



**G.S. AUTO INTERNATIONAL LTD.**



Ref. GSA: CS: 2023

Dated: 06/09/2023

**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street,**  
**Mumbai-400001**

**BSE Scrip Code: 513059**

**Sub: Notice convening 49<sup>th</sup> Annual General Meeting, Intimation of Book Closure Date, Cut-Off date and E-voting information**

Dear Sir/Madam,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI'), we would like to inform you that the 49<sup>th</sup> Annual General Meeting ('AGM') of the Company will be held on Saturday, September 30, 2023 at 11:00 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the members at a common venue. The Notice of the 49<sup>th</sup> AGM of the Company is enclosed herewith and is also available on the website of the Company at [www.gsgroupindia.com](http://www.gsgroupindia.com).

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013 and the rules framed there under and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of Annual General Meeting. Notice is also given that the Cut-off date (Record date) to ascertain the eligibility of Members to cast their vote is Saturday, September 23, 2023.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for providing the facility for joining the AGM through VC/OAVM, facility of remote e-voting and facility of e-voting system during the AGM to the members in respect of businesses to be transacted at the 49<sup>th</sup> AGM. The remote e-voting period (i.e. Wednesday, September 27, 2023(9.00 AM IST to Friday, September 29, 2023 05.00 p.m. IST), shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date (Record date), may cast their vote electronically.

This is for your information and records.

Thanking You,  
Yours faithfully,

**For G S AUTO INTERNATIONAL LIMITED**

**(MANI SAGGI)**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**ICSI MEMBERSHIP No. A51919**

Encl.: As above

# G.S. AUTO INTERNATIONAL LIMITED

**Regd Office:** G.S. Estate, G.T. Road, Ludhiana-141014  
**Phone :** 0161-2511001/2/3/4/5, **Fax:**0161-2510885  
**E-mail :** info@gsgroupindia.com, **Website:** www.gsgroupindia.com  
**CIN:** L34300PB1973PLC003301



## NOTICE

Notice is hereby given that the 49<sup>th</sup> Annual General Meeting of the Members of G.S. Auto International Limited will be held on Friday, September 30, 2023 at 11:00 a.m. through electronic mode [video Conference ("VC") or other audio visual means ("OAVM") to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Harkirat Singh Ryait (holding DIN: 07275740), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

### Special Business:

3. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2024 and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), and upon recommendation of the Audit Committee and as proposed by the Board of Directors, consent of the Members be and is hereby accorded for the payment of remuneration to M/s. Pawan & Associates., Cost Accountant, (Firm Registration No. 101729 ) who has been appointed by the Board as the Cost Auditors of the Company for the financial year 2023-24."

**RESOLVED FURTHER THAT** The Board of Directors of the Company be and are hereby authorized to do all the acts and take all such necessary steps as may be necessary, proper or expedient to give effect to this resolution."

**By order of the Board**  
**For G. S. AUTO INTERNATIONAL LIMITED**

Sd/-

**Date: 14.08.2023**  
**Place: Ludhiana**

**(Mani Saggi)**  
**Company Secretary &**  
**Compliance Officer**  
**M. No. A51919**

### NOTES:-

1. The Ministry of Corporate Affairs ("MCA") has vide its circular circulars dated December 28, 2022, May 05, 2022, May 05, 2020, April 17, 2020, April 08, 2020 and May 13, 2022, and May 12, 2020, and other

applicable circulars (collectively referred to as "MCA Circulars"), The Securities and Exchange Board of India (SEBI") also vide its Circular No. **SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 ("SEBI Circular")** has provided Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) permitted convening the Annual General Meeting ("**AGM**"/"**Meeting**") through Video Conferencing ("**VC**") OR Other Audio Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the 49th AGM of the Company is being held through VC/OAVM on Saturday, the 30th September, 2023 at 11.00 a.m. The deemed venue for the AGM shall be the Registered Office of the Company at G.S. Estates. G.T. Road, Ludhiana, Punjab.

The procedure for joining the AGM through VC/OAVM is mentioned hereto in this Notice.

2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder forms part of this notice. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting issued by the institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM is also annexed.
3. Since the physical presence of Members in the AGM has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members shall have the option to vote electronically ("**e-voting**") either before the AGM ("**remote e-voting**") or during the AGM.

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("**SS-2**"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of

the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited (“CDSL”). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.

6. The Company has appointed Mr. Pritpal Singh Dua, Practicing Company Secretary (Membership No. FCS 3934) as Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
7. Institutional Investors/Corporate Members (i.e. other than Individual/HUF/NRI etc.) can appoint their authorized representative pursuant to Section 112 and 113 of the Act as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting. They are requested to send a scanned copy of the Board Resolution of authorization to the Company at [cs@gsgroupindia.com](mailto:cs@gsgroupindia.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
Only bonafide members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/ OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting
8. In case of Joint holders attending the AGM, only such Joint Holder whose Name Appear first on the order of the names will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September, 2023 to 30<sup>th</sup> September, 2023.
10. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email addresses with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, the Members are requested to notify the email addresses, if any, at the earliest to the Registrar & Share Transfer Agent/ Company. Members may notify the change in their address, if any, to their respective Depository Participants and/ or RTA.
11. The **SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 3, 2021 read together with SEBI Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023** (the “SEBI Circulars”) has mandated for furnishing/ updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company. SEBI has also amended Regulation 40 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and has mandated that transfer of securities held in physical form shall not be processed unless the same are held in the dematerialized form with a depository. As per Regulation 40 securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents, M/s [www.skylinerta.com](http://www.skylinerta.com) for assistance in this regard. This is also available on the Company's Website at <https://www.gsauto.in/pdf/64709bc8136e10.06975726.pdf>

Members may please note that Securities and Exchange Board of India (“SEBI”) Vide its Circulars mandated listed Companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from unclaimed Suspense Account; renewal/ exchange of securities certificate; endorsement ;sub-division/splitting of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of Securities certificates/folios; transmission and transposition; Members are requested to make service requests by submitting a duly filled and signed forms, the format of which are available on the website of the Company at [www.gsgroupindia.com](http://www.gsgroupindia.com).

12. Members who wish to inspect the relevant documents with respect to the Notice can send an e-mail to [cs@gsgroupindia.com](mailto:cs@gsgroupindia.com) by mentioning their DP ID & Client ID/ Physical Folio Number.
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at [www.gsgroupindia.com](http://www.gsgroupindia.com) Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
14. **Dispatch of Annual Report through Electronic Mode:**  
In compliance with the Ministry of Corporate Affairs

and SEBI Circulars dated May 13, 2022, The Securities, and Exchange Board of India (SEBI) also vide its Circular No. **SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 ("SEBI Circular")** Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Registrar and Transfer Agent ("RTA")/Depository Participant/Depository. Members may note that the Notice and Annual Report will also be available on the Company's Website at [www.gsgroupindia.com](http://www.gsgroupindia.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on website of the e-voting agency Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

**15. For receiving all communications (including Annual Report) from the Company electronically:**

- a) Members holding shares in dematerialized mode are requested to register/update their email address with the relevant Depository Participant.
- b) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with the details of folio number and attaching a self-attested copy of PAN Card at [cs@gsgroupindia.com](mailto:cs@gsgroupindia.com) or to RTA at [admin@skylinerta.com](mailto:admin@skylinerta.com).

16. For Convenience of Members and proper conduct of AGM, Members are requested to login and join at least 15 (fifteen) minutes before the time scheduled for the AGM i.e. 10.45 AM IST. The Link for Joining the AGM shall be kept open until 11.15 AM IST i.e. 15 (fifteen) minutes after the start of AGM.

**17. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on **Wednesday, September 27, 2023 at 9:00 AM IST and ends on Friday, September 29, 2023 at 5:00 PM IST.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Saturday, September 23, 2023 may cast their vote electronically. The e-voting

module shall be disabled by CDSL for voting thereafter.

- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the G.S. Estate, G.T. Road, Ludhiana, Punjab-141010 (India).
- iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> .	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000
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**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in**

**Demat form.**

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on “Shareholders” module.
- iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi) If you are a first-time user follow the steps given below:
- Vii) After entering these details appropriately, click on “SUBMIT” tab.
- Viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- x) Click on the EVSN for the G S Auto International Limited to vote.
- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**18. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board

Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@gsgroupindia.com](mailto:cs@gsgroupindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**19. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 12 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 12 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@gsgroupindia.com](mailto:cs@gsgroupindia.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**20. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**21. PROCEDURE TO INSPECT DOCUMENTS/ RAISE QUESTIONS/ SEEK CLARIFICATIONS AND INFORMATION:**

The statutory documents of the Company and/ or the documents referred to in this Notice will also be available for electronic inspection without any fee by

- the Members from the date of circulation of this Notice upto the date of AGM i.e. September 30, 2023. Members seeking to inspect can send email to [info@gsgroupindia.com](mailto:info@gsgroupindia.com) and / or [cs@gsgroupindia.com](mailto:cs@gsgroupindia.com).
22. In case the members wish to express their views or have any queries, then they may send the same in advance and also mentioning their Name, DP ID and Client ID/ Folio No., Mobile No. to the Company at [info@gsgroupindia.com](mailto:info@gsgroupindia.com) and / or [cs@gsgroupindia.com](mailto:cs@gsgroupindia.com). Queries received by the Company till 5.00 p.m. on Sunday, 17th September, 2023 shall only be considered and responded during the AGM.
23. Members are requested to Intimate Changes, if any, pertaining to their name, Postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details such as, name of the bank and branch details , bank account number MICR code, IFSC code, etc. to their DPs in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN KYC details and nomination by holders of Physical Securities by 31<sup>st</sup> March, 2023, and linking PAN with Aadhaar by 31<sup>st</sup> March, 2022 vide its circular dated 3<sup>rd</sup> November, 2021 and 15<sup>th</sup> December, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's register "Skyline Financial Services Private Limited" at its registered office address at D-153/A, First Floor , Okhla Industrial Area, Phase -1, New Delhi-110020. The Form for updating the same are available at the websites [www.skylinerta.com](http://www.skylinerta.com) and [www.gsgroupindia.com](http://www.gsgroupindia.com). Members holding shares in electronic form are , therefore requested to submit their PAN to their depository participant (s). In case a holder of physical Securities fails to furnish these details or link their PAN with Aadhaar before the due date, the registrar is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31<sup>st</sup> December, 2025 , the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and /or the Prevention of Money Laundering Act, 2002.
24. Members holding shares in the same /identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/Registrar & Share Transfer Agent.
25. Pursuant to the approval of the Shareholders at the Extraordinary General Meeting held on 5<sup>th</sup> February, 2008, the Equity Shares of the Company had been sub-divided from one Equity Share of the Face Value of Rs. 10/- (Ten) to two Equity Shares of the Face Value of Rs. 5/- (Five) each. The members, who are still holding Equity Shares of the Face value of Rs. 10 /- each, are requested to surrender their respective Share Certificates to the Company or to its Registrar & Share Transfer Agent, to enable the Company to issue fresh Share Certificate pertaining to Equity Shares of the Face Value of Rs. 5/- each.
26. The Ministry of Corporate Affairs (MCA), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars allowing companies to send official documents to their Members electronically.
27. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their votes at the 49<sup>th</sup> AGM by electronic means and the business may be transacted through e-voting as per details below:
- (a) Date and time of commencement of voting through electronic means: September 27, 2023 at 9.00 a.m.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: September 29<sup>th</sup>, 2023 at 5.00 p.m.
- (c) Details of Website: [www.evotingindia.com](http://www.evotingindia.com)
- (d) Details of persons to be contacted for issues relating to e-voting:

Company	:	Company Secretary G.S. Auto International Limited G.S. Estate, G.T. Road, Ludhiana-141014 <a href="mailto:cs@gsgroupindia.com">cs@gsgroupindia.com</a>
Registrar & Transfer Agent	:	Skyline Financial Services Private Limited D-153 A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>
E-Voting Agency	:	Central Depository Services Limited <a href="http://www.evotingindia.com">www.evotingindia.com</a>
Scrutinizer	:	Mr. Pritpal Singh Dua, PCS Email: <a href="mailto:cspsdua@gmail.com">cspsdua@gmail.com</a>

The e-voting module shall be disabled for voting on September 29<sup>th</sup>, 2023 at 5.00 p. m. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.



**The voting right of shareholders shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the cut-off date (record date) i.e. September 23, 2023.**

A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on cut-off date i.e. Friday, September 23, 2023, may obtain the User ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Members who had casted their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but still not be entitled to vote on such resolution(s) again. **The remote e-Voting module on the day of the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.**

If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Mr. Pritpal Singh Dua, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.gsgroupindia.com](http://www.gsgroupindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The results shall

simultaneously be communicated to the Stock Exchanges.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800-225-5333.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800225533.

#### **ANNEXURE TO THE NOTICE:**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

In accordance with section 102 of the Companies Act, 2013, the explanatory statement setting out all material facts concerning each item of special Business is produced hereunder:

#### **Item No. 4:**

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, your consent is solicited for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING.**

(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015)

<b>Name of the Director</b>	Mr. Harkirat Singh Ryait
<b>Date of Birth</b>	18-08-1988
<b>Expertise in specific functional area</b>	Having more than 14 years experience in marketing, Auto components and Automobile industry.
<b>Qualification</b>	B. Tech
<b>Directorship of other listed companies as on 31<sup>st</sup> March, 2023</b>	-
<b>Chairperson/Member of Committees of other Companies as on 31<sup>st</sup> March, 2023</b>	-
<b>No. of shares held</b>	23870
<b>Relationship with other Director(s)</b>	Mr. Harkirat Singh Ryait is related to Mr. Jasbir Singh Ryait and Mrs. Dalvinder Kaur Ryait

**By order of the Board  
For G. S. AUTO INTERNATIONAL LIMITED**

**Sd/-**

**Date: 14.08.2023  
Place: Ludhiana**

**(Mani Saggi)  
Company Secretary &  
Compliance Officer  
M. No. A51919**