



G.S. AUTO INTERNATIONAL LTD.



Ref: GSA: FIN: 2021

Dated: 29.06.2021

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, we hereby submit Annual Secretarial Compliance Report dated June 29, 2021, issued by M/s. P.S. Dua & Associates, Practising Company Secretaries for the financial year ended March 31, 2021. This is for your reference and records please.

Thanking You,

Yours Faithfully,
For G.S. AUTO INTERNATIONAL LIMITED

(HARKIRAT SINGH RYAIT)
COMPLIANCE OFFICER

P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

55F, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424
E-Mail: cspsdua@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF

G S AUTO INTERNATIONAL LIMITED
FOR THE YEAR ENDED 31.03.2021

*(Pursuant to SEBI Circular - CIR/CFD/CMD1/27/2019 dated February 08, 2019 issued by Securities
Exchange Board of India)*

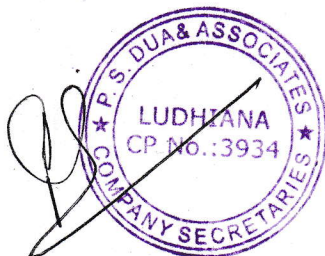
To
G S AUTO INTERNATIONAL LIMITED
(CIN: - L34300PB1973PLC003301)
G S Estate, G T Road,
Ludhiana, Punjab-141010

I, Pritpal Singh Dua, Practicing Company Secretary (FCS No: - 4552; Certificate of Practice No: - 3934) 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 exchange,
- (c) Website of the listed entity,
- (d) Documents, reports, certificates, produced before us by the Company and information available at the website of Bombay Stock Exchange as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2021 ("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 thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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, 2018; (Not Applicable to the Company during the Review Period)



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- (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; (Not Applicable to the Company during the Review Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Review Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Review Period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the Review Period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

and based on the above examination, I 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 the matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,	Approval of shareholders is required by Special Resolution for payment of remuneration to Executive Directors as there is loss in the Company.	The Company is complying with Schedule V of the Companies Act, 2013. The Company shall pass special resolution in the General Meeting, as per the information provided to us by the Company.
2.	Regulation 18(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee Quorum	One Independent Director was present in the meeting of Audit Committee held on 27.04.2020 against the requirement of two Independent Directors	Due to Covid-19 and resultant restrictions on travelling and transport, one Independent Director was physically unable to attend meeting dated 27.04.2020 as per the information provided to us by the Company.



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3.	Regulation 20(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Chairperson of the Stakeholders Relationship Committee was not present at the Annual General Meeting ["AGM"].	Due to COVID-19, AGM was held through VC/ OAVM and due to technical difficulty Mr. Pardeep Sehgal, Chairperson of the Stakeholders Relationship Committee could not join the meeting. Therefore, Mr. Sharwan Sehgal, the Chairman of the Audit Committee, was designated to respond to the queries of Shareholders, as per the information provided to us by the Company.
4.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Related Party Transaction	Not filed within the stipulated time.	The required information was submitted on 14.12.2020 and there was mere one day delay due to Covid related restrictions, as per the information provided to us by the Company.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my 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 Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder as per the information provided to us.

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.
NONE				



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- (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 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable as observation made in the previous report is self-explanatory.				

Note: Due to pandemic "COVID-19" some of the books, documents, records, e-forms (forms) and returns, registers, minutes were not verified physically and the same were made available in electronic mode and were verified on the basis of the representations received and made by the management of the Company, its officers, agents and authorized representatives for its accuracy and authenticity.

Place: - Ludhiana
Date: - 29.06.2021

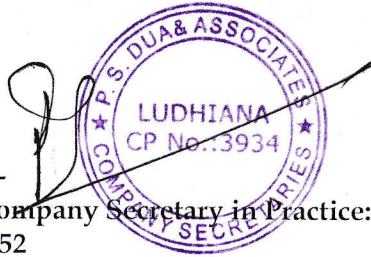
Signature: -

Name of Company Secretary in Practice: - P. S. Dua

FCS No. 4552

C P No. 3934

UDIN: F004552C000534565



This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

P. S. DUA & ASSOCIATES

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**ANNEXURE A TO SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021
OF
G S AUTO INTERNATIONAL LIMITED**

1. Maintenance of records with reference to the SEBI Act, SCRA and Regulations thereunder is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our audit.
2. We have followed the audit practices and procedures as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. We have sought and obtained all the information electronically and explanations, which to the best of our knowledge and belief were necessary for the purposes of our Secretarial Compliance Report. The verifications were done on a random test basis to ensure the correctness of the facts reflected in the records.
3. We have obtained the representations from the management of the Company about the compliance of laws, Regulations and occurrence of events.

**Place: - Ludhiana
Date: - 29.06.2021**

Signature: - 
Name of Company Secretary in Practice: - P. S. Dua
FCS No. 4552
C P No. 3934
UDIN: F004552C000534565

