

# G.S. AUTO INTERNATIONAL LIMITED

**Regd Office:** G.S. Estate, G.T. Road, Ludhiana-141014  
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CIN: L34300PB1973PLC003301



## NOTICE

Notice is hereby given that the 47th Annual General Meeting of the Members of G.S. Auto International Limited will be held on Thursday, September 30, 2021 at 1.30 p.m. through electronic mode [video Conference ("VC") or other audio visual means ("OAVM")] to transact the following businesses:

### Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Surinder Singh Ryait (holding DIN: 00692792), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. 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.
4. To consider the re-appointment of Statutory Auditors of the Company for the second term of 5 years and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Sukhminder Singh & Co., Chartered Accountants (Firm Registration No. 016737N), 620-R, Model Town, Ludhiana-141002, be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years to hold office from the conclusion of 47th Annual General Meeting till the conclusion of 52nd Annual General Meeting of the Company at such remuneration including reimbursement of travelling and other out of pocket expenses as shall be fixed by the Board of Directors of the Company."

### Special Business:

5. To appoint Dr. Sehijpal Singh Khangura (holding DIN: 09057746) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) of enactments

thereof for the time being in force), Dr. Sehijpal Singh Khangura (holding DIN: 09057746) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from February 13, 2021 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for the term of Five consecutive years with effect from February 13, 2021 to February 12, 2026, and the term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to the above resolution."

6. To re-appoint Mr. Sharwan Sehgal (DIN: 07556315) as Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sharwan Sehgal (DIN: 07556315) who holds office as an Independent Director up to June 29, 2021, be and hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years from the date of 47th Annual General Meeting till the conclusion of 52nd Annual General Meeting, without being liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to the above resolution."

7. To appoint Mr. Jasbir Singh Ryait (DIN: 00104979) as Chairman and Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable



## G.S. AUTO INTERNATIONAL LIMITED

provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jasbir Singh Ryait(DIN: 00104979), be and is hereby appointed as Chairman and Managing Director of the Company for a period of three years with effect from 14th August, 2021 to 13th August, 2024 on the remuneration and other perquisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
I.	<b>Salary</b>	In the scale of Rs.2,25,000 – Rs. 5,00,000 per month.
II.	<b>Commission</b>	Such percentage of net profits of the Company or such other quantum of net profits of the Company, as may be approved and decided by the Board of Directors.
III.	<b>Perquisites</b>	The perquisites are allowed in addition to salary and commission as per details given below:-
	<b>PART “A”</b>	
a)	Housing	I. Unfurnished accommodation subject to ceiling of 100% of the salary. ii. If the accommodation is not provided as aforesaid, House Rent allowance shall be paid at minimum of 40% and may be increased up to 100% of the salary payable. iii. Gas, Electricity, Water and Furniture shall be provided by the Company in respect of Mr. Jasbir Singh Ryait’s residence and these will be valued as per the Income Tax Rules, 1962, as amended from time to time.
b)	Medical Reimbursement	Reimbursement of actual medical and hospital expenses incurred by the appointee (including medi-claim insurance premium) on self and his family.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family is reimbursed once in a year in accordance with the rules specified by the Company.
d)	Club Fees	Fees of clubs, Subscription or any other incidental charges.
e)	Personal Accident Insurance	Payment of premium on personal accident insurance.
	<b>PART “B”</b>	
a)	Provident Fund & other funds	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules framed by the Company in this respect.
b)	Gratuity	Gratuity payable not exceeding half a month’s salary for each completed year of service subject to the ceiling prescribed by the Central Government from time to time.
	<b>PART “C”</b>	
f)	Car & Telephone	The Company shall provide a car with chauffeur and telecommunication facility at residence of the Appointee.
IV	<b>Maximum Remuneration</b>	The Board of Directors is at liberty to alter and vary or may revise the terms & conditions of the agreement to be entered into between the Appointee and the remuneration payable during the Financial Year in such manner as agreed to between the Board of Directors and the Chairman and Managing Director, subject to the Condition that remuneration by way of salary, perquisites, commission and other allowances shall not exceed such percentage of net profits of the Company as prescribed under Section 197 and Schedule V of the Companies Act, 2013, as may be amended from time to time.
V	<b>Minimum Remuneration</b>	In the event of loss or inadequacy of profits in any year, the Appointee shall be entitled to the aforementioned remuneration and perquisites as minimum remuneration subject to the limits prescribed in Schedule V of the Companies Act, 2013, as may be amended from time to time.
VII	<b>Leave</b>	Earned/ Privileged leave on full pay and allowances as per the rules of the Company not exceeding one month’s leave for every eleven months service. Leave accumulated shall be encashed at the end of the tenure.
VIII	<b>Other Benefits</b>	I. Such other benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time. ii. Such other benefits, amenities, facilities as may be provided by the Company to other senior executives from time to time. iii. Such other benefits, amenities, facilities, including those under the Special post Retirement Benefits Scheme as per rules of the Company.

## G.S. AUTO INTERNATIONAL LIMITED

**Explanation:** "Family" means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Ms. Dalvinder Kaur Ryait, Executive Director (holding DIN: 00572812) and Mr. Harkirat Singh Ryait, Executive Director (holding DIN: 07275740), be and are hereby severally authorized to file the requisite forms with the Registrar of Companies, to intimate the Stock Exchanges and to take all such steps as may be deemed necessary to give effect to the said resolution."

8. To reappoint Mr. Surinder Singh Ryait (DIN: 00692792), as Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Surinder Singh Ryait (DIN: 00692792), be and is hereby re - appointed as Managing Director of the Company for a period of three years with effect from 14th August, 2021 to 13th August, 2024 on the remuneration and other prerequisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
I.	<b>Salary</b>	In the scale of Rs.1,00,000 – Rs. 1,50,000 per month.
II.	<b>Commission</b>	Such percentage of net profits of the Company or such other quantum of net profits of the Company, as may be approved and decided by the Board of Directors.
III.	<b>Perquisites</b>	The perquisites are allowed in addition to salary and commission as per details given below:-
	<b>PART "A"</b>	
a)	Housing	i. Unfurnished accommodation subject to ceiling of 100% of the salary. ii. If the accommodation is not provided as aforesaid, House Rent allowance shall be paid at minimum of 35% and may be increased up to 100% of the salary payable. iii. Gas, Electricity, Water and Furniture shall be provided by the Company in respect of Mr. Surinder Singh Ryait's residence and these will be valued as per the Income Tax Rules, 1962, as amended from time to time.
b)	Medical Reimbursement	Reimbursement of actual medical and hospital expenses incurred by the appointee (including medi-claim insurance premium) on self and his family.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family is reimbursed once in a year in accordance with the rules specified by the Company.
d)	Club Fees	Fees of clubs, Subscription or any other incidental charges.
e)	Personal Accident Insurance	Payment of premium on personal accident insurance.
	<b>PART "B"</b>	
a)	Provident Fund & other funds	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules framed by the Company in this respect.
b)	Gratuity	Gratuity payable not exceeding half a month's salary for each completed year of service subject to the ceiling prescribed by the Central Government from time to time.
	<b>PART "C"</b>	
f)	Car & Telephone	The Company shall provide a car with chauffeur and telecommunication facility at residence of the Appointee.
IV	<b>Maximum Remuneration</b>	The Board of Directors is at liberty to alter and vary or may revise the terms & conditions of the agreement to be entered into between the Appointee and the remuneration payable during the Financial Year in such manner as agreed to between the Board of Directors and the Managing Director, subject to the Condition that remuneration by way of salary, perquisites, commission and other allowances shall not exceed such percentage of net profits of the Company as prescribed under Section 197 and Schedule V of the Companies Act, 2013, as may be amended from time to time.
V	<b>Minimum Remuneration</b>	In the event of loss or inadequacy of profits in any year, the Appointee shall be entitled to the aforementioned remuneration and perquisites as minimum remuneration subject to the limits prescribed in Schedule V of the Companies Act, 2013, as may be amended from time to time.
VII	<b>Leave</b>	Earned/ Privileged leave on full pay and allowances as per the rules of the Company not exceeding one month's leave for every eleven months service. Leave accumulated shall be encashed at the end of the tenure.

<b>VIII</b>	<b>Other Benefits</b>	<ul style="list-style-type: none"> <li>i. Such other benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.</li> <li>ii. Such other benefits, amenities, facilities as may be provided by the Company to other senior executives from time to time.</li> <li>iii. Such other benefits, amenities, facilities, including those under the Special post Retirement Benefits Scheme as per rules of the Company.</li> </ul>
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**Explanation:** “Family” means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Ms. Dalvinder Kaur Ryait, Executive Director (holding DIN: 00572812) and Mr. Jasbir Singh Ryait, Chairman and Managing Director (holding DIN: 00104979), be and are hereby severally authorized to file the requisite forms with the Registrar of Companies, to intimate the Stock Exchanges and to take all such steps as may be deemed necessary to give effect to the said resolution.”

9. To reappoint Mr. Harkirat Singh Ryait (DIN: 07275740), as an Executive Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harkirat Singh Ryait (holding DIN: 07275740), be and is hereby re-appointed as an Executive Director of the Company for a period of three years with effect from 14th August, 2021 to 13th August, 2024 on the remuneration and other perquisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
I.	<b>Salary</b>	In the scale of Rs.1,00,000 – Rs. 5,00,000 per month.
II.	<b>Commission</b>	Such percentage of net profits of the Company or such other quantum of net profits of the Company, as may be approved and decided by the Board of Directors.
III.	<b>Perquisites</b>	The perquisites are allowed in addition to salary and commission as per details given below:-
	<b>PART “A”</b>	
a)	Housing	<ul style="list-style-type: none"> <li>i. Unfurnished accommodation subject to ceiling of 100% of the salary.</li> <li>ii. If the accommodation is not provided as aforesaid, House Rent allowance shall be paid at minimum of 35% and may be increased up to 100% of the salary payable.</li> <li>iii. Gas, Electricity, Water and Furniture shall be provided by the Company in respect of Mr. Harkirat Singh Ryait’s residence and these will be valued as per the Income Tax Rules, 1962, as amended from time to time.</li> </ul>
b)	Medical Reimbursement	Reimbursement of actual medical and hospital expenses incurred by the appointee (including medi-claim insurance premium) on self and his family.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family is reimbursed once in a year in accordance with the rules specified by the Company.
d)	Club Fees	Fees of clubs, Subscription or any other incidental charges.
e)	Personal Accident Insurance	Payment of premium on personal accident insurance.
	<b>PART “B”</b>	
a)	Provident Fund & other funds	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules framed by the Company in this respect.
b)	Gratuity	Gratuity payable not exceeding half a month’s salary for each completed year of service subject to the ceiling prescribed by the Central Government from time to time.
	<b>PART “C”</b>	
f)	Car & Telephone	The Company shall provide a car with chauffer and telecommunication facility at residence of the Appointee.
IV	<b>Maximum Remuneration</b>	The Board of Directors is at liberty to alter and vary or may revise the terms & conditions of the agreement to be enter into between the Appointee and the remuneration payable during the Financial Year in such manner as agreed to between the Board of Directors and the Executive

		Director, subject to the Condition that remuneration by way of salary, perquisites, commission and other allowances shall not exceed such percentage of net profits of the Company as prescribed under Section 197 and Schedule V of the Companies Act, 2013, as may be amended from time to time.
<b>V</b>	<b>Minimum Remuneration</b>	In the event of loss or inadequacy of profits in any year, the Appointee shall be entitled to the aforementioned remuneration and perquisites as minimum remuneration subject to the limits prescribed in Schedule V of the Companies Act, 2013, as may be amended from time to time.
<b>VII</b>	<b>Leave</b>	Earned/ Privileged leave on full pay and allowances as per the rules of the Company not exceeding one month's leave for every eleven months service. Leave accumulated shall be encashed at the end of the tenure.
<b>VIII</b>	<b>Other Benefits</b>	<ul style="list-style-type: none"> <li>i. Such other benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.</li> <li>ii. Such other benefits, amenities, facilities as may be provided by the Company to other senior executives from time to time.</li> <li>iii. Such other benefits, amenities, facilities, including those under the Special post Retirement Benefits Scheme as per rules of the Company.</li> </ul>

**Explanation:** "Family" means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Ms. Dalvinder Kaur Ryait, Executive Director (holding DIN: 00572812) and Mr. Jasbir Singh Ryait, Chairman and Managing Director (holding DIN: 00104979), be and are hereby severally authorized file the requisite forms with the Registrar of Companies, to intimate the Stock Exchanges and to take all such steps as may be deemed necessary to give effect to the said resolution."

10. To re-appoint Mrs. Dalvinder Kaur Ryait (DIN: 00572812) as an Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Dalvinder Kaur Ryait (DIN: 00572812), be and is hereby re - appointed as an Executive Director of the Company for a period of three years with effect from 14th August, 2021 to 13th August, 2024 on the remuneration and other perquisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
<b>I.</b>	<b>Salary</b>	In the scale of Rs. 82,500 – Rs. 5,00,000 per month.
<b>II.</b>	<b>Commission</b>	Such percentage of net profits of the Company or such other quantum of net profits of the Company, as may be approved and decided by the Board of Directors.
<b>III.</b>	<b>Perquisites</b>	The perquisites are allowed in addition to salary and commission as per details given below:-
	<b>PART "A"</b>	
a)	Housing	<ul style="list-style-type: none"> <li>i. Unfurnished accommodation subject to ceiling of 100% of the salary.</li> <li>ii. If the accommodation is not provided as aforesaid, House Rent allowance shall be paid at minimum of 40% and may be increased up to 100% of the salary payable.</li> <li>iii. Gas, Electricity, Water and Furniture shall be provided by the Company in respect of Ms. Dalvinder Kaur Ryait's residence and these will be valued as per the Income Tax Rules, 1962, as amended from time to time.</li> </ul>
b)	Medical Reimbursement	Reimbursement of actual medical and hospital expenses incurred by the appointee (including medi-claim insurance premium) on self and her family.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family is reimbursed once in a year in accordance with the rules specified by the Company.
d)	Club Fees	Fees of clubs, Subscription or any other incidental charges.
e)	Personal Accident Insurance	Payment of premium on personal accident insurance.
	<b>PART "B"</b>	
a)	Provident Fund &	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules



## G.S. AUTO INTERNATIONAL LIMITED

	other funds	framed by the Company in this respect.
b)	Gratuity	Gratuity payable not exceeding half a month's salary for each completed year of service subject to the ceiling prescribed by the Central Government from time to time.
	<b>PART "C"</b>	
f)	Car & Telephone	The Company shall provide a car with chauffeur and telecommunication facility at residence of the Appointee.
<b>IV</b>	<b>Maximum Remuneration</b>	The Board of Directors is at liberty to alter and vary or may revise the terms & conditions of the agreement to be entered into between the Appointee and the remuneration payable during the Financial Year in such manner as agreed to between the Board of Directors and the Executive Director, subject to the Condition that remuneration by way of salary, perquisites, commission and other allowances shall not exceed such percentage of net profits of the Company as prescribed under Section 197 and Schedule V of the Companies Act, 2013, as may be amended from time to time.
<b>V</b>	<b>Minimum Remuneration</b>	In the event of loss or inadequacy of profits in any year, the Appointee shall be entitled to the aforementioned remuneration and perquisites as minimum remuneration subject to the limits prescribed in Schedule V of the Companies Act, 2013, as may be amended from time to time.
<b>VII</b>	<b>Leave</b>	Earned/ Privileged leave on full pay and allowances as per the rules of the Company not exceeding one month's leave for every eleven months service. Leave accumulated shall be encashed at the end of the tenure.
<b>VIII</b>	<b>Other Benefits</b>	<ul style="list-style-type: none"> <li>i. Such other benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.</li> <li>ii. Such other benefits, amenities, facilities as may be provided by the Company to other senior executives from time to time.</li> <li>iii. Such other benefits, amenities, facilities, including those under the Special post Retirement Benefits Scheme as per rules of the Company.</li> </ul>

**Explanation:** "Family" means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Mr. Jasbir Singh Ryait, Chairman and Managing Director (DIN: 00104979) and Mr. Harkirat Singh Ryait, Executive Director (DIN: 07275740), be and are hereby severally authorized to file the requisite forms with the Registrar of Companies, to intimate the Stock Exchanges and to take all such steps as may be deemed necessary to give effect to the said resolution."

11. To re-appoint Mrs. Amarjit Kaur Ryait (DIN: 00572776) as an Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Amarjit Kaur Ryait (DIN: 00572776), be and is hereby re-appointed as an Executive Director of the Company for a period of three years with effect from 14th August, 2021 to 13th August, 2024 on the remuneration and other perquisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
I.	<b>Salary</b>	In the scale of Rs.10,000 – Rs. 1,50,000 per month.
II.	<b>Commission</b>	Such percentage of net profits of the Company or such other quantum of net profits of the Company, as may be approved and decided by the Board of Directors.
III.	<b>Perquisites</b>	The perquisites are allowed in addition to salary and commission as per details given below:-
	<b>PART "A"</b>	
a)	Housing	<ul style="list-style-type: none"> <li>i. Unfurnished accommodation subject to ceiling of 100% of the salary.</li> <li>ii. If the accommodation is not provided as aforesaid, House Rent allowance shall be paid at minimum of 40% and may be increased up to 100% of the salary payable.</li> <li>iii. Gas, Electricity, Water and Furniture shall be provided by the Company in respect of Ms. Amarjit Kaur Ryait's residence and these will be valued as per the Income Tax Rules, 1962, as amended from time to time.</li> </ul>

b)	Medical Reimbursement	Reimbursement of actual medical and hospital expenses incurred by the appointee (including medi-claim insurance premium) on self and his family.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family is reimbursed once in a year in accordance with the rules specified by the Company.
d)	Club Fees	Fees of clubs, Subscription or any other incidental charges.
e)	Personal Accident Insurance	Payment of premium on personal accident insurance.
	<b>PART "B"</b>	
a)	Provident Fund & other funds	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules framed by the Company in this respect.
b)	Gratuity	Gratuity payable not exceeding half a month's salary for each completed year of service subject to the ceiling prescribed by the Central Government from time to time.
	<b>PART "C"</b>	
f)	Car & Telephone	The Company shall provide a car with chauffeur and telecommunication facility at residence of the Appointee.
<b>IV</b>	<b>Maximum Remuneration</b>	The Board of Directors is at liberty to alter and vary or may revise the terms & conditions of the agreement to be entered into between the Appointee and the remuneration payable during the Financial Year in such manner as agreed to between the Board of Directors and the Executive Director, subject to the Condition that remuneration by way of salary, perquisites, commission and other allowances shall not exceed such percentage of net profits of the Company as prescribed under Section 197 and Schedule V of the Companies Act, 2013, as may be amended from time to time.
<b>V</b>	<b>Minimum Remuneration</b>	In the event of loss or inadequacy of profits in any year, the Appointee shall be entitled to the aforementioned remuneration and perquisites as minimum remuneration subject to the limits prescribed in Schedule V of the Companies Act, 2013, as may be amended from time to time.
<b>VII</b>	<b>Leave</b>	Earned/ Privileged leave on full pay and allowances as per the rules of the Company not exceeding one month's leave for every eleven months service. Leave accumulated shall be encashed at the end of the tenure.
<b>VIII</b>	<b>Other Benefits</b>	<ul style="list-style-type: none"> <li>i. Such other benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.</li> <li>ii. Such other benefits, amenities, facilities as may be provided by the Company to other senior executives from time to time.</li> <li>iii. Such other benefits, amenities, facilities, including those under the Special post Retirement Benefits Scheme as per rules of the Company.</li> </ul>

**Explanation:** "Family" means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Mr. Jasbir Singh Ryait, Chairman and Managing Director (DIN: 00104979) and Mr. Harkirat Singh Ryait, Executive Director (DIN: 07275740), be and are hereby severally authorized to file the requisite forms with the Registrar of Companies, to intimate the Stock Exchanges and to take all such steps as may be deemed necessary to give effect to the said resolution."

12. To approve giving Loan or Guarantee or providing security in connection with loan availed by any of the persons specified under Section 185 of the Companies Act, 2013 and, in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014 read with the Companies (Amendment) Act, 2017 (including any

statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, the Articles of Association of the Company, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred, on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/ or giving guarantee(s), and/or providing security(ies) in connection with any Loan taken/ to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), upto a sum not exceeding Rs. 10

Crores ( Rupees Ten Crores only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the powers be delegated to the Board of Directors of the Company and the Board is hereby authorized to negotiate, finalize, the terms and conditions of the aforesaid loan/ guarantee/ security and to do all such acts, deeds and things as may be necessary and incidental including signing and/ or executing any deeds, documents, undertakings, agreements, papers, writings for giving effect to this Resolution.”

13. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2022 and, in his 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), M/s Pawan & Associates, Cost Accountants, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, be paid remuneration as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such 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

Date: 14.08.2021 (Jasbir Singh Ryait)  
Place: Ludhiana Chairman & Managing Director  
Regd Office: G.S. Estate, DIN: 00104979  
G.T. Road, Ludhiana-141014

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

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

##### **Item No. 5:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, vide its resolution dated 13<sup>th</sup> February, 2021 appointed Dr. Sehijpal Singh Khangura as an Additional Director of the Company in the capacity of Independent Director with effect from 13<sup>th</sup> February, 2021 pursuant to Section 160 and 161 of the Companies Act, 2013 read with Article 141 of the Articles of Association of the Company. The Company has also received a notice in writing from a

member proposing the candidature of Dr. Sehijpal Singh Khangura to be appointed as Director of the Company.

Dr. Sehijpal Singh Khangura has given a declaration to the Board of Directors of the Company that he meets the criteria of Independence as required under Section 149 of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. In the opinion of the Board of Directors, Dr. Sehijpal Singh Khangura is having vast experience in the field of Mechanical Engineering and fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as Independent Director of the Company. Further, the Company has also received from Dr. Sehijpal Singh Khangura consent to act as Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is also not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Dr Sehijpal Singh Khangura, is, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, your consent is solicited for passing a special resolution as set out at Item No. 5 of the Notice.

##### **Item No. 6:**

Mr. Sharwan Sehgal was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, by the members on September 30, 2016 to hold office up to June 29, 2021. The Board, based on the evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee, considers that the continued association of Mr Sharwan Sehgal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director and therefore, subject to approval of shareholders in the ensuing Annual General Meeting, re-appointed him for a second term of five consecutive years with effect from June 30, 2021.

The Company has received intimation in Form DIR-8 from him that he is not disqualified from being re-appointed as Independent Director under Section 164 of the Act and declaration that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and their consent to continue as an Independent Director.

The details of Mr Sharwan Sehgal, Director, being re-appointed as an Independent Directors, pursuant to Regulation 36 of the Securities and Exchange Board of





## G.S. AUTO INTERNATIONAL LIMITED

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed with the notice of the meeting. A copy of the letter for re-appointment of Mr. Sharwan Sehgal as an Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr Sharwan Sehgal, is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolutions set out at item no 6 of the notice for approval of the members.

### Item No. 7:

The Board of Directors vide resolution dated 16<sup>th</sup> April, 2019 had appointed Mr. Jasbir Singh Ryait as Chairman and Jt. Managing Director of the Company for a period of three years with effect from 16<sup>th</sup> April, 2019 to 31<sup>st</sup> March, 2022 at terms and conditions approved by the Shareholders in their General Meeting held on 30<sup>th</sup> September, 2019.

Now, since the term of Chairman and Jt. Managing Director is expiring on 31<sup>st</sup> March, 2022, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 14<sup>th</sup> August, 2021 had re-appointed Mr. Jasbir Singh Ryait as Chairman and Managing Director of the Company for a term of three consecutive years with effect from 14<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2024 on the terms and conditions detailed in the resolution. His re-appointment is subject to the approval of the members of the Company.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V of the Companies Act, 2013 is given hereunder:

### I. General Information:

- 1) **Nature of Industry:** G.S. Auto International Limited is one of the leading manufacturers of Automotive Suspension and Fastening Components for Indian & International, Utility Vehicles, Commercial Vehicles (LCVs, MCVs, HCVs), Multi-Axle Vehicles, Trailers and Special Purpose Vehicles.
- 2) **Date or expected date of commencement of commercial production:** It is an existing manufacturing Company.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4) **Financial performance based on given indicators:**

(Rs. In lacs)

PARTICULARS	31.03.2021	31.03.2020	31.03.2019
Total Revenue	7726.87	8391.57	15391.00
Profit/(Loss) before Tax (PBT)	(375.84)	(347.50)	(88.85)
Profit/ (Loss) After Tax (PAT)	(378.50)	(264.72)	(69.06)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1903.35	2236.63	2461.26

- 5) **Foreign Investments or collaborations, if any:**  
Not Applicable

### II. Information about the appointee:

#### 1) Background details:

Mr. Jasbir Singh Ryait is the Chairman & Jt. Managing Director of the Company. He is B.E. (Mechanical Engineering). He is academically equipped with the knowledge and possesses organizational ability and has more than 30 years' experience in the field of Production of Steel and Auto Components.

#### 2) Past Remuneration:

Mr. Jasbir Singh Ryait, as Chairman and Jt. Managing Director was being paid yearly gross remuneration of Rs. 77,60,459/- consisting of basic salary, perquisites and allowances.

#### 3) Recognition or rewards:

Mr. Jasbir Singh Ryait, who is Industrial Engineer by education from Thapar University, Patiala, has been conferred Punjab Ratan at All India Conference of Intellectuals in recognition of the distinguished services rendered by him in the field of education, social work and Industry.

#### 4) Job profile and their suitability:

Mr. Jasbir Singh Ryait is acting as a Chairman & Jt. Managing Director and after his appointment as a Managing Director, shall be responsible for day-to-day management of the Company. The Company has well progressed under his guidance and supervision.

#### 5) Remuneration proposed:

The Board of Directors has proposed to pay him the gross remuneration consisting of salary and perquisites as detailed in the resolution w.e.f 14<sup>th</sup> August, 2021 provided that the remuneration shall not exceed maximum limits as specified in Schedule V of the Companies Act, 2013.

#### 6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

G.S. Auto International Limited is a leading manufacturer of Automotive Suspension and Fastening Components mainly focused on clients in India. The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top level managerial persons having comparative qualification and experience.

**7) Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:**

Mr. Jasbir Singh Ryait does not have any pecuniary relationship with the Company except to the extent of his shareholding of 580550 Equity Shares of Rs. 5 each and is drawing salary as approved by the shareholders of the Company from time to time. He is related to Mr. Surinder Singh Ryait, Mrs. Dalvinder Kaur Ryait and Mr. Harkirat Singh Ryait who are Managing Director and Executive Directors respectively.

**III. Other Information:**

- 1) Reason for loss and inadequate profit:** Due to overall slowdown in the Indian & all over the world economy particularly in the Automotive Industry, the Commercial vehicle industry was the worst affected. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment we were not able to pass, the continuous increase in the prices of diesel, increase in the electricity tariff by the Punjab State Power Corporation Limited, rise in the minimum wage by the Punjab Government, to our customers, cause to decrease in the overall margins of the Company.
- 2) Steps taken or proposed to be taken for improvement:** However, going forward, with the overall improvement in the Indian & world economy, increase in the selling price of our products, increase in overall capacity utilization particularly for Jamshedpur Plant, several cost cutting initiatives taken by the Company, we are hopeful of achieving better result going forward.
- 3) Expected increase in productivity and profits in measurable terms:** The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict the profits in measurable terms.

**IV. Disclosures:**

All the relevant information pertaining to the remuneration and other particulars of Directors is

mentioned in the Corporate Governance Report as annexed to the Directors' Report.

As per the provisions of the Companies Act, 2013 read with Schedule V, thereof, approval of the members is required for this purpose. Hence, your consent is solicited for passing special resolution as set out at Item No. 7 of the Notice.

Except, Mr. Jasbir Singh Ryait, being an appointee himself, Ms. Dalvinder Kaur Ryait, Mr. Harkirat Singh Ryait and Mr. Surinder Singh Ryait, being the appointee's relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item No. 8:**

The Board of Directors vide resolution dated 13<sup>th</sup> August, 2016 had re-appointed Mr. Surinder Singh Ryait as Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> September, 2016 to 31<sup>st</sup> August, 2021 at terms and conditions approved by the Shareholders in their General Meeting held on 30<sup>th</sup> September, 2016.

Now, since the term of the Managing Director is expiring on 31<sup>st</sup> August, 2021, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 14<sup>th</sup> August, 2021 had re-appointed Mr. Surinder Singh Ryait as Managing Director of the Company for a term of three consecutive years with effect from 14<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2024 on the terms and conditions detailed in the resolution. His re-appointment is subject to the approval of the members of the Company.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V of the Companies Act, 2013 is given hereunder:

**I. General Information:**

- 1) Nature of Industry:** G.S. Auto International Limited is one of the leading manufacturers of Automotive Suspension and Fastening Components for Indian & International, Utility Vehicles, Commercial Vehicles (LCVs, MCVs, HCVs), Multi-Axle Vehicles, Trailers and Special Purpose Vehicles.
- 2) Date or expected date of commencement of commercial production:** It is an existing manufacturing Company.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

**4) Financial performance based on given indicators:**

(Rs. In lacs)

PARTICULARS	31.03.2021	31.03.2020	31.03.2019
Total Revenue	7726.87	8391.57	15391.00
Profit/(Loss) before Tax (PBT)	(375.84)	(347.50)	(88.85)
Profit/ (Loss) After Tax (PAT)	(378.50)	(264.72)	(69.06)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1903.35	2236.63	2461.26

**5) Foreign Investments or collaborations, if any:**  
 Not Applicable

**II. Information about the appointee:**
**1) Background details:**

Mr. Surinder Singh Ryait is the Managing Director of the Company. He is Graduate and has more than 30 years' experience in the field of Business Management.

**2) Past Remuneration:**

Mr. Surinder Singh Ryait, as Managing Director was being paid yearly gross remuneration of Rs. 3,90,435/- consisting of basic salary, perquisites and allowances.

**3) Job profile and their suitability:**

Mr. Surinder Singh Ryait is acting as a Managing Director and shall be responsible for day to day management of the Company. The Company has well progressed under his guidance and supervision.

**4) Remuneration proposed:**

The Board of Directors has proposed to pay him the gross remuneration consisting of salary and perquisites as detailed in the resolution w.e.f 14<sup>th</sup> August, 2021 provided that the remuneration shall not exceed maximum limits as specified in Schedule V of the Companies Act, 2013.

**5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

G.S. Auto International Limited is a leading manufacturer of Automotive Suspension and Fastening Components mainly focused on clients in India. The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top level managerial persons having comparative qualification and experience.

**6) Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:**

Mr. Surinder Singh Ryait does not have any pecuniary relationship with the Company except to the extent of his shareholding of 654430 Equity Shares of Rs. 5 each and is drawing salary as approved by the shareholders of the Company from time to time. He is related to Mrs. Amarjit Kaur Ryait and Mr. Jasbir Singh Ryait who are Executive Director and Chairman and Managing Director respectively.

**III. Other Information:**

**1) Reason for loss and inadequate profit:** Due to overall slowdown in the Indian & all over the world economy particularly in the Automotive Industry, the Commercial vehicle industry was the worst affected. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment we, were not able to pass, the continuous increase in the prices of diesel, increase in the electricity tariff by the Punjab State Power Corporation Limited, rise in the minimum wage by the Punjab Government, to our customers, cause to decrease in the overall margins of the Company.

**2) Steps taken or proposed to be taken for improvement:** However, going forward, with the overall improvement in the Indian & world economy, increase in the selling price of our products, increase in overall capacity utilization particularly for Jamshedpur Plant, several cost cutting initiatives taken by the Company, we are hopeful of achieving better result going forward.

**3) Expected increase in productivity and profits in measurable terms:** The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict the profits in measurable terms.

**IV. Disclosures:**

All the relevant information pertaining to the remuneration and other particulars of Directors is mentioned in the Corporate Governance Report as annexed to the Directors' Report.

As per the provisions of the Companies Act, 2013 read with Schedule V, thereof, approval of the members is required for this purpose. Hence, your consent is solicited for passing a special resolution as set out at Item No. 8 of the Notice.

Except, Mr. Surinder Singh Ryait, being an appointee himself, Mrs. Amarjit Kaur Ryait and Mr. Jasbir Singh Ryait, being the appointee's relatives, none of the Directors or Key Managerial Personnel of the

## G.S. AUTO INTERNATIONAL LIMITED

Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

### Item No. 9:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, vide its resolution dated 14<sup>th</sup> February, 2019 appointed Mr. Harkirat Singh Ryait as Executive Director of the Company for a term of three consecutive years with effect from 14<sup>th</sup> February, 2019 at the terms and conditions approved by the Shareholders in their General Meeting held on 30<sup>th</sup> September, 2019.

Now, since the term of the Executive Director is expiring on 13<sup>th</sup> February, 2022, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 14<sup>th</sup> August, 2021 had re-appointed Mr. Harkirat Singh Ryait as an Executive Director of the Company for a term of three consecutive years with effect from 14<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2024 on the terms and conditions detailed in the resolution. His re-appointment is subject to the approval of the members of the Company.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V of the Companies Act, 2013 is given hereunder:

### I. General Information:

- 1) **Nature of Industry:** G.S. Auto International Limited is one of the leading manufacturers of Automotive Suspension and Fastening Components for Indian & International, Utility Vehicles, Commercial Vehicles (LCVs, MCVs, HCVs), Multi- Axle Vehicles, Trailers and Special Purpose Vehicles.
- 2) **Date or expected date of commencement of commercial production:** It is an existing manufacturing Company.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4) **Financial performance based on given indicators:**

(Rs. In lacs)

PARTICULARS	31.03.2021	31.03.2020	31.03.2019
Total Revenue	7726.87	8391.57	15391.00
Profit/(Loss) before Tax (PBT)	(375.84)	(347.50)	(88.85)
Profit/(Loss) After Tax (PAT)	(378.50)	(264.72)	(69.06)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1903.35	2236.63	2461.26

- 5) **Foreign Investments or collaborations, if any:**  
Not Applicable

## II. Information about the appointee:

### 1) Background details:

Mr. Harkirat Singh Ryait is B. Tech. He is academically equipped with the knowledge and possesses organizational ability and has more than 11 years' experience in the field of Auto Components.

### 2) Past Remuneration:

Mr. Harkirat Singh Ryait as an Executive Director was being paid yearly gross remuneration of Rs. 27,65,560/- consisting of basic salary, perquisites and allowances.

### 3) Recognition or rewards:

Sae Baja Award 2007.

### 4) Job profile and their suitability:

Mr. Harkirat Singh Ryait is looking after day to day activities of the plant. He is looking after planning and new product's development.

### 5) Remuneration proposed:

The Board of Directors has proposed to pay him the gross remuneration consisting of salary and perquisites as detailed in the resolution w.e.f 14<sup>th</sup> August, 2021 provided that the remuneration shall not exceed maximum limits as specified in Schedule V of the Companies Act, 2013.

### 6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

G.S. Auto International Limited is a leading manufacturer of Automotive Suspension and Fastening Components mainly focused on clients in India. The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top level managerial persons having comparative qualification and experience.

### 7) Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:

Mr. Harkirat Singh Ryait does not have any pecuniary relationship with the Company except to the extent of his shareholding of 56458 Equity Shares of Rs. 5 each and is drawing salary as approved by the shareholders of the Company from time to time. He is related to Mr. Jasbir Singh Ryait and Mrs. Dalvinder Kaur Ryait who are Chairman and Managing Director and Executive Director respectively.



**III. Other Information:**

- 1) **Reason for loss and inadequate profit:** Due to overall slowdown in the Indian & all over the world economy particularly in the Automotive Industry, the Commercial vehicle industry was the worst affected. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment we, were not able to pass, the continuous increase in the prices of diesel, increase in the electricity tariff by the Punjab State Power Corporation Limited, rise in the minimum wage by the Punjab Government, to our customers, cause to decrease in the overall margins of the Company.
- 2) **Steps taken or proposed to be taken for improvement:** However, going forward, with the overall improvement in the Indian & world economy, increase in the selling price of our products, increase in overall capacity utilization particularly for Jamshedpur Plant, several cost cutting initiatives taken by the Company, we are hopeful of achieving better result going forward.
- 3) **Expected increase in productivity and profits in measurable terms:** The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict the profits in measurable terms.

**IV. Disclosures:**

All the relevant information pertaining to the remuneration and other particulars of Directors is mentioned in the Corporate Governance Report as annexed to the Directors' Report.

As per the provisions of the Companies Act, 2013 read with Schedule V, thereof, approval of the members is required for this purpose. Hence, your consent is solicited for passing a special resolution as set out at Item No. 9 of the Notice.

Except, Mr. Harkirat Singh Ryait, being an appointee himself, Mr. Jasbir Singh Ryait and Ms. Dalvinder Kaur Ryait, being the appointee's relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item No. 10:**

The Board of Directors vide resolution dated 16<sup>th</sup> April, 2019 had appointed Mrs. Dalvinder Kaur Ryait as an Executive Director of the Company for a period of three years with effect from 18<sup>th</sup> April, 2019 to 17<sup>th</sup> April, 2022 at

terms and conditions approved by the Shareholders in their General Meeting held on 30<sup>th</sup> September, 2019.

Now, since the said term of 3 years is expiring, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 14<sup>th</sup> August, 2021 had re-appointed Ms. Dalvinder Kaur Ryait as an Executive Director of the Company for a term of three consecutive years with effect from 14<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2024 on the terms and conditions detailed in the resolution. Her re-appointment is subject to the approval of the members of the Company.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V of the Companies Act, 2013 is given hereunder:

**I. General Information:**

- 1) **Nature of Industry:** G.S. Auto International Limited is one of the leading manufacturers of Automotive Suspension and Fastening Components for Indian & International, Utility Vehicles, Commercial Vehicles (LCVs, MCVs, HCVs), Multi-Axle Vehicles, Trailers and Special Purpose Vehicles.
- 2) **Date or expected date of commencement of commercial production:** It is an existing manufacturing Company.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4) **Financial performance based on given indicators:**

(Rs. In lacs)

PARTICULARS	31.03.2021	31.03.2020	31.03.2019
Total Revenue	7726.87	8391.57	15391.00
Profit/(Loss) before Tax (PBT)	(375.84)	(347.50)	(88.85)
Profit/(Loss) After Tax (PAT)	(378.50)	(264.72)	(69.06)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1903.35	2236.63	2461.26

- 5) **Foreign Investments or collaborations, if any:**  
Not Applicable

**II. Information about the appointee:**
**1) Background details:**

Mrs. Dalvinder Kaur Ryait is the Executive Director of the Company. She is Graduate and has more than 18 years' experience in the field of Marketing and Personnel Segment.

**2) Past Remuneration:**

Mrs. Dalvinder Kaur Ryait, as Executive Director was being paid yearly gross remuneration of Rs. 75,06,692/- consisting of basic salary, perquisites and allowances.

**3) Job profile and their suitability:**

Mrs. Dalvinder Kaur Ryait acting as an Executive Director and is looking after and responsible for the personnel segment of the Company.

**4) Remuneration proposed:**

The Board of Directors has proposed to pay her the gross remuneration consisting of salary and perquisites as detailed in the resolution w.e.f 14<sup>th</sup> August, 2021 provided that the remuneration shall not exceed maximum limits as specified in Schedule V of the Companies Act, 2013.

**5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

G.S. Auto International Limited is a leading manufacturer of Automotive Suspension and Fastening Components mainly focused on clients in India. The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top level managerial persons having comparative qualification and experience.

**6) Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:**

Mrs. Dalvinder Kaur Ryait does not have any pecuniary relationship with the Company except to the extent of her shareholding of 144860 Equity Shares of Rs. 5 each and is drawing salary as approved by the shareholders of the Company from time to time. She is related to Mr. Jasbir Singh Ryait and Mr. Harkirat Singh Ryait, who are Chairman and Managing Director and Executive Director respectively.

**III. Other Information:**

- 1) Reason for loss and inadequate profit:** Due to overall slowdown in the Indian & all over the world economy particularly in the Automotive Industry, the Commercial vehicle industry was the worst affected. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment we, were not able to pass, the continuous increase in the prices of diesel, increase in the electricity tariff by the Punjab State Power Corporation Limited, rise in the minimum wage by the Punjab Government, to

our customers, cause to decrease in the overall margins of the Company.

- 2) Steps taken or proposed to be taken for improvement:** However, going forward, with the overall improvement in the Indian & world economy, increase in the selling price of our products, increase in overall capacity utilization particularly for Jamshedpur Plant, several cost cutting initiatives taken by the Company, we are hopeful of achieving better result going forward.

- 3) Expected increase in productivity and profits in measurable terms:** The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict the profits in measurable terms.

**IV. Disclosures:**

All the relevant information pertaining to the remuneration and other particulars of Directors is mentioned in the Corporate Governance Report as annexed to the Directors' Report.

As per the provisions of the Companies Act, 2013 read with Schedule V, thereof, approval of the members is required for this purpose. Hence, your consent is solicited for passing a special resolution as set out at Item No. 10 of the Notice.

Except, Mrs. Dalvinder Kaur Ryait, being the interested party herself, Mr. Jasbir Singh and Mr. Harkirat Singh Ryait, being relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item No. 11:**

The Board of Directors vide resolution dated 16<sup>th</sup> April, 2019 had re-appointed Ms. Amarjeet Kaur Ryait as an Executive Director of the Company for a period of three years with effect from 18<sup>th</sup> April, 2019 to 17<sup>th</sup> April, 2022 at terms and conditions approved by the Shareholders in their General Meeting held on 30<sup>th</sup> September, 2019.

Now, since the said term of 3 years is expiring, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 14<sup>th</sup> August, 2021 had re-appointed Ms. Amarjit Kaur Ryait as an Executive Director of the Company for a term of three consecutive years with effect from 14<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2024 on the terms and conditions detailed in the resolution. Her re-appointment is subject to the approval of the members of the Company.

## G.S. AUTO INTERNATIONAL LIMITED

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V of the Companies Act, 2013 is given hereunder:

### I. General Information:

- 1) **Nature of Industry:** G.S. Auto International Limited is one of the leading manufacturers of Automotive Suspension and Fastening Components for Indian & International, Utility Vehicles, Commercial Vehicles (LCVs, MCVs, HCVs), Multi-Axle Vehicles, Trailers and Special Purpose Vehicles.
- 2) **Date or expected date of commencement of commercial production:** It is an existing manufacturing Company.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4) **Financial performance based on given indicators:**

(Rs. In lacs)

PARTICULARS	31.03.2021	31.03.2020	31.03.2019
Total Revenue	7726.87	8391.57	15391.00
Profit/(Loss) before Tax (PBT)	(375.84)	(347.50)	(88.85)
Profit/ (Loss) After Tax (PAT)	(378.50)	(264.72)	(69.06)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1903.35	2236.63	2461.26

- 5) **Foreign Investments or collaborations, if any:** Not Applicable

### II. Information about the appointee:

#### 1) Background details:

Ms. Amarjeet Kaur Ryait is an Executive Director of the Company. She is Graduate and has more than 16 years' experience in the field of Business Administration.

#### 2) Past Remuneration:

Ms. Amarjeet Kaur Ryait, as Executive Director was being paid yearly gross remuneration of Rs. 3,23,320/- consisting of basic salary, perquisites and allowances.

#### 3) Job profile and their suitability:

Ms. Amarjeet Kaur Ryait is acting as an Executive Director and is looking after and responsible for business administration of the Company.

#### 4) Remuneration proposed:

The Board of Directors has proposed to pay her

the gross remuneration consisting of salary and perquisites as detailed in the resolution w.e.f 14<sup>th</sup> August, 2021 provided that the remuneration shall not exceed maximum limits as specified in Schedule V of the Companies Act, 2013.

#### 5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

G.S. Auto International Limited is a leading manufacturer of Automotive Suspension and Fastening Components mainly focused on clients in India. The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top level managerial persons having comparative qualification and experience.

#### 6) Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:

Ms. Amarjeet Kaur Ryait does not have any pecuniary relationship with the Company except to the extent of her shareholding of 123820 Equity Shares of Rs. 5 each and is drawing salary as approved by the shareholders of the Company from time to time. She is related to Mr. Surinder Singh Ryait who is the Managing Director of the Company.

### III. Other Information:

- 1) **Reason for loss and inadequate profit:** Due to overall slowdown in the Indian & all over the world economy particularly in the Automotive Industry, the Commercial vehicle industry was the worst affected. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment we, were not able to pass, the continuous increase in the prices of diesel, increase in the electricity tariff by the Punjab State Power Corporation Limited, rise in the minimum wage by the Punjab Government, to our customers, cause to decrease in the overall margins of the Company.
- 2) **Steps taken or proposed to be taken for improvement:** However, going forward, with the overall improvement in the Indian & world economy, increase in the selling price of our products, increase in overall capacity utilization particularly for Jamshedpur Plant, several cost cutting initiatives taken by the Company, we are hopeful of achieving better result going forward.
- 3) **Expected increase in productivity and profits in measurable terms:** The Company is very

conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict the profits in measurable terms.

**IV. Disclosures:**

All the relevant information pertaining to the remuneration and other particulars of Directors is mentioned in the Corporate Governance Report as annexed to the Directors' Report.

As per the provisions of the Companies Act, 2013 read with Schedule V, thereof, approval of the members is required for this purpose. Hence, your consent is solicited for passing a special resolution as set out at Item No. 11 of the Notice.

Except, Ms. Amarjeet Kaur Ryait, being an appointee herself, Mr. Surinder Singh Ryait, being the appointee's spouse, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item No. 12:**

The Company may have to render support for the business requirements of its group entities, associate or any other person in whom any of the Directors of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ("the Act"), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a special resolution pursuant to Section 185 of the Act, for making loan(s) or providing financial assistance or providing guarantee of securities in connection with the loans taken or to be taken by the Entities for the capital

expenditure or the projects or working capital requirements as may be required for time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Board of Directors recommends the resolution as set out at Item No. 12 of the Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any or their relatives are, in any way, concerned or interested in the above resolution, except to the extent of their shareholdings and directorships in the Company, if any.

**Item No. 13:**

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, 2022.

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. 13 of the Notice.

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

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

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





## G.S. AUTO INTERNATIONAL LIMITED

<b>Name of the Director</b>	Mr. Harkirat Singh Ryait	Dr. Sehijpal Singh Khangura	Mr. Sharwan Sehgal
<b>Date of Birth</b>	18/08/1988	08/04/1969	07/08/1975
<b>Expertise in Specific Functional Area</b>	More than 9 years' experience in the field of Auto Components production and marketing.	More than 18 years' experience in teaching in Mechanical Engineering and Research.	Having vast experience in the legal field of Civil and Criminal law.
<b>Qualification</b>	B. Tech	Ph. D	B.A., LLb.
<b>Directorship of other Listed Companies as on 31<sup>st</sup> March, 2021</b>	-	-	-
<b>Chairman/ Member of Committees of other Companies as on 31<sup>st</sup> March, 2021</b>	-	-	3
<b>No. of Shares Held</b>	56458	-	-
<b>Relationship with other Director(s)</b>	Mr. Harkirat Singh Ryait is related to Mr. Jasbir Singh Ryait and Ms. Dalvinder Kaur Ryait.	Not related to any director.	Not related to any director.

<b>Name of the Director</b>	Mr. Jasbir Singh Ryait	Mr. Surinder Singh Ryait	Ms. Dalvinder Kaur Ryait
<b>Date of Birth</b>	15/06/1962	11/04/1965	28/06/1963
<b>Expertise in Specific Functional Area</b>	Having more than 30 years' experience in marketing and personnel segment of the Industry.	Having 25 experience in the field of Business Management and Auto Components.	Having more than 18 years experience in marketing and personal segment of industry.
<b>Qualification</b>	B.E. (Mechanical Engineering)	Diploma in Business Management.	Graduate
<b>Directorship of other Listed Companies as on 31<sup>st</sup> March, 2021</b>	-	-	-
<b>Chairman/ Member of Committees of other Companies as on 31<sup>st</sup> March, 2021</b>	-	-	-
<b>No. of Shares Held</b>	580550	654430	144860
<b>Relationship with other Director(s)</b>	Mr. Jasbir Singh Ryait is related to Mr. Surinder Singh Ryait, Mr. Harkirat Singh Ryait and Ms. Dalvinder Kaur Ryait.	Mr. Surinder Singh Ryait is related to Mr. Jasbir Singh Ryait and Ms. Harkirat Singh Ryait.	Ms. Dalvinder Kaur Ryait is related to Mr. Jasbir Singh Ryait and Mr. Harkirat Singh Ryait.

<b>Name of the Director</b>	Ms. Amarjit Kaur Ryait
<b>Date of Birth</b>	02/03/1966
<b>Expertise in Specific Functional Area</b>	Having more than 15 years experience in the field of administration.
<b>Qualification</b>	Graduate
<b>Directorship of other Listed Companies as on 31<sup>st</sup> March, 2021</b>	-
<b>Chairman/ Member of Committees of other Companies as on 31<sup>st</sup> March, 2021</b>	-
<b>No. of Shares Held</b>	123820
<b>Relationship with other Director(s)</b>	Ms. Amarjit Kaur Ryait is related to Mr. Surinder Singh Ryait.

**NOTES:-**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business is annexed hereto. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking re-appointment/ appointment in the Annual General Meeting forms part of this Notice.
2. Considering the extra ordinary circumstances caused by COVID-19, Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020, 14/2020, 17/2020, 33/2020, 39/2020, 02/2021 and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/ 2020/79 and SEBI/HO/ CFD/CMD2/ CIR/P/ 2021/11 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or other Audio Visual Means (OAVM) without the physical presence of members at a common venue. In accordance with the said circulars of MCA, SEBI and other applicable provisions of the act and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the 47<sup>th</sup> AGM of the Company shall be conducted through VC/ OAVM. The deemed venue for the meeting shall be registered office of the Company at G.S. estate, G.T. road, Ludhiana. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.  
The procedure for joining the AGM through VC/ OAVM is mentioned in this Notice.
3. Since the physical presence of Members 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. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the Annual General Meeting and Annual Report is being sent only through electronic mode to those members whose email IDs are registered with the Company/ RTA/Depositories. Members may note that the Notice 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 and on website of the e-voting agency Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).
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 Shareholders (i.e. other than Individual/ HUF/ NRI etc) can appoint their authorized representatives 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 [info@gsgroupindia.com](mailto:info@gsgroupindia.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
8. The Register of Members and Share Transfer Books of the Company shall remain closed from 25<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021.
9. 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.
10. SEBI vide its notification dated 8<sup>th</sup> June, 2018 as amended on 30<sup>th</sup> November, 2018, has stipulated that w.e.f 1<sup>st</sup> April, 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to demat their physical holdings.

**INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING ARE AS UNDER:**

11. Members are requested to not to share the Login details (User Id & Password), with any person and keep the same confidential with you only. Sharing of Login details is absolutely prohibited. Please note that the Members who do not have the User ID

and Password for attending AGM through VC/OAVM and e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned at point no 'xv' mentioned hereunder.

12. Members will be provided with a facility to attend the AGM through VC / OAVM through CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/ Members login by using the remote- e-voting credentials. The link for VC/ OAVM will be available in shareholders/ members login where the EVSN of Company will be displayed. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis.
13. For convenience of the 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. 1:15 PM IST. The link for joining the AGM shall be kept open until 1:45 PM IST i.e. 15 (fifteen) minutes after the start AGM.
14. Shareholders are encouraged to join the Meeting

through Laptops / IPads for better experience.

15. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
16. Any person who acquires shares of the Company and becomes the member of the Company after sending of this Notice and holding shares as of the cut-off date, may obtain the log in id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he / she is already registered with CDSL for remote e-voting then he/she can use his /her existing user id and password.
17. 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** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) 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 i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) 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	<ol style="list-style-type: none"> <li>1) 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:</li> </ol>

mode with <b>NSDL</b>	<p><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.</p> <p>2) 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></p> <p>3) 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</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</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 above mentioned 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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30.

**18. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

Step-1 :Log into [www.evotingindia.com](http://www.evotingindia.com) through ‘Shareholders/Members’ section. Fill in the details as prompted by the screen along with the password. In case members need any assistance in password re setting, same can be done by following the instruction No. 6 under the heading ‘VOTING THROUGH ELECTRONIC MEANS’.

Step-2 :Go to ‘Click Here’ option given under Live Streaming against ‘G.S. Auto International Limited’. You will be directed to a webex page. Fillin your details.

Step-3 :AGM log-in screen will open.

19. Please note that, if you have not cast your vote through remote e-voting, then, before casting your vote at the time of AGM, firstly, you have to click on “Live streaming option”, then you would be able to



cast your venue e-vote.

20. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules, if any, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means and the businesses may be transacted through electronic voting services arranged by Central Depository Services (India) Limited ('CDSL'). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
21. The Company will also provide facility of e-voting to the members at the time of Annual General Meeting ('AGM') through VC/OAVM. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
22. The right of voting shall be reckoned as per the shareholding on the cut-off date. Any person who receives this notice, who ceases to be a member on cut-off date may treat this notice for information purposes only. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, September 24, 2021 may follow the same instructions as detailed below for e-Voting.
23. The voting period begins on Monday, September 27, 2021 at 9:00 AM IST and ends on Wednesday, September 29, 2021 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 i.e. Friday, September 24, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
24. The procedure and instructions for the same are as follows:
  - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.  
Click on "Shareholders" tab.
  - ii. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's EASI/ EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

- iii. Next enter the Image Verification as displayed and Click on Login.
- iv. If you are holding shares in De-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- v. If you are holding shares in physical form or first time user in case holding shares in De-mat form, follow the steps given below:

<b>For Members holding shares in De-mat Form (other than individuals) and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the <b>sequence number*</b> in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB Dividend Bank Details	<p>Please enter the <b>DOB OR DIVIDEND BANK DETAILS</b> in order to login.</p> <p>Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or Folio in dd/mm/yyyy format.</p> <p>Enter the Dividend Bank details as recorded in your De-mat account or in the Company records for the said De-mat account or Folio. If the details are not recorded with the depository or company please enter the Member ID / Folio no. in the Dividend Bank details field.</p>

\*as mentioned above

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in De-mat 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 De-mat 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.

- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the **EVSN** for the <G S Auto International Limited> on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xv. If De-mat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE**

#### **RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
- xvii. **Note for Non-Individual Shareholders and Custodians**
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b) 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)
  - c) 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.
  - d) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

25. 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, 2021. Members seeking to inspect can send email to

[info@gsgroupindia.com](mailto:info@gsgroupindia.com) and/ or [amninder@gsgroupindia.com](mailto:amninder@gsgroupindia.com).

26. 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 [amninder@gsgroupindia.com](mailto:amninder@gsgroupindia.com). Queries received by the Company till 5.00 p.m. on Saturday, 18<sup>th</sup> September, 2021 shall only be considered and responded during the AGM.
27. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining Demat Accounts. Members holding shares in physical form can submit their PAN details to M/s Skyline Financial Services Private Limited/ Secretarial Department of the Company.
28. 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.
29. 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.
30. The Ministry of Corporate Affairs, 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.
31. 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 47<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, 2021 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, 2021 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:info@gsgroupindia.com">info@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:viren@skylinerta.com">viren@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:cspsdia@gmail.com">cspsdia@gmail.com</a>

The e-voting module shall be disabled for voting on September 29, 2021 at 5.00 p. m. 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 24, 2021.**

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 the 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 the cut-off date i.e. Friday, 24<sup>th</sup> September, 2021, may obtain the User ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

2. Members could have cast 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 shall not be entitled to cast their 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.**

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



## G.S. AUTO INTERNATIONAL LIMITED

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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.

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

Date: 14.08.2021  
Place: Ludhiana  
Regd Office: G.S. Estate,  
G.T. Road, Ludhiana-141014

(Jasbir Singh Ryait)  
Chairman & Managing Director  
DIN: 00104979