

NOTICE

Notice is hereby given that the 50th Annual General Meeting of the Members of G.S. Auto International Limited will be held on Monday, September 30, 2024 at 11:00 a.m. through electronic mode [video Conference ("VC") or other audio visual means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Jasbir Singh Ryait (holding DIN: 00104979), Chairman and Managing Director, 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. Surinder Singh Ryait (holding DIN: 00692792), Managing Director, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Special Business:

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2025 and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the

time being in force), and upon recommendation of the Audit Committee and as proposed by the Board of Directors, consent of the Members be and is hereby accorded for the payment of remuneration to M/s. **Pawan & Associates**, Cost Accountants, (Firm Registration No. 101729) who has been appointed by the Board as the Cost Auditors of the Company for the financial year 2024-25.

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

5. To re-appoint Mr. Jasbir Singh Ryait (DIN: 00104979) as Chairman and Managing Director of the Company & approve his remuneration 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 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) 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 re-appointed as Chairman and Managing Director of the Company for a period of three years with effect from 14th August, 2024 to 13th August, 2027 on the remuneration and other perquisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
I.	Salary	In the scale of Rs. 2,25,000 – Rs. 5,00,000 per month.
II.	Commission	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.	Perquisites	The perquisites are allowed in addition to salary and commission as per details given below:-
	PART "A"	
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.
	PART "B"	
f)	Provident Fund & other funds	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules framed by the Company in this respect.
g)	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.

	PART “C”	
h)	Car & Telephone	The Company shall provide a car with chauffer and telecommunication facility at residence of the Appointee.
IV	Maximum Remuneration	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	Minimum Remuneration	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.
VI	Leave	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.
VII	Other Benefits	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.

Explanation: “Family” means the spouse, the dependent children and dependent parents of the appointee.

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. Surinder Singh Ryait (DIN: 00692792), as Managing Director & approve his remuneration 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) and 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, 2024 to 13th August, 2027 on the remuneration and other perquisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
I.	Salary	In the scale of Rs. 1,00,000 – Rs. 1,50,000 per month.
II.	Commission	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.	Perquisites	The perquisites are allowed in addition to salary and commission as per details given below:-
	PART “A”	
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.
	PART “B”	
f)	Provident Fund & other funds	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules framed by the Company in this respect.

g)	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.
	PART "C"	
h)	Car & Telephone	The Company shall provide a car with chauffer and telecommunication facility at residence of the Appointee.
IV	Maximum Remuneration	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	Minimum Remuneration	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.
VI	Leave	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.
VII	Other Benefits	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.

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

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 re-appoint Mr. Harkirat Singh Ryait (DIN: 07275740), as an Executive Director & approve his remuneration 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, 2024 to 13th August, 2027 on the remuneration and other perquisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
I.	Salary	In the scale of Rs. 1,00,000 – Rs. 5,00,000 per month.
II.	Commission	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.	Perquisites	The perquisites are allowed in addition to salary and commission as per details given below:-
	PART "A"	
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. Harkirat 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.

	PART “B”	
f)	Provident Fund & other funds	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules framed by the Company in this respect.
g)	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.
	PART “C”	
h)	Car & Telephone	The Company shall provide a car with chauffer and telecommunication facility at residence of the Appointee.
IV	Maximum Remuneration	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.
V	Minimum Remuneration	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.
VI	Leave	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.
VII	Other Benefits	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.

Explanation: “Family” means the spouse, the dependent children and dependent parents of the appointee.

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.”

8. To re-appoint Mrs. Dalvinder Kaur Ryait (DIN: 00572812) as an Executive Director of the Company & approve her remuneration 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, Mrs. 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, 2024 to 13th August, 2027 on the remuneration and other perquisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
I.	Salary	In the scale of Rs. 1,00,000 – Rs. 5,00,000 per month.
II.	Commission	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.	Perquisites	The perquisites are allowed in addition to salary and commission as per details given below:-
	PART “A”	
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 Ms. Dalvinder Kaur 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 her family.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and her 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.
	PART “B”	
f)	Provident Fund & other funds	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules framed by the Company in this respect.
g)	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.
	PART “C”	
h)	Car & Telephone	The Company shall provide a car with chauffeur and telecommunication facility at residence of the Appointee.
IV	Maximum Remuneration	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.
V	Minimum Remuneration	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.
VI	Leave	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.
VII	Other Benefits	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.

Explanation: “Family” means the spouse, the dependent children and dependent parents of the appointee.

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.”

9. To re-appoint Mrs. Amarjit Kaur Ryait (DIN: 00572776) as an Executive Director of the Company & approve her remuneration 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, Mrs. 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, 2024 to 13th August, 2027 on the remuneration and other perquisites as detailed below:-

S.NO.	REMUNERATION	DETAILS
I.	Salary	In the scale of Rs. 10,000 – Rs. 1,50,000 per month.
II.	Commission	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.	Perquisites	The perquisites are allowed in addition to salary and commission as per details given below:-
	PART “A”	
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 Ms. Amarjit Kaur 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 her family.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and her 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.
	PART “B”	
f)	Provident Fund & other funds	Contribution towards Provident Fund and Pension/ Superannuation Fund subject to the rules framed by the Company in this respect.
g)	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.
	PART “C”	
h)	Car & Telephone	The Company shall provide a car with chauffer and telecommunication facility at residence of the Appointee.
IV	Maximum Remuneration	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.
V	Minimum Remuneration	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.
VI	Leave	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.
VII	Other Benefits	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.

Explanation: “Family” means the spouse, the dependent children and dependent parents of the appointee.

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.”

10. To re-appoint Mr. Pardeep Sehgal (DIN: 08355909) 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. Pardeep Sehgal (DIN: 08355909) who holds office as an Independent Director up to February 13, 2024, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second consecutive term of five years with effect from 14th February, 2024 to 13th February, 2029.

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.”

11. To re-appoint Mr. Kanwalpreet Singh Walia (DIN: 00266474) 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. Kanwalpreet Singh Walia (DIN: 00266474) who holds office as an Independent Director up to 23rd May, 2025, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second consecutive term of five consecutive years with effect from 24th May, 2025 to 23rd May, 2030.

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.”

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

Sd/-

Date: 20.08.2024

Sandeep

Place: Ludhiana (Company Secretary & Compliance Officer)

M. No. A72232

NOTES:-

1. The Ministry of Corporate Affairs (“MCA”) vide its General circular No. 09/2023 dated 25th September, 2023 read with General Circular Nos. 20/2020 dated 05th May, 2020, General Circular No. 02/ 2022 dated 05th May, 2022 and General Circular No. 10/ 2022 dated 28th December, 2022 (hereinafter referred to as “MCA Circulars”), has allowed the Companies to conduct their AGMs/EGMs due in year 2023/2024 without physical presence of the members at a common venue, through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) upto 30th September, 2024. Further, the Securities and Exchange Board of India (“SEBI”) vide its Circular No. **SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 07th October, 2023 (“SEBI Circular”)**, has provided relaxation to listed entities from the compliance of sending Hard copies of Abridged Annual Reports and Proxy Forms for AGMs to be held till 30th September, 2024.

In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 50th AGM of the Company is being held through VC/OAVM on Monday, the 30th September, 2024 at 11.00 a.m. The deemed venue for the AGM shall be the Registered Office of the Company at G.S. Estates. G.T. Road, Ludhiana, Punjab.

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

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

5. Members shall have the option to vote electronically (“e-voting”) either before the AGM (“remote e-voting”) or during the AGM.

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited (“CDSL”). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.

6. The Company has appointed Mr. Baldev Raj Arora, Practicing Company Secretary (Membership No. FCS 4283) as Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
7. Institutional Investors/Corporate Members (i.e. other than Individual/HUF/NRI etc.) can appoint their authorized representative pursuant to Section 112 and 113 of the Act as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting. They are requested to send a scanned copy of the Board Resolution of authorization to the Company at cs@gsgroupindia.com with a copy marked to helpdesk.evoting@cdslindia.com.
8. In case of Joint holders attending the AGM, only such Joint Holder whose Name Appears first on the order of the names will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2024 (Tuesday) to 30th September, 2024 (Monday).
10. To receive shareholders’ communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their email addresses with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, the Members are requested to notify the email addresses, if any, at the earliest to the Registrar & Share Transfer Agent/ Company. Members may notify the change in their address, if any, to their respective Depository Participants and/ or RTA.
11. The **SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 3, 2021 read together with SEBI Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023** (the “SEBI Circulars”) has mandated for furnishing/ updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company. SEBI has also amended

- Regulation 40, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has mandated that transfer of securities held in physical form shall not be processed unless the same are held in the dematerialized form with a depository. As per Regulation 40, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents, M/s. Skyline Financial Services Private Limited at www.skylinerta.com for assistance in this regard. This is also available on the Company's Website at <https://www.gsauto.in/pdf/64709bc8136e10.06975726.pdf>
12. Members who wish to inspect the relevant documents with respect to the Notice can send an e-mail to cs@gsgroupindia.com by mentioning their DP ID & Client ID/ Physical Folio Number.
 13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at www.gsgroupindia.com. Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
 14. **Dispatch of Annual Report through Electronic Mode:**
In compliance with the Ministry of Corporate Affairs and SEBI Circulars dated May 13, 2022, The Securities and Exchange Board of India ("SEBI") also vide its Circular No. **SEBI/HO/CFD/PoD-2/P/CIR/2023/24 dated 5th January, 2023 ("SEBI Circular")** Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Registrar and Transfer Agent ("RTA")/Depository Participant/Depository. Members may note that the Notice and Annual Report will also be available on the Company's Website at www.gsgroupindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on website of the e-voting agency, Central Depository Services (India) Limited at www.evotingindia.com.
 15. **For receiving all communications (including Annual Report) from the Company electronically:**
 - a) Members holding shares in dematerialized mode are requested to register/update their email address with the relevant Depository Participant.
 - b) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with the details of folio number and attaching a self-attested copy of PAN Card at cs@gsgroupindia.com or to RTA at admin@skylinerta.com.
 16. For Convenience of Members and proper conduct of AGM, Members are requested to login and join at least 15 (fifteen) minutes before the time scheduled for the AGM i.e. 10.45 AM IST. The Link for Joining the AGM shall be kept open until 11.15 AM IST i.e. 15 (fifteen) minutes after the start of AGM.
 17. **INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING ARE AS UNDER:**
 - Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - i) The voting period begins on **Friday, September 27, 2024 at 9:00 AM IST and ends on Sunday, September 29, 2024 at 5:00 PM IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Monday, September 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting G.S. Estate, G.T. Road, Ludhiana, Punjab 141010 (India).
 - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. However, it has been observed that the participation by the public non-institutional shareholder/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote

without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	- 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab. - 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 & 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. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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 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. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 held 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-24997000

Step 3: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v Login method for e-Voting and joining virtual meeting for **Physical shareholders & shareholders other than individual holding in Demat form.**
 - i The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii Click on "Shareholders" module.
 - iii Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv Next enter the Image Verification as displayed and Click on Login.
 - v If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

	For Physical Shareholders and other than Individual Shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use sequence number sent by Company/RTA or contact Company/RTA. 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank details /Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the Member ID / Folio no. in the Dividend Bank details field.

- i. If you are a first-time user follow the steps given below:
- ii. After entering these details appropriately, click on "SUBMIT" tab.
- iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the **EVS**N for G S Auto International Limited

on which you choose to vote.

- vi. 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.
- vii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xi. If a demat 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.
- xii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

18. Additional facility for Non-Individual Shareholders and Custodians-For remote e-voting only:

- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporates" Module.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 and on approval of the accounts they would be able to cast their vote.
- e) It is mandatory that 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.
- f) Alternatively Non Individual Shareholders are required mandatorily to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of duly authorized signatory who are authorized to vote to the scrutinizer and to the Company at the email address viz. cs@gsgroupindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

19. INSTRUCTIONS FOR SHAREHOLDERS

ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

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

20. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL 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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company/RTAemailid.

2. For Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat Shareholders – Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.**

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 180022 55 333.

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

The statutory documents of the Company and/ or the documents referred to in this Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM i.e. September 30, 2024. Members seeking to inspect can send email to info@gsgroupindia.com and/ or cs@gsgroupindia.com.

22. In case the members wish to express their views or have any queries, then they may send the same in advance and also mentioning their Name, DP ID and Client ID/ Folio No., Mobile No. to the Company at info@gsgroupindia.com and/ or cs@gsgroupindia.com. Queries received by the Company till 5.00 p.m. on Tuesday, 17th September, 2024 shall only be considered and responded during the AGM.
23. Members are requested to Intimate Changes, if any pertaining to their name, Postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number MICR code, IFSC code, etc. to their DPs in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN KYC details and nomination by holders of Physical Securities by 31st March, 2023, and linking PAN with Aadhaar by 31 March, 2022 vide its circular dated 3 November, 2021 and 15th December, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's Registrar "Skyline Financial Services Private Limited" at its registered office address at D-153/A, First Floor, Okhla Industrial Area, Phase -1, New Delhi-110020. The Form for updating the same are available at the websites www.skylinerta.com and

www.gsgroupindia.com. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participant (s).

24. Members holding shares in the same /identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/Registrar & Share Transfer Agent.
25. Pursuant to the approval of the Shareholders at the Extraordinary General Meeting held on 5th February, 2008, the Equity Shares of the Company had been sub-divided from one Equity Share of the Face Value of Rs. 10/- (Ten) to two Equity Shares of the Face Value of Rs. 5/- (Five) each. The members, who are still holding Equity Shares of the Face value of Rs. 10 /- each, are requested to surrender their respective Share Certificates to the Company or to its Registrar & Share Transfer Agent, to enable the Company to issue fresh Share Certificate pertaining to Equity Shares of the Face Value of Rs. 5/- each.
26. The Ministry of Corporate Affairs (MCA), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars allowing companies to send official documents to their Members electronically.
27. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their votes at the 50th AGM by electronic means and the business may be transacted through e-voting as per details below:
 - i. Date and time of commencement of voting through electronic means: September 27, 2024 at 9.00 a.m.
 - ii. Date and time of end of voting through electronic means beyond which voting will not be allowed: September 29, 2024 at 5.00 p.m.
 - iii. Details of Website: www.evotingindia.com
 - iv. 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 cs@gsgroupindia.com
Registrar & Transfer Agent:	: Skyline Financial Services Private Limited D-153 A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020 admin@skylinert.com
E-Voting Agency	: Central Depository Services Limited www.evotingindia.com
Scrutinizer	: Mr. Baldev Raj Arora, PCS Email: baldevcs_2005@rediffmail.com

The e-voting module shall be disabled for voting on September 29, 2024 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 23, 2024.**

A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on cut-off date i.e. Monday, September 23, 2024, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com.

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

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

Mr. Baldev Raj Arora, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.gsgroupindia.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800-225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800-225533.

By order of the Board

For G. S. AUTO INTERNATIONAL LIMITED

Sd/-

Date: 20.08.2024

Sandeep

Place: Ludhiana (Company Secretary & Compliance Officer)

M. No. A72232

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. 4:

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2025.

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 a Special Resolution as set out at Item No. 4 of the Notice.

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

Item No. 5:

The Board of Directors vide resolution dated 14th August, 2021 had appointed Mr. Jasbir Singh Ryait (DIN: 00104979) as Chairman and Managing Director of the Company for a period of three years with effect from 14th August, 2021 to 13th August, 2024 at terms and conditions approved by the Shareholders in their Annual General Meeting held on 30th September, 2021.

Since the term of Chairman and Managing Director was expiring on 13th August, 2024, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 13th August, 2024 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 14th August, 2024 to 13th August, 2027 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 lakhs)

PARTICULARS	31.03.2024	31.03.2023	31.03.2022
Total Revenue	15070.32	12955.71	10013.28
Profit/(Loss) before Tax (PBT)	100.66	(480.75)	32.60
Profit/ (Loss) After Tax (PAT)	69.08	(279.43)	(312.75)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1382.46	1316.57	1613.11

5) Foreign Investments or collaborations, if any:
Not Applicable**II. Information about the appointee:****1) Background details:**

Mr. Jasbir Singh Ryait is the Chairman & 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 33 years' experience in the field of Production of Steel and Auto Components.

2) Past Remuneration:

Mr. Jasbir Singh Ryait, as Chairman and Managing Director was being paid yearly gross remuneration of Rs. 76,50,000/- 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 & Managing Director and after his re-appointment as a Chairman & 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. 14th August, 2024 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 5,80,550 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 no profit or inadequate profit:

There was overall slowdown in the automotive industry from period of Covid-19 in the country and international level. However the same is not fully recovered but there is improvement in the profitability of the company but not upto the desired level. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment, we were not able to pass on fully, the continuous increase in the prices of raw materials, diesel, increase in the electricity tariff and rise in the minimum wage by the Punjab Government to our customers. The company was able to show marginal net profits in the current as against losses in the previous years.

2) Steps taken or proposed to be taken for improvement:

From the current year onwards, the prices of raw materials are stable and Indian economy is also looking up and with change in product mix, capacity utilization, the company will be able to improve the top line and bottom line. The company has taken several cost cutting measures along with increase in the selling price of our products, improvement in capacity utilization in both units, the company is hopeful of achieving better results 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. 5 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. 6:

The Board of Directors vide resolution dated 14th August, 2021 had re-appointed Mr. Surinder Singh Ryait (DIN: 00692792) as Managing Director of the Company for a period of three years with effect from 14th August, 2021 to 13th August, 2024 at terms and conditions approved by the Shareholders in their Annual General Meeting held on 30th September, 2021.

Since the term of the Managing Director was expiring on 13th August, 2024, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 13th August, 2024 had re-appointed Mr. Surinder Singh Ryait as Managing Director of the Company for a term of three consecutive years with effect from 14th August, 2024 to 13th August, 2027 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 lakhs)

PARTICULARS	31.03.2024	31.03.2023	31.03.2022
Total Revenue	15070.32	12955.71	10013.28
Profit/(Loss) before Tax (PBT)	100.66	(480.75)	32.60
Profit/ (Loss) After Tax (PAT)	69.08	(279.43)	(312.75)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1382.46	1316.57	1613.11

- 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 has diploma in Business Management and has more than 33 years' experience in the field of Business Management.

2) Past Remuneration:

Mr. Surinder Singh Ryait, as Managing Director was entitled to yearly gross remuneration consisting of basic salary, perquisites and allowances. However no remuneration was paid to reduce cost of the company.

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. 14th August, 2024 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 6,54,430 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 & Managing Director respectively.

III. Other Information:

1) Reason for no profit or inadequate profit:

There was overall slowdown in the automotive industry from period of Covid-19 in the country and international level. However the same is not fully recovered but there is improvement in the profitability of the company but not upto the desired level. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment, we were not able to pass on fully, the continuous increase in the prices of raw materials, diesel, increase in the electricity tariff and rise in the minimum wage by the Punjab Government to our customers. The

company was able to show marginal net profits in the current as against losses in the previous years.

2) Steps taken or proposed to be taken for improvement:

From the current year onwards, the prices of raw materials are stable and Indian economy is also looking up and with change in product mix, capacity utilization, the company will be able to improve the top line and bottom line. The company has taken several cost cutting measures along with increase in the selling price of our products, improvement in capacity utilization in both units, the company is hopeful of achieving better results 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. 6 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 Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 7:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, vide its resolution dated 14th August, 2021 re-appointed Mr. Harkirat Singh Ryait (DIN: 07275740) as Executive Director of the Company for a term of three consecutive years with effect from 14th August, 2021 at the terms and conditions approved by the Shareholders in their Annual General Meeting held on 30th September, 2021.

Since the term of the Executive Director was expiring on 13th August, 2024, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 13th August, 2024 had re-appointed Mr. Harkirat Singh Ryait as an Executive Director of the Company for a term of three consecutive years with effect from 14th August, 2024 to 13th August, 2027 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 lakhs)

PARTICULARS	31.03.2024	31.03.2023	31.03.2022
Total Revenue	15070.32	12955.71	10013.28
Profit/(Loss) before Tax (PBT)	100.66	(480.75)	32.60
Profit/(Loss) After Tax (PAT)	69.08	(279.43)	(312.75)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1382.46	1316.57	1613.11

- 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 14 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. 28,26,000/- 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. 14th August, 2024 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 38868 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 no profit or inadequate profit:**

There was overall slowdown in the automotive industry from period of Covid-19 in the country and international level. However the same is not fully recovered but there is improvement in the profitability of the company but not upto the desired level. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment, we were not able to pass on fully, the continuous increase in the prices of raw materials, diesel, increase in the electricity tariff and rise in the minimum wage by the Punjab Government to our customers. The company was able to show marginal net profits in the current as against losses in the previous years.

2) Steps taken or proposed to be taken for improvement: Steps taken or proposed to be taken for improvement:

From the current year onwards, the prices of raw materials are stable and Indian economy is also looking up and with change in product mix, capacity utilization, the company will be able to improve the top line and bottom line. The company has taken several cost cutting measures along with increase in the selling price of our products, improvement in capacity utilization in both units, the company is hopeful of achieving better results 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. 7 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. 8:

The Board of Directors vide resolution dated 14th April, 2021 had re-appointed Mrs. Dalvinder Kaur Ryait (DIN: 00572812) as an Executive Director of the Company for a period of three years with effect from 14th August, 2021 to 13th August, 2024 at terms and conditions approved by the Shareholders in their Annual General Meeting held on 30th September, 2021.

Since the said term of 3 years was expiring, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 13th August, 2024 had re-appointed Mrs. Dalvinder Kaur Ryait as an Executive Director of the Company for a term of three consecutive years with effect from 14th August, 2024 to 13th August, 2027 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 lakhs)

PARTICULARS	31.03.2024	31.03.2023	31.03.2022
Total Revenue	15070.32	12955.71	10013.28
Profit/(Loss) before Tax (PBT)	100.66	(480.75)	32.60
Profit/ (Loss) After Tax (PAT)	69.08	(279.43)	(312.75)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1382.46	1316.57	1613.11

- 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 21 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. 76,84,000/- 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. 14th August, 2024 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 1,44,860 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 no profit or inadequate profit:

There was overall slowdown in the automotive industry from period of Covid-19 in the country and international level. However the same is not fully recovered but there is improvement in the profitability of the company but not upto the desired level. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment, we were not able to pass on fully, the continuous increase in the prices of raw materials, diesel, increase in the electricity tariff and rise in the minimum wage by

the Punjab Government to our customers. The company was able to show marginal net profits in the current as against losses in the previous years.

- 2) **Steps taken or proposed to be taken for improvement: Steps taken or proposed to be taken for improvement:** From the current year onwards, the prices of raw materials are stable and Indian economy is also looking up and with change in product mix, capacity utilization, the company will be able to improve the top line and bottom line. The company has taken several cost cutting measures along with increase in the selling price of our products, improvement in capacity utilization in both units, the company is hopeful of achieving better results 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.

III. 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, 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. 9:

The Board of Directors vide resolution dated 14th August, 2021 had re-appointed Mrs. Amarjit Kaur Ryait (DIN: 00572776) as an Executive Director of the Company for a period of three years with effect from 14th August, 2021 to 13th August, 2024 at terms and conditions approved by the Shareholders in their Annual General Meeting held on 30th September, 2021.

Since the said term of 3 years was expiring, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on 13th August, 2024 had re-appointed Mrs. Amarjit Kaur Ryait as an Executive Director of the Company for a term of three consecutive years with effect from 14th August, 2024 to 13th August, 2027 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 lakhs)

PARTICULARS	31.03.2024	31.03.2023	31.03.2022
Total Revenue	15070.32	12955.71	10013.28
Profit/(Loss) before Tax (PBT)	100.66	(480.75)	32.60
Profit/ (Loss) After Tax (PAT)	69.08	(279.43)	(312.75)
Paid up Share Capital	725.73	725.73	725.73
Reserves & Surplus	1382.46	1316.57	1613.11

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

II Information about the appointee:

1) Background details:

Mrs. Amarjit Kaur Ryait is an Executive Director of the Company. She is Graduate and has more than 18 years' experience in the field of Business Administration.

2) Past Remuneration:

Mrs. Amarjit Kaur Ryait, as Executive Director was entitled to yearly gross remuneration consisting of basic salary, perquisites and allowances. However no remuneration was paid to reduce the cost to the company.

3) Job profile and their suitability:

Mrs. Amarjit 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. 14th August, 2024 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. Amarjit Kaur Ryait does not have any pecuniary relationship with the Company except to the extent of her shareholding of 1,23,820 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 no profit or inadequate profit:** There was overall slowdown in the automotive industry from period of Covid-19 in the country and international level. However the same is not fully recovered but there is improvement in the profitability of the company but not upto the desired level. Further, due to slowdown in the economy coupled with poor demand in the commercial vehicle segment, we were not able to pass on fully, the continuous increase in the prices of raw materials, diesel, increase in the electricity tariff and rise in the minimum wage by the Punjab Government to our customers. The company was able to show marginal net profits in the current as against losses in the previous years.
- 2) Steps taken or proposed to be taken for improvement: Steps taken or proposed to be taken for improvement:** From the current year onwards, the prices of raw materials are stable and Indian economy is also looking up and with change in product mix, capacity utilization, the company will be able to improve the top line and bottom line. The company has taken several cost cutting measures along with increase in the selling price of our products, improvement in capacity utilization in both units, the company is hopeful of achieving better results 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, Mrs. Amarjit 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. 10:

Mr. Pardeep Sehgal (DIN: 08355909) 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 in their Annual General Meeting on September 30, 2019 to hold office up to February 13, 2024. The Board, on the basis of the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, considers that the continued association of Mr. Pardeep 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 February 14, 2024.

The Company has received Notice under Section 160 of Companies, Act, 2013, intimation in Form DIR-8 from them that they are 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 his consent to continue as an Independent Director.

The details of Mr. Pardeep Sehgal, Director, being re-appointed as an Independent Director, pursuant to Regulation 36(3) of the Securities and Exchange Board of 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. Pardeep 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 Pardeep Sehgal, is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at item no. 10 of the notice for approval of the members pursuant to provisions of **Regulation 17** of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 11:

Mr. Kanwalpreet Singh Walia (DIN: 00266474) 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 August 18, 2022, through Postal Ballot Process, to hold office up to May 23, 2025. The Board, on the basis of the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, considers that the continued association of Mr. Kanwalpreet Singh Walia 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 May 24, 2025.

The Company has received Notice under Section 160 of Companies, Act, 2013, intimation in Form DIR-8 from them that they are 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 his consent to continue as an Independent Director.

The details of Mr. Kanwalpreet Singh Walia, Director, being re-appointed as an Independent Director, pursuant to Regulation 36(3) of the Securities and Exchange Board of 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. Kanwalpreet Singh Walia as an Independent Directors setting out the terms and

conditions is available for inspection by members at the Registered Office of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, the Company shall be requiring Special Resolution from the Shareholders for the reappointment of Mr. Kanwalpreet Singh Walia as an Independent Director by 23rd August, 2025.

Further, the Company is likely to conduct Annual General Meeting of Members, next year, in the month of September 2025.

In order to avoid Expenditure for the conduct of Postal Ballot process, in next year, the Management has decided to put this item before Shareholders of the Company in the forthcoming Annual General Meeting consequent upon recommendation for re-appointment by Nomination & Remuneration Committee and Board of Directors.

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

The Board recommends the Special Resolution set out at item no. 11 of the notice for approval of the members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT(S) AT THE ANNUAL GENERAL MEETING.

[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Jasbir Singh Ryait	Mr. Surinder Singh Ryait	Mr. Harkirat Singh Ryait
Date of Birth	15/06/1962	11/04/1965	18/08/1988
DIN	00104979	00692792	07275740
Expertise in Specific Functional Area	Having more than 33 years' experience in marketing and personnel segment of the Industry.	Having more than 28 years' experience in the field of Business Management and Auto Components.	More than 14 years' experience in the field of Auto Components production and marketing.
Qualification	B.E. (Mechanical Engineering)	Diploma in Business Management	B. Tech
Directorship of other Listed Companies as on 31 st March, 2024	-	-	-
Chairman/ Member of Committees of other Companies as on 31 st March, 2024	-	-	-
No. of Shares Held	580550	654430	38868
Date of Appointment on Board	01/09/2008	05/10/1989	14/02/2019
Terms & Conditions of Appointment/ Re-appointment	Re-appointment for a term of three consecutive years w.e.f. 14/08/2024	Re-appointment for a term of three consecutive years w.e.f. 14/08/2024	Re-appointment for a term of three consecutive years w.e.f. 14/08/2024
Relationship with other Director(s)	Mr. Jasbir Singh Ryait is related to Mr. Surinder Singh Ryait, Mr. Harkirat Singh Ryait and Mrs. Dalvinder Kaur Ryait.	Mr. Surinder Singh Ryait is related to Mr. Jasbir Singh Ryait and Mr. Harkirat Singh Ryait.	Mr. Harkirat Singh Ryait is related to Mr. Jasbir Singh Ryait and Mrs. Dalvinder Kaur Ryait.

Name of the Director	Mrs. Dalvinder Kaur Ryait	Mrs. Amarjit Kaur Ryait	
Date of Birth	28/06/1963	02/03/1966	
DIN	00572812	00572776	
Expertise in Specific Functional Area	Having more than 21 years' experience in marketing and personal segment of industry.	Having more than 18 years' experience in the field of administration.	
Qualification	Graduate	Graduate	
Directorship of other Listed Companies as on 31 st March, 2024	-	-	
Chairman/ Member of Committees of other Companies as on 31 st March, 2024	-	-	
No. of Shares Held	144860	123820	
Date of Appointment on Board	06/03/2004	06/03/2004	
Proposed Terms & Conditions of Appointment/ Re-appointment	Re-appointment for a term of three consecutive years w.e.f. 14/08/2024	Re-appointment for a term of three consecutive years w.e.f. 14/08/2024	
Relationship with other Director(s)	Mrs. Dalvinder Kaur Ryait is related to Mr. Jasbir Singh Ryait and Mr. Harkirat Singh Ryait.	Mrs. Amarjit Kaur Ryait is related to Mr. Surinder Singh Ryait.	

Name of the Director	Mr. Pardeep Sehgal	CA Kanwalpreet Singh Walia	
Date of Birth	09/12/1963	30/09/1954	
DIN	08355909	00266474	
Expertise in Specific Functional Area	Having 29 years' experience in Auto Motives Industry and Business Management	Having more than 37 years' extensive experience and exposure in handling directorship in various companies of manufacturing category. His key strengths in functional areas include wide exposure in the areas such as Finance, Taxation and Audit	
Qualification	Diploma	Chartered Accountant (CA)	
Directorship of other Listed Companies as on 31st March, 2024	-	-	
Chairman/ Member of Committees of other Companies as on 31st March, 2024	-	-	
No. of Shares Held	-	400	
Date of Appointment on Board	14/02/2019	24/05/2022	
Proposed Terms & Conditions of Appointment/ Re-appointment	Re-appointment for second consecutive term of Five years w.e.f. 14/02/2024	Re-appointment for second consecutive term of Five years w.e.f. 24/05/2025	
Relationship with other Director(s)	Not related to any director and Key Managerial Personnel of the Company.	Not related to any director and Key Managerial Personnel of the Company.	

By order of the Board
For G. S. AUTO INTERNATIONAL LIMITED
Sd/-
Sandeep
(Company Secretary & Compliance Officer)
M. No. A72232

Date: 20.08.2024
Place: Ludhiana