



G.S. AUTO INTERNATIONAL LTD.



Ref: GSA: FIN: 2020

Dated: 31.07.2020

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

SUB: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

In compliance to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated February 8, 2019, we hereby submit Annual Secretarial Compliance Report dated July 31, 2020 issued by M/s. B.K. Gupta & Associates, Practising Company Secretaries for the financial year ended March 31, 2020. This is for your reference and records please.

Thanking You,

Yours Faithfully,
For G.S. AUTO INTERNATIONAL LIMITED


(AMINDER KAUR)
COMPANY SECRETARY

**SECRETARIAL COMPLIANCE REPORT OF G.S. AUTO INTERNATIONAL LIMITED FOR
THE YEAR ENDED 31.03.2020**

We M/s B. K. Gupta & Associates have examined:-

- (a) all the documents and records made available to us and explanation provided by **G.S. AUTO INTERNATIONAL LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of :

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and exchange Board of India ("SEBI")

The specific regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018; N.A.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; N.A.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; N.A.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; N.A.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; N.A.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and other regulations as applicable and circulars/ guidelines issued thereunder;



and based on the above examination, We hereby report that, during the Review Period:

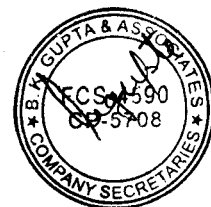
(a) The listed entity has complied with the provisions of the above Regulations and Circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/ circulars /guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|---|---|---|
| 1. | Reg. 25 (3) of SEBI (LODR) Regulation 2015. | Independent Director Meeting not held During the F.Y. 2019-20 | Company availed relaxation from holding Independent Director's meeting during F.Y. 2019-20, as per the General Circular No. 11/2020 Dated 24 th March, 2020 issued by Ministry of Corporate Affairs. |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc | Observations/ remarks of the Practicing Company Secretary, if any. |
|--------|-----------------|----------------------|--|--|
| N.A. | | | | |




(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial Compliance report for the year ended... | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|--------|--|--|--|--|
| N.A. | | | | |

(e) In terms of SEBI Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019, SEBI had inter alia required the listed entity to amend the terms of appointment of its statutory auditors in terms of clauses 6(A) and 6(B) of the said circular. In this regard, I report that there was no event of appointment/ reappointment/ resignation of statutory auditor of the listed entity during the review period and the listed entity has modified the terms of appointment of its existing statutory auditors by including in their terms of appointment the conditions mentioned in clauses 6(A) and 6(B) of the said circular.

**For B.K. Gupta & Associates
Company Secretaries**


(CS Bhupesh Gupta)
CP No.:5708

Place: Ludhiana
Date: 31.07.2020

UDIN: - F004590B000540708