



Details of Voting Results

Date of declaration of results of Postal Ballot	1 st June, 2015
Total number of Shareholders as on cut-off date	10,345
No. of Shareholders present in the meeting either in person or through proxy:	
a) Promoter and Promoter group:	4*
b) Public:	N.A.
No. of Shareholders attended the meeting through video conferencing:	
a) Promoter and Promoter group:	N.A.
b) Public:	N.A.

*Number of members present on the date of declaration of results.

Agenda-Wise Report:

Item No.	Details of Agenda	Resolution Required	Mode of Voting	Remarks
1	To alter the Objects Clause of the Memorandum of Association of the Company.	Special	E-Voting and Postal Ballot.	The resolution was passed with requisite majority
2	To consider to authorize the Board to give on lease the whole or a part of the undertaking(s) of the Company.	Special	E-Voting and Postal Ballot.	The resolution was passed with requisite majority



AGENDA WISE REPORT									
RESOLUTION NO.	Mode of Voting: Postal Ballot/ E-Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	
Special Resolution:	To alter the Objects Clause of the Memorandum of Association of the Company.								
RESOLUTION NO.1	Promoter/ Public	6053540	5872000	97.001	5872000	0	100.000	0.000	
	Promoter and Promoter Group								
	Public-institutional Holders	0	0	0.000	0	0	0.000	0.000	
	Public- Others	8461040	42029	0.497	40568	1461	96.524	3.476	
	Total	14514580	5914029	40.745	5912568	1461	99.975	0.025	
Special Resolution:	To consider to authorize the Board to give on lease the whole or part of the undertaking(s) of the Company.								
RESOLUTION NO.2	Promoter/ Public	6053540	5872000	97.001	5872000	0	100.000	0.000	
	Promoter and Promoter Group								
	Public-institutional Holders	0	0	0.000	0	0	0.000	0.000	
	Public- Others	8461040	57729	0.682	55068	2661	95.391	4.609	
	Total	14514580	5929729	40.854	5927068	2661	99.955	0.045	



B. K. Gupta & Associates
Company Secretaries



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Date:-30.05.2015

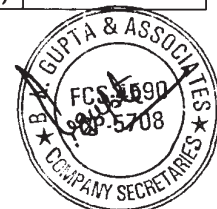
The Chairman
GS Auto International Limited
G S Estate, G.T. Road,
Ludhiana.
Punjab-141010

Dear Sir,

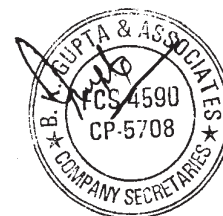
Sub: Passing of Resolutions through Postal Ballot- Scrutinizer Report

Pursuant to the Resolution passed by the Board of Directors of **GS Auto International Limited** in its Meeting held on 15th April, 2015, I have been appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the following resolutions:

Resolution No.	Reference to the Companies Act, 2013	Description of the Resolution	Type of the Resolution
1.	Section 13	<p>To Authorise Board of Directors of the Company for Alteration of Memorandum.</p> <p>"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 or any statutory modification(s) or re-enactment thereof for the time being in force, Clause 5(a) of the Main Objects of the Memorandum of Association of the Company be and is hereby altered by adding the words 'give on lease', after the words 'take on lease', thereby altering the Clause 5(a) as under;</p> <p>(a) To purchase, take on lease, give on lease, hire purchase or acquire by license or otherwise any lands, mills, factories, plants, buildings, works, lorries, carts,</p>	Special Resolution



2.	Sec 180(1)(a)	<p>machinery, stocks, trade marks, right privileges and movable or immovable property of any description which may be deemed necessary or convenient for any business which the company may carry on.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."</p> <p>To Authorise Board of Directors of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company, under the provision of Section 180(1)(a) of the Companies Act, 2013.</p> <p>"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014 or any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the provision of Section 188 of the Companies Act, 2013 the approval of the Company be and is hereby accorded to the Board of Directors to sell/give on lease a part or the whole of one or more undertakings of the Company to any Body Corporate, Partnership Firm, or any other registered entity whether related or unrelated to the Company,</p>	Special Resolution
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		<p>its Directors, Key Managerial Personnel, Associates, including but not limited to M/s. G.S. Autocomp Private limited.</p> <p>RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize terms and conditions of the Sale Deed(s)/Lease Deed(s), other agreement for the purpose of the transaction(s) along with all incidental papers/documents and to delegate one or more powers so conferred by the members of the Company for the purpose of this resolution to any of the officials of the Company.”</p>	
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We report that the Postal Ballot notice dated 15th April, 2015 under Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, was issued individually to all shareholders and the notices were dispatched on 27th April, 2015 by Registered Post and e-mail. Further, all the Shareholders have also been given an option of e-voting through e-voting website of National Securities Depository Limited (www.evoting.nsdl.com) as per the aforesaid Act and Rules and clause 35B of the Listing Agreement, We report that as stated in the notice sent to the shareholders, the Company has fixed 28th May, 2015 as the last date for receipt of Postal Ballots. As stated in Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in Business Standard & Desh Sewak on 29th April, 2015, informing about the dispatch of Postal Ballot forms and other related matters mentioned therein.

We report that we have received the Postal Ballot Forms from the Shareholders during the period starting from 29th April, 2015 to 28th May, 2015.

All the Postal Ballot forms received up to the closure of working hours (5.30 p.m.) on Thursday, 28th May, 2015, the last date fixed by the Company for receipt of the forms, were considered for our scrutiny.

During the course of scrutiny of Postal Ballot forms we have not come across any mutilated Postal Ballot Forms.



We report that all the Postal Ballot Forms were scrutinized and processed and register containing the Shareholders Name, Address, Folio Number, Postal Ballot Number, Number of Shares held, Number of votes voted, Assented, Dissented and Rejected was maintained in electronic Format.

We report that out of 10,345 Shareholders we have received polled Postal Ballot Forms from 39 Shareholders.

The e-voting portal was unblocked at 6.00 P.M. on May 28th, 2015 in the presence Mr. Siddharth and Mr. Sangyan who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.

The votes polled through Ballot received by the scrutinizer till the closing hours of the e-voting were also opened and processed in the presence of aforesaid witnesses.

The E-Voting results/lists of Equity Shareholders who have voted "For" and "Against" were downloaded from the e-voting website of National Securities Depository Limited (www.evoting.nsdl.com) and the same are being handed over to the Chairman.

Total Number of Shareholders	10,345 (as on 17 th April, 2015)
Total Number of Shares (Fully paid up)	1,45,14,580 (as on 17 th April, 2015)
Receipt of Postal Ballot Forms	From 29 th April, 2015 to 28 th May, 2015
Total Postal Ballot Forms Received	39
Total Folios Voted through NSDL e-voting	39 on Resolution No. 1 38 on Resolution No. 2

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1. Special Resolution, in respect of Resolution under Section 13 of the Companies Act, 2013

To Authorise Board of Directors of the Company for Alteration of Memorandum.

Summary of the Results for Resolution 1 are given below:

Total Shareholding and Ballots Received through Post

Particulars	Number of folios	Number of Shares	Percentage (%)
Total Shareholders	10,345	1,45,14,580	100.00
Total Ballots Received	39	58,85,991	40.552
*Less:-Invalid Ballots	5	5,800	0.040
Net Valid Ballots	34	58,80,191	40.512

* 5 ballots have been considered invalid as the same were not duly filled by the shareholders.

Particulars	Number of folios	Number of Shares (Votes)	Percentage (%) (Votes)
Total Shareholders	10,345	1,45,14,580	100.00
Number of Valid Ballots Received	34	58,80,191	40.512
Number of Votes For	33	58,79,791	99.993
Number of Votes Against	1	400	0.006

Break-up of voting through Postal Ballot and Voted in favour resolution

Promoter/Promoters Group	5	58,72,000	99.861
Public-Institutional	0	0	0
Public-Others	28	7,791	0.132
Total	33	58,79,791	99.993

Break-up of voting through Postal Ballot and Voted the against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	1	400	0.006
Total	1	400	0.006



Polled through e-voting

Particulars	Number of voters	Number of Votes	Percentage (%) (Votes)
Total Folios voted through e-voting	39	33,838	100.00
No. of Folios voted For	33	32,777	96.864
No. of Folios voted Against	6	1,061	3.136

Break-up of voting details through e-voting and Voted in favour resolution

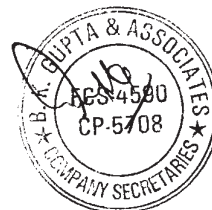
Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	33	32,777	96.864
Total	33	32,777	96.864

Break-up of voting details through e-voting and Voted in against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	6	1,061	3.136
Total	6	1,061	3.136

Total Votes Polled and Results (E-voting and physical ballot)

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage (%) (Votes)
Total Folios Voted through e-voting and post	73	59,14,029	100.00
No. of Folios voted For	66	59,12,568	99.975
No. of Folios voted Against	7	1,461	0.025



Break-up of voting in favour resolution

Promoter/Promoters Group	5	58,72,000	99.289
Public-Institutional	0	0	0
Public-Others	61	40,568	0.686
Total	66	59,12,568	99.975

Break-up of voting against resolution

Promoter/Promoters Group	0	0	0.0
Public-Institutional	0	0	0.0
Public-Others	7	1,461	0.025
Total	7	1,461	0.025

RESULT FOR RESOLUTION NO. 1

As the number of votes cast in favor of Special Resolution mentioned in the Notice of Postal Ballot were not less than the three times of votes cast against it, I report that the Special Resolution under Section 13 of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution.

2. Special Resolution, in respect of Resolution under Section 180(1)(a) of the Companies Act, 2013

To Authorise Board of Directors of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company, under the provision of Section 180(1)(a) of the Companies Act, 2013.

Summary of the Results for Resolution 2 are given below:

Total Shareholding and Ballots Received through Post

Particulars	Number of folios	Number of Shares	Percentage (%)
Total Shareholders	10,345	1,45,145,80	100.00
Total Ballots Received	39	58,85,991	40.552
*Less:-Invalid Ballots	5	5,800	0.040
Net Valid Ballots	34	58,80,191	40.512

* 5 ballots have been considered invalid as the same were not duly filled by the shareholders.



Particulars	Number of folios	Number of Shares (Votes)	Percentage (%) (Votes)
Total Shareholders	10,345	1,45,14,580	100.00
Number of Valid Ballots Received	34	58,80,191	40.514
Number of Votes For	32	58,79,591	99.99
Number of Votes Against	2	600	0.01

Break-up of voting through Postal Ballot and Voted in favour resolution

Promoter/Promoters Group	5	58,72,000	99.861
Public-Institutional	0	0	0
Public-Others	27	7,591	0.129
Total	32	58,79,591	99.99

Break-up of voting through Postal Ballot and Voted the against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	2	600	0.01
Total	2	600	0.01

Polled through e-voting

Particulars	Number of Voters	Number of Votes	Percentage (%) (Votes)
Total Folios voted through e-voting	38	49,538	100.00
No. of Folios voted For	29	47,477	95.840
No. of Folios voted Against	9	2,061	4.160

Break-up of voting details through e-voting and Voted in favour resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	29	47,477	95.840
Total	29	47,477	95.840



Break-up of voting details through e-voting and Voted in against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	9	2,061	4.160
Total	9	2,061	4.160

Total Votes Polled and Results (E-voting and physical ballot)

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage (%) (Votes)
Total Folios Voted through e-voting and post	72	59,29,729	100.00
No. of Folios voted For	61	59,27,068	99.955
No. of Folios voted Against	11	2,661	0.045

Break-up of voting in favour resolution

Promoter/Promoters Group	5	58,72,000	99.026
Public-Institutional	0	0	
Public-Others	56	55,068	0.929
Total	61	59,27,068	99.955

Break-up of voting against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	11	2,661	0.045
Total	11	2,661	0.045

RESULT FOR RESOLUTION NO. 2

As the number of votes cast in favor of Special Resolution mentioned in the Notice of Postal Ballot were not less than the three times of votes cast against it, I report that the Special Resolution under Section 180(1)(a) of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution.

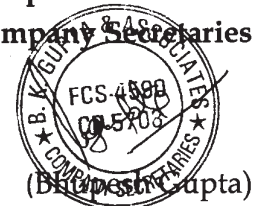


All relevant records of Electronic Voting and Ballot Papers received from the members remain in our safe custody until the Chairman considers, approves and signs the minutes and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully
For B.K. Gupta & Associates
Company Secretaries

Place: Ludhiana
Dated: 30.05.2015



(B.K. Gupta)


Partner

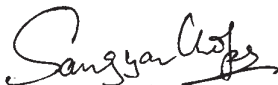
Membership No. FCS 4590

C. P. No.: 5708

Scrutinizer

We the undersigned witness that the votes were unblocked from the e-voting website of National Securities Depository Limited (www.evoting.nsdl.com) and also votes polled through ballot were opened and processed in our presence at 6.00 PM on 28th May, 2015 at the office of Scrutinizer.


(Siddharth)
H.No 5, Block-D,
Sahnewal,
Ludhiana-141120


(Sangyan)
49/65, Harpal Nagar,
Near Hotel Gulmor,
Ludhiana.