ISO/TS 16949
BUREAU VERITAS Certification

G.S. AUTO INTERNATIONAL LTD.

GS INTERNATIONAL

Date: 01.10.2018

To,

Department of Corporate Services,
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
MUMBAI-400001

SUB: 44TH ANNUAL GENERAL MEETING AND VOTING RESULTS

Dear Sir,

In continuation to our letter dated September 4th, 2018, 44th Annual General Meeting of the Company was held today and the businesses mentioned in the notice Dated August 23, 2018 were transacted. In this regard, please find enclosed the following:

1. Report of Scrutinizer dated 29.09.2018 pursuant to Section 108 of the C[redacted]

B.K. Gupta & Associates
Company Secretaries

(O) 0161-2407500
0161-5049700
(R) 0161-2303137
(M) 098156-05702

CONSOLIDATED SCRUTINIZER REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended Rule 20& 21 of the Companies (Management and Administration) Rules, 2014

To
The Chairman
G.S. Auto International Limited

44th Annual General Meeting of the Equity Shareholders of **G.S. Auto International Limited** held on 29.09.2018 at 11:00 a.m. at the Registered Office of the Company at G S Estate, G T Road, Ludhiana-141010.

Dear Sir,

1. I, Bhupesh Gupta, of **B.K. Gupta & Associates**, Practicing Company Secretaries at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozepur Road, Ludhiana, was appointed as Scrutinizer by the Board of Directors of **G.S. Auto International Limited** for the purpose of scrutinizing e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108& 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 44th Annual General Meeting of the Equity Shareholders of the Company held on 29.09.2018 at 11:00 a.m.at the Registered Office of the company at G S Estate, G T Road, Ludhiana-141010, submit our report as under.

2. The Public Advertisement with respect to dispatch of the notices and conducting of voting through electronic means was published in an English Newspaper "Business Standard" of wide circulation on 05.09.2018 and a Vernacular Newspaper "Desh Sewak" on 05.09.2018.

3. The remote e-voting period commenced on 26.09.2018 at 09:00 a.m. and ended on 28.09.2018 at 05:00 p.m. the CDSL Portal was blocked for voting thereafter.

4. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting)

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and voting by ballots by the Shareholders on the resolutions proposed in the Notice of the 44th Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of the ballot at the meeting are conducted in a fair and transparent manner and render Consolidate Scrutinizer Report of the total votes cast in the favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report prepared on the basis of votes casted through ballot process.

5. I, hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

6. The results of the voting is as under:

A. **Resolution-1: Ordinary Resolution**

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2018.

i. **Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	50372	88.57

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	6500	11.43

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them

0	0

ii. **Voting through Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
32	5888476	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. **Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5938848	99.89

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	6500	0.11

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.1

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 44th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.

B. **Resolution-2: Ordinary Resolution**

Re-appointment of Mr. Dalvinder Kaur Ryait (DIN 00572812) as a Director of the Company who retires by rotation

i. **Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	50372	88.57

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	6500	11.43

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. **Voting through Ballot**

a) Voted in **favour** of the resolution:

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As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 44th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.

C. Resolution-3: Ordinary Resolution

Ratification of appointment of Ms. Sukhminder Singh & Co. Chartered Accountants as Statutory Auditors.

i. **Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	50372	88.57

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	6500	11.43

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. **Voting through Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
32	5888476	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. **Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5938848	99.89

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	6500	0.11

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.3

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 44th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.

D. Resolution-4: Ordinary Resolution

Appointment of Mr. Avinash Sharma (DIN: 07963327) as an Independent Director of the Company.

i. **Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	50372	88.57

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	6500	11.43

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

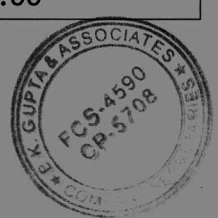
ii Voting through Ballot

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
32	5888476	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii Consolidated E-Voting And Ballot

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5938848	99.89

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	6500	0.11

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.4

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 44th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.

E. Resolution-5: Ordinary Resolution

Approval of the remuneration of the Cost Auditors for the Financial Year ending March 31, 2019.

i. **Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	50372	88.57

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	6500	11.43

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. **Voting through Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
32	5888476	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. **Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	5938848	99.89

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	6500	0.11

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.5

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 44th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution.

F. Resolution-6 : **Ordinary Resolution**

Consider variation in the terms of remuneration of MR. Surinder Singh Ryait (DIN: 00692729), as Managing Director.

i. **Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	50372	88.57

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