



G.S. AUTO INTERNATIONAL LTD.



Ref: GSA: CS: 2024

Dated: May 29, 2024

Department of Corporate Relations
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

BSE Scrip Code-513059

Subject:-Annual Secretarial Compliance Report for the financial year March 31, 2024 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam(s),

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Annual Secretarial Compliance Report dated May 28, 2024, issued by M/s. Baldev Arora & Associates, Company Secretaries in whole-time Practice for the financial year ended March 31, 2024.

This is for your reference and records please.

Thanking You,

Yours faithfully,

For G.S. Auto International Limited

(Company Secretary & Compliance Officer)
ICSI Membership No. A72232

Encl.: As above

BALDEV ARORA & ASSOCIATES
(COMPANY SECRETARIES)
7- New Punjab Mata Nagar, Pakhowal Road, Ludhiana- 13
E-mail: baldevcs_2005@rediffmail.com, Ph.: 9872203969

Secretarial Compliance Report of
G S AUTO INTERNATIONAL LIMITED
for the financial year ended 31st March, 2024.

To

The Board of Director
G S AUTO INTERNATIONAL LIMITED
(CIN: - L34300PB1973PLC003301)
GS Estate, G T Road,
Ludhiana, Punjab-141010

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **G S AUTO INTERNATIONAL LIMITED (CIN: - L34300PB1973PLC003301)** (hereinafter referred as 'the listed entity'), having its Registered Office at **GS Estate, G T Road, Ludhiana, Punjab-141010**, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We **Baldev Arora & Associates, Practicing Company Secretary (FCS No: - 4283; Certificate of Practice No: - 4665)** have examined:

- (a) all the documents and records made available to us and explanation provided by 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 report, for the financial year ended 31/03/2024 ("Review Period") in respect of compliance with the provisions of:

- A. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- B. 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");



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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; (**hereinafter referred as 'Listing Regulations'**);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable to the listed entity during the Review Period**)
- (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 listed entity during the Review Period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable to the listed entity during the Review Period**)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not Applicable to the listed entity during the Review Period**)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

1. (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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
None/Nil										

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



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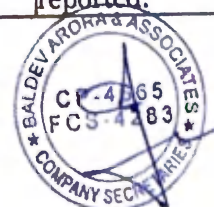
Sl. No.	Compliance Requirement (Regulations/circulars/guide-lines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Details of Violation	Fine Amount	Observations/Remarks of the previous Company Secretary	Management Response	Remarks
1.	Regulation 18(1)(d) of SEBI (Listing Obligations and Disclosure Requirements), 2015	Regulation 18(1)(d) of SEBI (Listing Obligations and Disclosure Requirements), 2015	Chairperson of the Audit Committee was not present at an Annual general Meeting held on 30/09/2022 to answer shareholder queries		Chairperson of the Audit Committee was not present at the Annual general Meeting held on 30/09/2022 to answer shareholder queries	Nil	Chairperson of the Audit Committee was not present at the Annual general Meeting held on 30/09/2022 to answer shareholder queries	The Chairperson of the Audit Committee was not able to connect to the AGM due to networking issues and in his absence, Chairman authorized Mr. Deepak Chopra, Chief Financial Officer to address the shareholder's grievances as per the information received from the management.	No further comment require, in this regard from current PCS.
2.	Regulation 30 & Schedule -III Part-A-Para-7B of SEBI (Listing Obligations and Disclosure Requirements), 2015, (ii) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Regulation 30 & Schedule -III Part-A-Para-7B of SEBI (Listing Obligations and Disclosure Requirements), 2015.	The information provided to the stock exchange as regards resignation of Independent Director, Mr. Avinash Sharma specifically, not provided that there is no other material reason other than that provided.	The Company through email Dated 19/01/2023 has confirmed the BSE that there was no other material reason for the resignation of Mr. Avinash Sharma (DIN: 07963327).	NIL	NIL	The Company has informed the Stock Exchange that there was no other material reason other than that of mentioned in the resignation of Mr. Avinash Sharma along with conformation from Mr. Avinash Sharma in this regard.	Mr. Avinash Sharma confirmed that there was no other reason(s) of his resignation other than that of mentioned in the resignation letter. Further the company has informed, to the Stock Exchange in this regard..	No further comment require, in this regard from current PCS.



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ii. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	Auditor has not resigned during the review period reported.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	Auditor has not resigned during the review period reported.
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information /	NA	Auditor has not resigned during the review period reported.



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	<p>non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	Auditor has not resigned during the review period reported.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

III I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes YES	
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website	Yes Yes	



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	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Listed entity did not have any subsidiary company during review period.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	(a) Yes (b) NA	During the Review Period, there were no such instances.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	



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10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	During the Review Period, there were no such instances.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	During the Review Period, there were no such instances.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For BALDEV ARORA & ASSOCIATES
(COMPANY SECRETARIES)**

**BALDEV R. ARORA
(PROPRIETOR)**

C.P NO. - 4665, FCS NO.- 4283

PRC.No.4430/2023

UDIN: F004283F000466791

Place: Ludhiana

Date: 28/05/2024