

# G.S. AUTO INTERNATIONAL LIMITED

Regd Office: G.S. Estate, G.T. Road, Ludhiana-141010

Phone : 0161-2511001/2/3/4/5, Fax:0161-2510885

Website: www.gsgroupindia.com

CIN: L34300PB1973PLC003301



## NOTICE

(Note: The business of this meeting may be transacted through electronic voting system)

Notice is hereby given that the 41st Annual General Meeting of the members of G.S. Auto International Limited will be held on Wednesday, September 30, 2015 at 11.00 a.m. at G.S. Estate, G.T. Road, Ludhiana, to transact the following businesses:

### Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Dalvinder Kaur Ryait (DIN: 00572812), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an

### Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Nanda & Bhatia, Chartered Accountants (Registration No. 004342N), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 43<sup>rd</sup> Annual General Meeting (subject to ratification by the members at every Annual General Meeting) at such remuneration including reimbursement of travelling and other out of pocket expenses as shall be fixed by the Board of Directors of the Company.”

### Special Business:

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 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 Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), M/s

P.K. Verma & Co., Cost Accountants, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid remuneration as may be decided by the Board of Directors.

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

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

Date: 14.08.2015  
Place: Ludhiana  
Regd Office:  
G.S. Estate, G.T. Road, Ludhiana-141010

Sd/-  
(Surinder Singh Ryait)  
Managing Director  
DIN: 00692792

## NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**



## G.S. AUTO INTERNATIONAL LIMITED

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2. The information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges regarding the director seeking re-appointment in the Annual General Meeting as proposed in Item No. 2 of the notice is also being annexed hereto separately and forms part of the Notice.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slips along with their copy of Annual Report to the Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2015 is uploaded on the Company's website [www.gsgroupindia.com](http://www.gsgroupindia.com) and may be accessed by the members.
7. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
8. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. A separate sheet containing the complete details of the instructions for e-voting is being sent to all the shareholders along with the Notice to enable them to cast their votes through e-voting.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from 25th September, 2015 to 30th September, 2015.
11. The Members holding shares in physical mode are requested to notify the change in their addresses, if any, at the earliest to the Registrar & Share Transfer Agent/ Company. However, members, holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
12. Members desiring any information, as regards Accounts, are requested to write to the Company at its Registered Office at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
13. Members are requested to note that pursuant to Section 125 of the Companies Act, 2013 corresponding to Section 205A of the Companies Act, 1956, dividends not encashed/ unpaid within seven years from the date of declaration of dividend shall be transferred to the Investor Education and Protection Fund (IEPF). Members are requested to contact either the Registrar and Share Transfer Agent or the Company for the encashment of their dividend warrants.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining Demat Accounts. Members holding shares in physical form can submit their PAN details to M/s Skyline Financial Services Private Limited/ Secretarial Department of the Company.
15. 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.



## G.S. AUTO INTERNATIONAL LIMITED

16. 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.

17. The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars allowing companies to send official documents to their Members electronically.

The Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar & Share Transfer Agent- skyline Financial services Private Limited, New Delhi (in case of shares held in physical form).

18. 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 41st AGM by electronic means and the business may be transacted through e-voting as per details below

- (a) Date and time of commencement of voting through electronic means: September 27, 2015 at 9.00 a. m.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: September 29th, 2015 at 5.00 p.m.
- (c) Details of Website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- (d) Details of persons to be contacted for issues relating to e-voting:

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Company : Company Secretary  
G.S. Auto International Limited  
G.S. Estate, G.T. Road,  
Ludhiana-141010  
[amninder@gsgroupindia.com](mailto:amninder@gsgroupindia.com)

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Registrar & Transfer Agent: Skyline Financial Services Pvt. Ltd.  
D-153A, 1st Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020, India  
[viren@skylinerta.com](mailto:viren@skylinerta.com)

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E-Voting Agency : National Securities Depository Limited  
[www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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Scrutinizer : Mr. Bhupesh Gupta PCS  
Email: [bkg.majestic@gmail.com](mailto:bkg.majestic@gmail.com)

(e) Detailed instructions for e-voting are attached separately to the Notice of the Annual General Meeting.

(f) Details of Scrutinizer: Mr. Bhupesh Gupta, Practicing Company Secretary

The e-voting module shall be disabled for voting on September 29th, 2015 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 share in the paid up equity share capital of the Bank as on the cut-off date (record date) as on September 24, 2015.**

Mr. Bhupesh Gupta, 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](http://www.gsgroupindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to the Stock Exchanges.

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

Date: 14.08.2015  
Place: Ludhiana  
Regd Office:  
G.S. Estate, G.T. Road, Ludhiana-141010

Sd/-  
(Surinder Singh Ryait)  
Managing Director  
DIN: 00692792



## G.S. AUTO INTERNATIONAL LIMITED

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### 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, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, your consent is solicited for passing an ordinary resolution as set out at Item No. 4 of the Notice.

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

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

(Pursuant to Clause 49(iv)(g) of the Listing Agreement)

Name of the Director	Ms. Dalvinder Kaur Ryait
Date of Birth	28.06.1963
Expertise in Specific Functional Area	Having more than 13 years' experience in marketing and personnel segment of the Industry.
Qualification	Graduate
Directorship of Other Companies as on 31st March, 2015	-
Chairman/ Member of Committees of other Companies as on 31st March, 2015	-
No. of Shares Held	1,44,860
Relationship with other Director(s)	Related to Mr. Jasbir Singh Ryait

# **G.S. AUTO INTERNATIONAL LIMITED**

**Regd Office:** G.S. Estate, G.T. Road, Ludhiana-141010 Phone : 0161-2511001/2/3/4/5,  
Fax : 0161-2510885 Website: www.gsgroupindia.com  
CIN: L34300PB1973PLC003301

## **ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Folio No./ DP ID-Client ID No.: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

Name of the Member/ Proxy: \_\_\_\_\_

(IN BLOACK LETTERS)

Address of the Member: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

I/ We hereby record my/ our presence at the 41<sup>st</sup> Annual General Meeting of G.S. AUTO INTERNATIONAL LIMITED at Registered Office, G.S. Estate, G.T. Road, Ludhiana-141010 on Wednesday, the 30<sup>th</sup> day of September, 2015 at 11.00 a.m.

\_\_\_\_\_  
Signature(s) of the Member or Proxy



Form No. MGT-11

## G.S. AUTO INTERNATIONAL LIMITED

CIN: L34300PB1973PLC003301

Regd Office: G.S. Estate, G.T. Road, Ludhiana-141010 Phone : 0161-2511001/2/3/4/5, Fax : 0161-2510885 Website: www.gsgroupindia.com

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID	
DP ID	
I/ We, being the member(s) of _____ shares of the above named company, hereby appoint	
Name	
Address	
E-mail ID	Signature
Or FAILING HIM;	
Name	
Address	
E-mail ID	Signature
Or FAILING HIM;	
Name	
Address	
E-mail ID	Signature

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 41st Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at 11.00 a.m. at Registered Office, G.S. Estate, G.T. Road, Ludhiana-141010 and at any adjournment thereof in respect of such resolutions as are indicated herein:

Item No.	RESOLUTIONS	For	Against
1.	Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2015, together with the Report of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Ms. Dalvinder Kaur Ryait (DIN: 00572812), who retires by rotation and being eligible offers herself for re-appointment.		
3.	Appointment of M/s Nanda & Bhatia, Chartered Accountants (Registration No. 004342N) as Statutory Auditors of the Company.		
4.	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016.		

Signature of Shareholder: \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

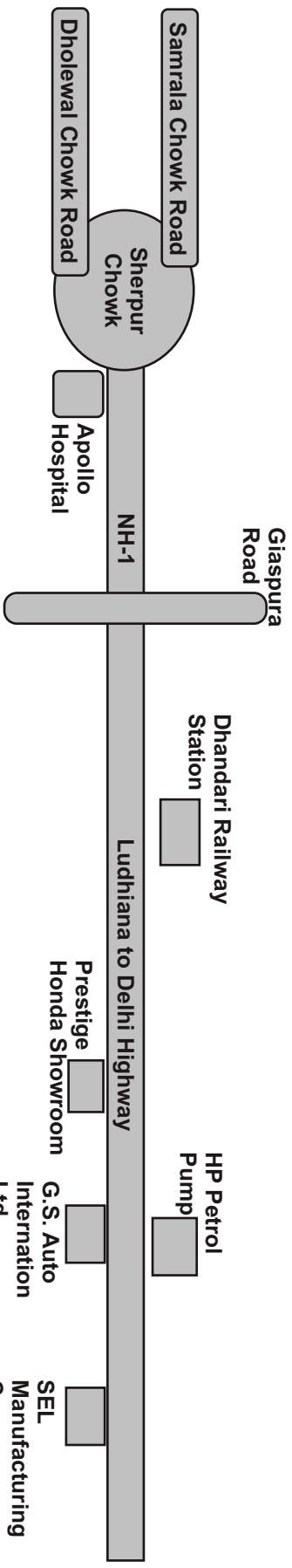
Signature of Proxy Holder(s): \_\_\_\_\_

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Affix Re. 1/-  
Revenue  
Stamp

#### NOTES:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/ Depository Participant.
- A proxy need not to be a member.





# G.S. AUTO INTERNATIONAL LTD.

CIN:L34300PB1973PLC003301

GS ESTATE, GT ROAD, LUDHIANA-141010 (INDIA)

Phones: 0091-161-2511001 – 5 (5 Lines) Fax: 0091-161-2510885.

Website: www.gsgroupindia.com



Sr. No.:

Dear Member,

## Subject: Voting through Electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to its members to cast their votes electronically in respect of the businesses to be transacted at the 41st Annual General Meeting of the Company scheduled to be held on Wednesday, the 30th day of September, 2015 at 11 a.m.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-voting facilities. The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The e-voting particulars are set out below:

Even (E Voting Event No.)	User ID	Password/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9.00 a.m. (IST) on September 27, 2015
End of e-voting	Up to 5.00 p.m. (IST) on September 29, 2015

The cut-off date (record date) for the purpose of e-voting is September 24, 2015. Please read the instructions overleaf before exercising the vote. These details and instructions form integral part of the Notice of the 41st Annual General Meeting scheduled to be held on the 30th day of September, 2015 at 11.00 a.m.

Place: Ludhiana

Date: 14.08.2015

Regd. Office:

G.S. Estate, G.T. Road

Ludhiana-141010

Yours Faithfully,

**For G.S. Auto International Limited**

Sd/-

Surinder Singh Ryait

Managing Director

DIN: 00692792

**Instructions and other information relating to e-voting are as under:**

**A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):**

- i. Open the e-mail and also open PDF file namely "GSAIL-e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of G.S. Auto International Limited. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [bkg.majestic@gmail.com](mailto:bkg.majestic@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual -Shareholders, available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com).

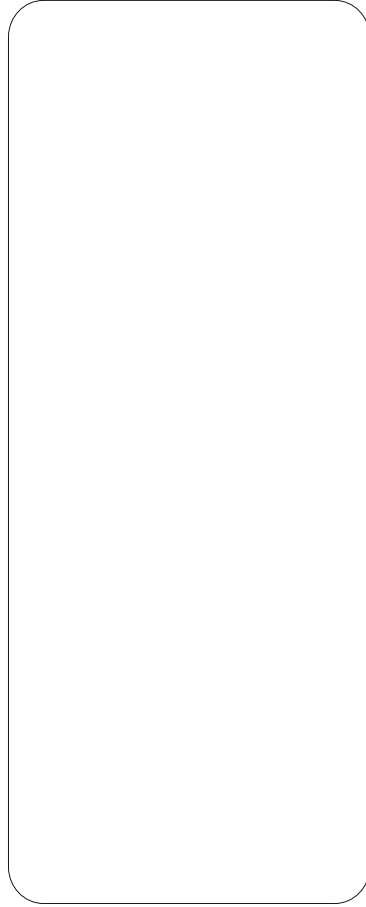
**B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):**

- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

**C. Other Instructions:**

- i. The e-voting period commences on Sunday, 27th September, 2015 (9.00 a.m. IST) and ends on Tuesday, 29th September, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 24th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 24th September, 2015 and as per the Register of Members of the Company.
- iii. Mr. Bhupesh Gupta, Practicing Company Secretaries (Membership No. FCS 4590) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gsgroupindia.com](http://www.gsgroupindia.com) and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com) and communicated to BSE Limited, where the shares of the Company are listed within the prescribed time limits.

9 × 4.25"



**G.S. AUTO INTERNATIONAL LTD.**

CIN:L34300PB1973PLC003301

GS ESTATE, GT ROAD, LUDHIANA-141010 (INDIA)

Phones: 0091-161-2511001

Website: [www.gsgroupindia.com](http://www.gsgroupindia.com)

