "Third Applicant Company") and their respective shareholders under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Scheme")

Dear Sir,

I, Mr. Pranay Luniya, Practicing Chartered Accountant, have been appointed pursuant to the order of the Hon'ble Tribunal, dated 29<sup>th</sup> January 2026 passed in Company Application No. CA (CAA)/281(MB)/2025 ("**Order**"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process at the Meeting of the equity shareholders of Gabriel India Limited, convened and held on 18<sup>th</sup> March 2026 at 11:00 A.M. IST ("**Meeting**") through video conferencing ("**VC**") / other audio visual means ("**OAVM**"), in compliance with the applicable provisions of the Companies Act, 2013 ("**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), in a fair and transparent manner, on the below mentioned resolution seeking approval of the equity shareholders to the proposed Scheme. I do hereby submit my report as under:

1. As confirmed by the Company, the Notice dated 10<sup>th</sup> February 2026 along with copy of the Scheme, statement under Sections 230 to 232 read with Section 102 and other applicable



provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”) along with all annexures to such Statement annexed thereto (“**Notice**”) as confirmed by the Company was sent to the equity shareholders in respect of the below mentioned resolution proposed at the Meeting.

2. Pursuant to the directions of Hon’ble Tribunal vide the Order, the Company had also published notice of the Meeting of the Equity Shareholders of the Company in “Business Standard” (English Language - Mumbai Edition); and (ii) “Loksatta” (Marathi Language – Mumbai Edition).
3. The Company had provided to its equity shareholders the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means by using the electronic voting system provided by KFIN Technologies Limited (“**Kfintech**”) (remote e-voting).
4. The Company had also provided e-voting facility to the equity shareholders present at the Meeting who had not cast their votes through remote e-voting prior to the Meeting.
5. The voting period for the remote e-voting prior to the Meeting commenced on Sunday, 15<sup>th</sup> March 2026 at 09:00 A.M. (IST) and ended on Tuesday, 17<sup>th</sup> March 2026 at 5:00 P.M. (IST).
6. The cut-off date was 11<sup>th</sup> March 2026 for the purpose of deciding the equity shareholders entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.
7. After the closure of the e-voting at the Meeting, the report on the e-voting done at the Meeting and the votes cast under remote e–voting facility prior to the Meeting, were unblocked at 11:36 A.M. and counted.
8. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Kfintech e-voting system. The downloaded data was reconciled with the records of the Company / Registrar and Share Transfer Agent / Depository Participant(s) / Depositories (“**RTA**”) and the authorisations lodged with the Company / Company’s RTA.
9. The Chairperson is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting and e-voting at the Meeting on the resolution contained in the Notice.
10. My responsibility as the Scrutinizer for the remote e-voting process and e-voting at the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process at the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer’s Report of the votes cast “**in favour**” or “**against**” the Resolution and “**invalid**” votes, based on the reports generated from the remote e-voting system and e-voting at the Meeting provided by Kfintech.
11. The resolution(s) placed before the equity shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the equity shareholders of the Company, are given below:-

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***“RESOLVED THAT*** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (*‘the Act’*), Companies (Compromises, Arrangements and Amalgamations), Rules 2016,

*the National Company Law Tribunal Rules, 2016 ('the Rules') and other applicable provisions, if any, of the Act and the Rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, the Observation Letters issued by BSE Limited and National Stock Exchange of India Limited, the Memorandum and Articles of Association of the Company and subject to sanction by the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal') and other requisite consents and approvals, if any and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Hon'ble Tribunal or other appropriate authorities, the Composite Scheme of Arrangement between Anchemco India Private Limited (Formerly known as Andasia Private Limited) ("Transferor Company" or "First Applicant Company") with and into Asia Investments Private Limited ("Transferee Company" for Part C of the Scheme and "Demerged Company" for Part D of the Scheme or "Second Applicant Company") and Demerger of Demerged Undertaking of Asia Investments Private Limited ("Transferee Company" for Part C of the Scheme and "Demerged Company" for Part D of the Scheme or "Second Applicant Company") into Gabriel India Limited ("Resulting Company" or "Third Applicant Company") and their respective shareholders under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Scheme") in terms of the draft enclosed to this Notice, be and is hereby approved.*

**RESOLVED FURTHER THAT** *the Board of Directors (hereinafter referred to as the "Board", which term shall deemed to mean and include any empowered committee of directors constituted by the Board to exercise its powers including the powers conferred hereunder) be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal, or such other regulatory/statutory authorities while sanctioning the Scheme.*

**RESOLVED FURTHER THAT** *the Board may delegate all or any of its powers herein conferred to any Director(s) and/ or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Shareholders of the Company."*

12. The details of the Consolidated Results of the voting by Equity Shareholders of the Company [by remote e-voting prior to the Meeting and e-voting at the meeting] are as under:

**Voting in terms of Companies Act, 2013 and NCLT Order**

|                 |                            | Votes Polled             |              | Votes in Favor of the resolution |  |                                |                                     | Votes against the resolution    |   |                               |                                    | Invalid Votes |
|-----------------|----------------------------|--------------------------|--------------|----------------------------------|--|--------------------------------|-------------------------------------|---------------------------------|---|-------------------------------|------------------------------------|---------------|
|                 |                            | Number of Members Polled | Votes Polled | Number of Members Voted in Favor | % of total no. of members voted in Favor | Votes in Favor (Equity Shares) | % of Votes in Favor (Equity Shares) | Number of Members Voted against | % of total no. of members voted against | Votes Against (Equity Shares) | % of Votes Against (Equity Shares) |               |
|                 |                            | [1]                      | [2]          | [3]                              | [4]<br>=3/1 *100                         | [5]                            | [6]<br>=<br>5/2*100                 | [7]                             | [8]<br>=7/1*100                         | [9]                           | [10]<br>= 9/2*100                  | [11]          |
| <b>Promoter</b> | <b>Remote E-voting</b>     | 3                        | 79004167     | 3                                | 100                                      | 79004167                       | 100                                 | 0                               | 0                                       | 0                             | 0                                  | 0             |
|                 | <b>E-Voting at Meeting</b> | 0                        | 0            | 0                                | 0  | 0                              | 0                                   | 0                               | 0                                       | 0                             | 0                                  | 0             |
|                 | <b>Total</b>               | 3                        | 79004167     | 3                                | 100                                      | 79004167                       | 100                                 | 0                               | 0                                       | 0                             | 0                                  | 0             |
| <b>Public</b>   | <b>Remote E-voting</b>     | 341                      | 32497695     | 338                              | 98.24                                    | 32497595                       | 99.99                               | 3                               | 0.88                                    | 100                           | 0.00                               |               |

|  |   |     |               |     |       |           |       |   |      |     |      |    |
|--|---|-----|---------------|-----|-------|-----------|-------|---|------|-----|------|----|
|  |   |     |               |     |       |           |       |   |      |     |      |    |
|  | <b>E-<br/>Voting<br/>at<br/>Meeting</b> | 4   | 199           | 4   | 100   | 199       | 100   | 0 | 0    | 0   | 0    | 20 |
|  | <b>Total</b>                            | 345 | 3249789<br>4  | 342 | 98.26 | 32497794  | 99.99 | 3 | 0.87 | 100 | 0.00 | 20 |
|  | <b>Total</b>                            | 348 | 1115020<br>61 | 345 | 98.28 | 111501961 | 99.99 | 3 | 0.86 | 100 | 0.00 | 20 |

The under-mentioned are the Public Equity Shareholders of Third Applicant Company who were present and voted **IN FAVOUR** of the proposed Scheme of Amalgamation:

| Total Votes Casted by Public | Number of Equity Shares voted in favor | %- Voted in favor |
|------------------------------|--|-------------------|
| 3,24,97,894                  | 3,24,97,794                            | 99.99             |

Pursuant to the Securities and Exchange Board of India Circular SEBI/HO/CFD/POD-2/ P/CIR/**2023/93** dated 20<sup>th</sup> June 2023, the majority of the public Equity Shareholders who voted through remote e-voting has unanimously approved the Scheme.

1. Voted **in favour** of the resolution:

| <b>Particulars</b>  | <b>Remote e-voting</b> | <b>E-voting at the Meeting</b> | <b>Total Voting</b> |
|---|------------------------|--------------------------------|---------------------|
| Number of equity shareholders voted                       | 341                    | 4                              | 345                 |
| Number of valid votes cast by them                        | 111501762              | 199                            | 111501961           |
| <b>% of total numbers of valid votes cast (in favour)</b> |                        |                                | 99.99               |

2. Voted **against** the resolution:

| <b>Particulars</b>                                      | <b>Remote e-voting</b> | <b>E-voting at the Meeting</b> | <b>Total Voting</b> |
|---|------------------------|--------------------------------|---------------------|
| Number of equity shareholders voted                     | 3                      | 0                              | 3                   |
| Number of valid votes cast by them                      | 100                    | 0                              | 100                 |
| <b>% of total numbers of valid votes cast (against)</b> |                        |                                | 0.00                |

3. **Invalid** votes:

| <b>Particulars</b>                              | <b>Remote e-voting</b> | <b>E-voting at the Meeting</b> | <b>Total Voting</b> |
|---|------------------------|--------------------------------|---------------------|
| Number of equity shareholders voted             | 0                      | 1                              | 1                   |
| Number of invalid votes cast by them            | 0                      | 20                             | 20                  |
| <b>% of total numbers of invalid votes cast</b> |                        |                                | 0.00                |

13. Based on the aforesaid results, we report that the resolution as contained in the Notice of the meeting has been passed with requisite majority.
14. All registers, relevant records and other incidental papers related to remote e-voting prior to the Meeting and e-voting at the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,  
Yours truly,

**Pranay Luniya** Digitally signed  
by Pranay Luniya  
Date: 2026.03.18  
16:08:18 +05'30'

Scrutinizer

**Place:** Mumbai  
**Date:** 18/03/2026  
**UDIN:** 26160693EWIBXG6196

|   |                       |
|---|-----------------------|
|   | GABRIEL INDIA LIMITED |
| Date of the AGM/EGM   | 18-03-2026            |
| Total number of shareholders on record date                                   | 146561                |
| No. of shareholders present in the meeting either in person or through proxy: |                       |
| Promoters and Promoter Group:   | 0                     |
| Public:   | 0                     |
| No. of Shareholders attended the meeting through Video Conferencing           |                       |
| Promoters and Promoter Group:   | 3                     |
| Public:   | 65                    |

|   |  |                        |                         |  |                              |                            |  |  |               |                 |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution No.  | 1  |                        |                         |  |                              |                            |  |  |               |                 |
| Resolution required: (Ordinary/ Special)                                  | To approve the Composite Scheme of Arrangement between Anchemco India Private Limited (Formerly known as Andasia Private Limited) ("Transferor Company" or "First Applicant Company") with and into Asia Investments Private Limited ("Transferee Company" for Part C of the Scheme and "Demerged Company" for Part D of the Scheme or "Second Applicant Company") and Demerger of Demerged Undertaking of Asia Investments Private Limited ("Transferee Company" for Part C of the Scheme and "Demerged Company" for Part D of the Scheme or "Second Applicant Company") into Gabriel India Limited ("Resulting Company" or "Third Applicant Company") and their respective shareholders under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Scheme") |                        |                         |  |                              |                            |  |  |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No   |                        |                         |  |                              |                            |  |  |               |                 |
| Category  | Mode of Voting   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group   | E-Voting   | 7,90,04,167            | 7,90,04,167             | 100.0000   | 7,90,04,167                  | 0                          | 100.0000   | 0.0000   | 0             | 0               |
|   | Poll   |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   | 0             | 0               |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   | 0             | 0               |
|   | Total  |                        | 7,90,04,167             | 100.0000   | 7,90,04,167                  | 0                          | 100.0000   | 0.0000   | 0             | 0               |
| Public- Institutions  | E-Voting   | 3,28,24,167            | 3,00,66,982             | 91.6001  | 3,00,66,982                  | 0                          | 100.0000   | 0.0000   | 0             | 0               |
|   | Poll   |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   | 0             | 0               |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   | 0             | 0               |
|   | Total  |                        | 3,00,66,982             | 91.6001  | 3,00,66,982                  | 0                          | 100.0000   | 0.0000   | 0             | 0               |
| Public- Non Institutions  | E-Voting   | 3,18,15,606            | 24,30,713               | 7.6400   | 24,30,613                    | 100                        | 99.9958  | 0.0041   | 0             | 0               |
|   | Poll   |                        | 199                     | 0.0006   | 199                          | 0                          | 100.0000   | 0.0000   | 0             | 20              |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   | 0             | 0               |
|   | Total  |                        | 24,30,912               | 7.6406   | 24,30,812                    | 100                        | 99.9959  | 0.0041   | 0             | 20              |
| Total   |  | 14,36,43,940           | 11,15,02,061            | 77.6239  | 11,15,01,961                 | 100                        | 99.9999  | 0.0001   | 0             | 20              |