



G.S. AUTO INTERNATIONAL LTD.



Date: 01.10.2019

To,

Department of Corporate Services,
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
MUMBAI-400001

SUB: 45TH ANNUAL GENERAL MEETING AND VOTING RESULTS

Dear Sir,

In continuation to our letter dated September 4th, 2019, 45th Annual General Meeting of the Company was held and the businesses mentioned in the notice Dated August 14, 2019 were transacted. In this regard, please find enclosed the following:

1. Report of Scrutinizer dated 01.10.2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

Kindly take the same on your records.

Thanking You,

Yours Faithfully,

For G.S. Auto International Limited,

(Neeraj Tuli)
Chief Financial Officer

CONSOLIDATED SCRUTINIZER REPORT

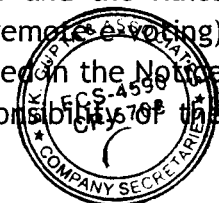
(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014

To
The Chairman
G.S. Auto International Limited

45th Annual General Meeting of the Equity Shareholders of **G.S. Auto International Limited** held on 30.09.2019 at 11:00 a.m. at the Registered Office of the Company at G S Estate, G T Road, Ludhiana-141010.

Dear Sir,

1. I, Bhupesh Gupta, of **B.K. Gupta & Associates**, Practicing Company Secretaries at SCF-47, Near Abiss, Rishi Nagar Market, Ludhiana, was appointed as Scrutinizer by the Board of Directors of **G.S. Auto International Limited** for the purpose of scrutinizing e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 45th Annual General Meeting of the Equity Shareholders of the Company held on 30.09.2019 at 11:00 a.m.at the Registered Office of the company at G S Estate, G T Road, Ludhiana-141010, submit our report as under.
2. The Public Advertisement with respect to dispatch of the notices and conducting of voting through electronic means was published in an English Newspaper "Business Standard" of wide circulation on 06.09.2019 and a Vernacular Newspaper "Desh Sewak" on 06.09.2019.
3. The remote e-voting period commenced on 27.09.2019 at 09:00 a.m. and ended on 29.09.2019 at 05:00 p.m. the CDSL Portal was blocked for voting thereafter.
4. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by ballots by the Shareholders on the resolutions proposed in the Notice of the 45th Annual General Meeting of the Company is the responsibility of the



CONSOLIDATED SCRUTINIZER REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To
The Chairman
G.S. Auto International Limited

45th Annual General Meeting of the Equity Shareholders of **G.S. Auto International Limited** held on 30.09.2019 at 11:00 a.m. at the Registered Office of the Company at G S Estate, G T Road, Ludhiana-141010.

Dear Sir,

1. I, Bhupesh Gupta, of **B.K. Gupta & Associates**, Practicing Company Secretaries at SCF-47, Near Abiss, Rishi Nagar Market, Ludhiana, was appointed as Scrutinizer by the Board of Directors of **G.S. Auto International Limited** for the purpose of scrutinizing e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 45th Annual General Meeting of the Equity Shareholders of the Company held on 30.09.2019 at 11:00 a.m. at the Registered Office of the company at G S Estate, G T Road, Ludhiana-141010, submit our report as under.
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4. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by ballots by the Shareholders on the resolutions proposed in the Notice of the 45th Annual General Meeting of the Company is the responsibility of the



Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of the ballot at the meeting are conducted in a fair and transparent manner and render Consolidate Scrutinizer Report of the total votes cast in the favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report prepared on the basis of votes casted through ballot process.

5. I, hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

6. The results of the voting is as under:

A. Resolution-1: Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2019.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	244	0.07

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	335340	99.93

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0



ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5930079	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

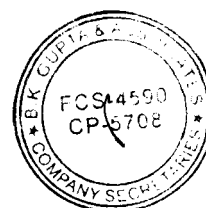
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
37	5930323	94.65

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	335340	5.35

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0



RESULT FOR RESOLUTION NO.1

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 45th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.

B. Resolution-2: Ordinary Resolution

To Appoint Mr. Jasbir Singh Ryait (DIN 00104979) as a Director of the Company who retires by rotation and being eligible offered himself for re-appointment

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	102	0.03

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	99.97

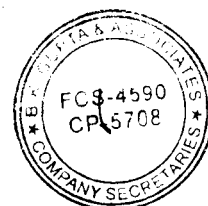
c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
33	5349529	100.00



b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
35	5349631	94.10

b) Voted against the resolution:

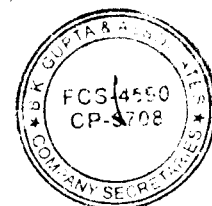
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	5.90

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.2

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 45th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.



C. Resolution-3: Ordinary Resolution

To Appoint Mr. Harkirat Singh as an Executive Director of the company for the period of 3 years.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	102	0.03

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	99.97

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

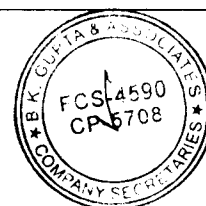
ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5930079	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
36	5930181	94.65

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	5.35

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.3

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 45th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.



D. Resolution-4: Ordinary Resolution

To Appoint Mr. Jasbir Singh as Chairman and Joint Managing Director of the company for the term of three years.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	102	0.03

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	99.97

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
33	5349529	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
35	5349631	94.10

b) Voted against the resolution:

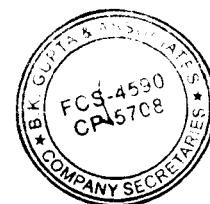
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	5.90

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.4

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 45th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.



E. Resolution-5: Ordinary Resolution

To re-appoint Mrs. Dalvinder Kaur Ryait as an Executive Director of the company for a period of 3 years.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	244	0.07

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	335340	99.93

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
33	5785219	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
36	5785463	94.52

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	335340	5.48

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.5

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 45th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.



F. Resolution-6 : Ordinary Resolution

To re-appoint Mrs. Amarjit Kaur Ryait as an Executive Director of the company for the period of three years.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	244	0.07

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	335340	99.93

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

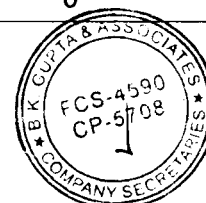
ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
33	5806259	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
36	5806503	94.54

b) Voted against the resolution:

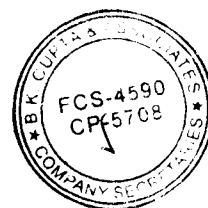
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	335340	5.46

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.6

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 45th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.



G. Resolution-7: Ordinary Resolution

To appoint Mr. Pardeep Sehgal as an Independent Director of the company.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	102	0.03

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	99.97

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5930079	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
36	5930181	94.65

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	5.35

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.7

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 45th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.



H. Resolution-8: Special Resolution

To re-appoint Mr. Iqbal Singh as an Independent Director of the company for the second term of consecutive five years.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	102	0.03

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	99.97

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

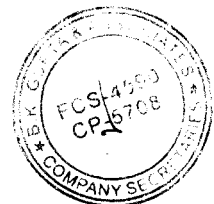
ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5930079	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
36	5930181	94.65

b) Voted against the resolution:

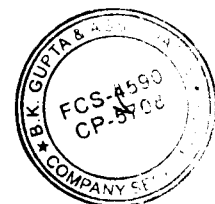
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	5.35

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.8

As the number of votes cast in respect of Special Resolution mentioned in the Notice of 45th AGM was more than the three fourth of votes cast against it, I report that the Special Resolution in respect of the above mentioned business has been passed by the Shareholders as Special Resolution.



I. Resolution-9: Special Resolution

To re-appoint Mr. Upkar Singh as an Independent Director of the company for the second term of consecutive five years.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	102	0.03

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	99.97

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

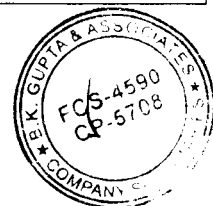
ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5930079	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
36	5930181	94.65

b) Voted against the resolution:

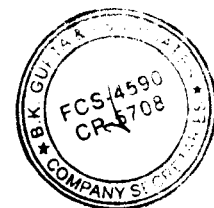
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	5.35

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.9

As the number of votes cast in respect of Special Resolution mentioned in the Notice of 45th AGM was more than the three fourth of votes cast against it, I report that the Special Resolution in respect of the above mentioned business has been passed by the Shareholders as Special Resolution.



J. Resolution-10: Ordinary Resolution

To approve the remuneration of Cost Auditor for the year ending 31.03.2020

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	102	0.03

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	99.97

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. Voting through Ballot

d) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5930079	100.00

e) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



f) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

d) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
36	5930181	94.65

e) Voted against the resolution:

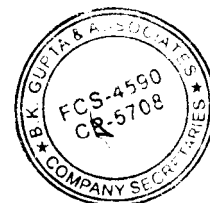
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	335482	5.35

f) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.10

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 45th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.



K. Resolution-11: Ordinary Resolution

To approve the related party transactions

i. Voting through Electronic Means

d) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

e) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

f) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

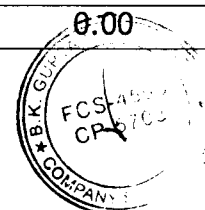
ii. Voting through Ballot

g) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
29	58079	100.00

h) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



i) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

g) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
29	58079	100.00

h) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

i) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.11

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 45th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.

