

**HARSIMRAN KAUR**  
Practising Company Secretary

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

---

### **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 Thirtieth Annual General Meeting  
of the Members of "**GNA Axles Limited**"  
held on 29th September 2023  
(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 Thirtieth Annual General Meeting of the Shareholders dated 21st July 2023. 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, 20/21, 03/22 dated 8th April, 13th April, 5th May 2020, 13th January 2021, 8th December 2021, 5th May 2022 & 28th December 2022 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 Financial Express, all editions (English newspaper) and Rozana Spokesman, (vernacular language newspaper), having electronic editions on 7th September 2022 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. Tuesday, 26th September 2023 up to 5.00 p.m. on Thursday, 28th September 2023.
2. The service provider, M/s Link Intime (India) Private Limited, sent the notice of AGM along with Annual Report 2022-23 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 2022-23 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 September 2023 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 Friday, 22nd September 2023, 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 29th September 2023 at 1.30 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 2023 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	114	1	115
Number of votes cast by them	33705170	50	33705220
% 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	250	--	250
% 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 21st July 2023 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)	115	1	116
Number of votes cast by them	33716580	50	33716630
% 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	250	--	250
% 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 21st July 2023 has been passed with requisite majority.

c) **RESOLUTION No.3**

**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)	106	1	107
Number of votes cast by them	33663259	50	33663309
% of Total Number of valid votes cast	99.84%	0.00%	99.84%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	10	--	10
Number of votes cast by them	53571	--	53571
% of Total Number of valid votes cast	0.16%	--	0.16%

(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 July 2023 has been passed with requisite majority.

d) **RESOLUTION No.4**

**To appoint a Director in place of Mr. Jasvinder Singh, (DIN 01831572) 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)	87	1	88
Number of votes cast by them	33301001	50	33301051
% of Total Number of valid votes cast	98.77%	0.00%	98.77%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	29	--	29
Number of votes cast by them	415829	--	415829
% of Total Number of valid votes cast	1.23%	--	1.23%

(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 July 2023 has been passed with requisite majority.

e) **RESOLUTION No.5**

**To appoint a Director in place of Mr. Kulwin Seehra, (DIN 03522812) 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)	106	1	107
Number of votes cast by them	33663259	50	33663309
% of Total Number of valid votes cast	99.84%	0.00%	99.84%

(ii) Voted against the resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	10	--	10
Number of votes cast by them	53571	--	53571
% of Total Number of valid votes cast	0.16%	--	0.16%

(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.5 of the Notice dated 21st July 2023 has been passed with requisite majority.

f) **RESOLUTION No.6**  
**Re-appointment of Mr. Praveen Bakshi, (DIN 08261443) as an Independent Director for a Second Term of five years pursuant to Section 149 & Section 152 of the Companies Act, 2013.**

(iv) Voted in favour of Resolution

	Remote E-voting	Voting during AGM	Total
Number of Members voting (in person or by proxy)	113	1	114
Number of votes cast by them	33716518	50	33716568
% 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)	3	--	3
Number of votes cast by them	312	--	312
% 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 Special Resolution contained in Item No.6 of the Notice dated 21st July 2023 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  
Proprietor  
M. No. F-8174, CP No.9252  
UDIN: F008174E001149710

Dated: 1st October 2023  
Place: Jalandhar

ACCEPTED  
For GNA Axles Limited  
  
Gourav Jain  
Company Secretary