



G.S. AUTO INTERNATIONAL LTD.



Ref: GSA: FIN: 2022

Dated: 28.05.2022

Department of Corporate Services,
Bombay Stock Exchange (BSE) Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

BSE Scrip Code-513059

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

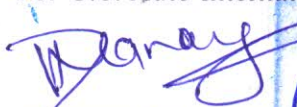
Dear Sir,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Annual Secretarial Compliance Report dated May 28, 2022, issued by M/s. P.S. Dua & Associates, Practising Company Secretaries for the financial year ended March 31, 2022. This is for your reference and records please.

Thanking You,

Yours faithfully,

For G.S. Auto International Limited


(DAKSHI NARANG)
Company Secretary &
Compliance Officer



Encl.: As above

P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

55F, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424

E-Mail: cspsdua@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF

G S AUTO INTERNATIONAL LIMITED
FOR THE YEAR ENDED 31.03.2022

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

To

G S AUTO INTERNATIONAL LIMITED

(CIN: - L34300PB1973PLC003301)

G S Estate, G T Road,

Ludhiana, Punjab-141010

I, Pritpal Singh Dua, Practicing Company Secretary (FCS No: - 4552; Certificate of Practice No: - 3934) have examined:

- (a) All the documents and records made available to us and explanation provided by **G S Auto International Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchange,
- (c) Website of the listed entity,
- (d) Documents, reports, certificates, produced before us by the Company and information available at the website of Bombay Stock Exchange as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -



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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Listed entity has paid the Annual Listing Fees for the Financial Year 2021-2022 on August 12, 2021.
 - The Listed entity has received an email from Securities Exchange Board of India ["SEBI"] dated April 21, 2022 [post audit period] seeking comments from the Listed Entity regarding, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same was duly replied by the Company vide their email dated April 25, 2022.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Review Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Review Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (upto 12th August, 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021) - Not Applicable to the Company during the Review Period.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 16th August, 2021) - Not Applicable to the Company during the Review Period.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (upto 16th August, 2021) - Not Applicable to the Company during the Review Period.
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August, 2021) - Not Applicable to the Company during the Review Period.
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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



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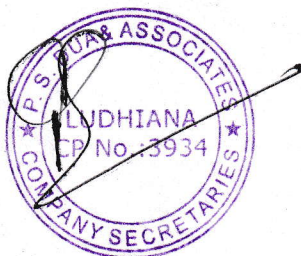
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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 30 & Schedule - III-Part-A-Para-7B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (ii) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	The information provided to the stock exchange as regards resignation of Independent Director, Mr. Avinash Sharma specifically not provided that there is no other material reason other than that provided.	The Company has made disclosure to the Stock Exchange within prescribed time citing reasons along with the resignation letter. Further, there was no other material reason than that provided, as informed to us by the Listed Entity.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the Listed Entity/ its Promoters/ Directors/ Material Subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder as per the information provided to us.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NONE				



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,	Approval of shareholders is required by Special Resolution for payment of remuneration to Executive Directors as there is loss in the Company.	The Listed Entity has taken the approval of shareholders in the Annual General Meeting of the Listed Entity held on September 30, 2021.	Actions taken by the Listed Entity are self-explanatory. No further actions required.
2.	Regulation 18(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee Quorum	One Independent Director was present in the meeting of Audit Committee held on 27.04.2020 against the requirement of two Independent Directors	Not Applicable	Not Applicable
3.	Regulation 20(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Chairperson of the Stakeholders Relationship Committee was not present at the Annual General Meeting ["AGM"].	Not Applicable	Not Applicable



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4.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Related Party Transaction	Not filed within the stipulated time.	Not Applicable	Not Applicable
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Place: - Ludhiana

Date: - 28.05.2022

Signature: -

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

FCS No. 4552

C P No. 3934

UDIN: F004552D000418581

Peer Review Certificate No. 1296/2021

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

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ANNEXURE A TO SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022
OF
G S AUTO INTERNATIONAL LIMITED

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



Place: - Ludhiana

Date: - 28.05.2022

Signature: -

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

FCS No. 4552

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