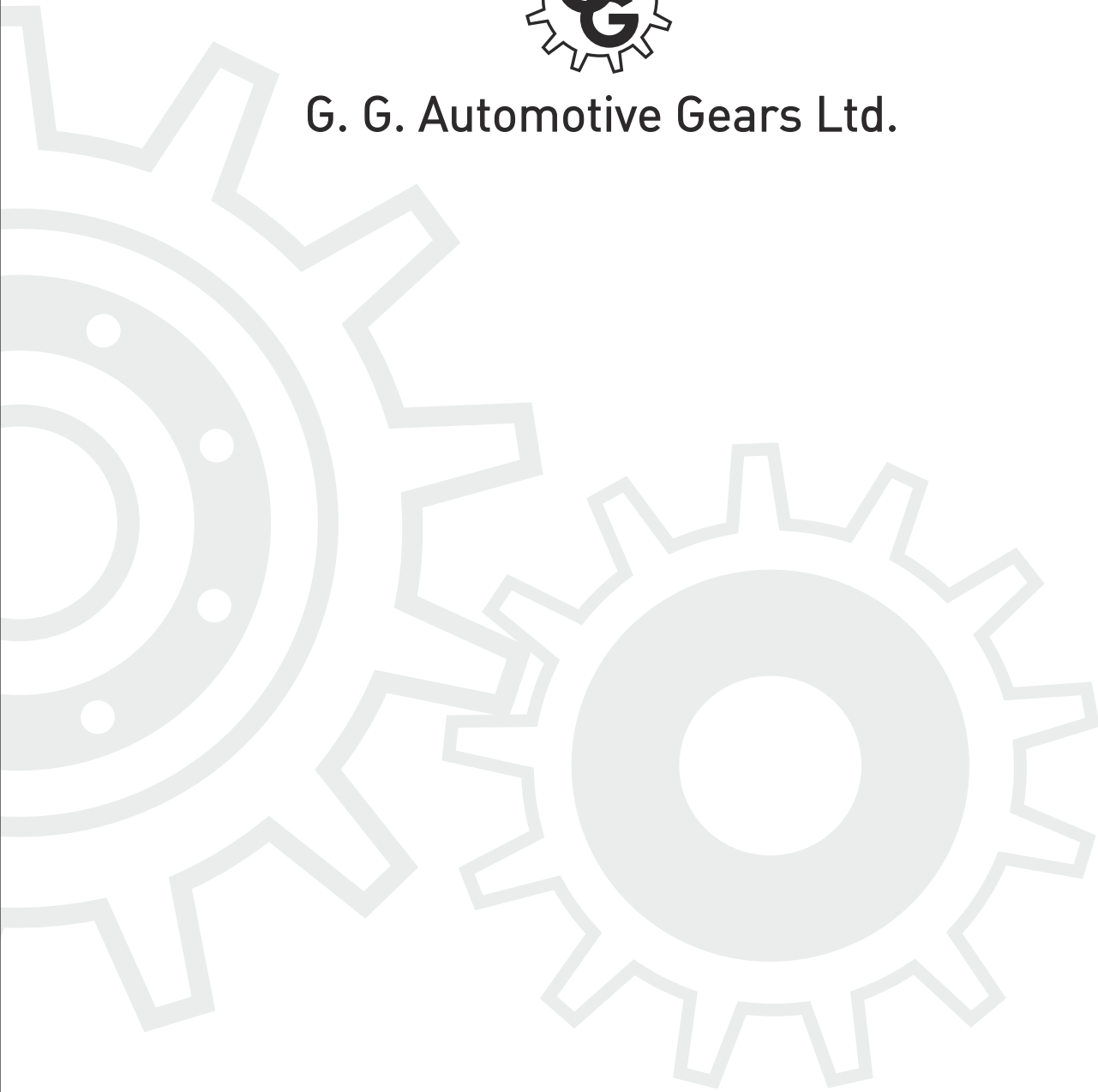




**G. G. Automotive Gears Ltd.**



**43<sup>rd</sup> Annual Report 2016-17**

**G.G AUTOMOTIVE GEARS LIMITED**

2-A, I. S. Gajra Industrial Area-1, A. B. Road,  
Dewas, MP 455001.  
CIN: L29130MP1974PLC035049  
Tel No.: +91 (7272) 405310/404802  
Fax.: +91 (7272) 404802  
Web site: www.ggautomotive.com  
Email ID: ggautomotive@yahoo.com

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

<b>Name</b>	<b>Designation</b>	<b>DIN/PAN</b>
Mr. Ram S. Gajra	Chairman and Managing Director (Ceased on 06/11/2016 due to sad demise)	02092248
Mr. Kennedy R. Gajra	Managing Director & CEO w.e.f. 17/01/2017	02092206
Mr. Anmol Gajra	Additional Director (w.e.f. 01/06/2017)	07835836
Mr. Shailendra Ajmera	Non-Executive, Independent Director	02138042
Mr. Pravin Kumar Shishodiya	Non-Executive, Independent Director	03011429
Mrs. Ruchi Sogani	Non-Executive, Independent Director	02805170
Mr. Narayan Shrivastava	Chief Financial Officer (CFO)	BPVPS3147F

**BANKERS**

Union Bank of India

**AUDITORS**

Shah Gandhi & Co, Chartered Accountants,  
Mumbai - 400 067

**REGISTERED & ADMINISTRATIVE OFFICE**

2-A, I. S. Gajra Industrial Area No. 1,  
A.B. Road, Dewas- 455001 (MP)

**SHARE TRANSFER AGENT**

Purva Sharegistry (India) Pvt. Ltd  
9, Shiv Shakti Industrial Estate,  
J. R. Boricha Marg,  
Lower Parel (East),  
Mumbai – 400 011.  
Contact No. +91 (22) 23018261  
Email: busicom@gmail.com

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**43rd ANNUAL GENERAL MEETING**

Date : 30th June, 2017.  
Day : Friday  
Time : 11:30 A.M.  
Place : Dewas (MP).

**VISION & MISSION**

G. G. Automotive Gears Ltd. was incorporated under the Companies Act in the state of Maharashtra, India, in the year 1974.

Subsequently, the company became a Public Limited Company in 1995. The company's vision, which is a clear testimony of a blend of commitment and innovative thought, has been defined over 41 countries across the globe.

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF G. G. AUTOMOTIVE GEARS LIMITED WILL BE HELD ON FRIDAY THE 30TH JUNE, 2017 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2-A, I. S. GAJRA INDUSTRIAL AREA-1, A.B. ROAD, DEWAS, MP -455001 TO TRANSACT THE FOLLOWING BUSINESS.

\*\*\*\*\*

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Kennedy Gajra (DIN: 02092206), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 and other applicable provisions, if any, of the Companies Act, 2013 and other Rules framed thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. S. C Kabra & Co., Chartered Accountants having firm registration no 000337C, Mumbai be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of forty-eight AGM of the Company (Subject to ratification of the appointment by the members at every AGM held after this AGM), on remuneration of Rs. 2,00,000 (Two Lakhs Only) plus applicable taxes, if any or other such amount as may be mutually decided in consultation with Mr. Kennedy Gajra, Managing Director.”

**SPECIAL BUSINESS:**

4. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such documents to him through such mode of service provided such request along with the requisite fees has been duly received by the Company as least one week in advance of the dispatch of the document by the Company.

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

5. 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 161(1) of the Companies Act, 2013 and Articles Of Association of the company, Mr. Anmol Gajra (holding DIN: 07835836) who was appointed as an Additional Director w.e.f. 1st June, 2017 at the meeting of the Board of Directors of the Company held on 26th May, 2017 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of director be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** any of the director of the company be and be hereby authorized to do all such acts, deeds and things as may be required for the above resolution.”

6. To consider and if thought t to pass with or without modi cation(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modi cation or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Anmol Gajra, as a Director of the Company with effect from June 1, 2017 to May 31, 2020 for the period of 3 year on remuneration of Rs. 1,50,000 pm. (One Lakhs Fifty Thousand), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Anmol Gajra.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Anmol Gajra, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

7. To consider and if thought t to pass with or without modi cation(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to necessary applicable statutory provisions of the Act and Articles of Association of the Company, if any, the consent of members be and is hereby accorded to the Board of Directors to make neral call of Rs. 3 /- per share on 16,15,900 (Sixteen Lakhs Fifteen Thousand and Nine Hundred) re-issued forfeited shares of Rs 10/- each allotted 31st July, 2002.

“**RESOLVED FURTHER THAT** the Board is hereby further authorized to do all such acts, deeds, things and matters as may be necessary in their absolute discretion to give effect to the Resolution.”

BY ORDER OF THE BOARD OF DIRECTORS  
FOR G. G. AUTOMOTIVE GEARS LIMITED

SD/-

**KENNEDY RAM GAJRA**  
(CHAIRMAN CUM MANAGING DIRECTOR)  
(DIN: 02092206)

Date : 26.05.2017  
Place : Dewas.

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Annual General Meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number 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 carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member.
2. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM to the Company's Registrar and Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt. J. R. Boricha Marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011.
5. A route map showing directions to reach the venue of the 43RD AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards - 2" on General Meetings.
6. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd June, 2017 to Friday, 30th June, 2017 (both days inclusive).
9. Electronic copy of the Notice convening the 43RD AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company / Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
10. Members who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 hereinafter referred to as 'Listing Regulations' (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the members are provided with the following alternatives by which they may cast their votes:

- (i) by electronic means through the remote e-voting platform provided by NSDL. The process for voting through e-voting is annexed hereto. The remote e-voting period will commence on Tuesday, 27th June, 2017 at 9.00 a.m. and will end on Thursday, 29th June, 2017 at 5.00 p.m. During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date, i.e. Friday, 23rd June, 2017, may cast their vote by remote e-voting. The remote e-voting module will be disabled by NSDL for voting thereafter.
  - (ii) Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri Nitin Sarfare, Partner of HS Associates, (Membership No. 36769, COP: 13729), at the Registered Office of the Company not later than by 5.00 p.m. on Thursday, 29th June, 2017. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 23rd June, 2017 have the option to request for physical copy of the Ballot Form by sending an e-mail to npskrivas@ggautomotive.com or busibuscomp@gmail.com by mentioning their Folio / DP ID and Client ID No. Ballot Forms received after 5.00 p.m. on Thursday, 29th June, 2017 will be treated as invalid. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
  - (iii) The facility of e-voting shall also be made available at the AGM venue for the members who have not cast their votes earlier.
12. Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Friday, 23rd June, 2017.
14. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Purva Sharegistry (India) Pvt. Ltd.
15. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Purva Share registry (India) Pvt. Ltd., Company's R&T Agent. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
16. The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on Tuesday, 27th June, 2017 at 9.00 a.m. and will end on Thursday, 29th June, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 23rd June 2017 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 the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>For demat shareholders: Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant G. G. Automotive Gears Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**17. In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

18. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
19. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
20. Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under:

Name of Director	Kennedy Gajra
DIN	02092206
Experience	Having 34 years of experience.
Relationship with Directors	Son of Ram Gajra
Expertise in specific functional area	Wide managerial experience
Board Membership of Companies as on March 31, 2017	G. G. Automotive Gears Limited
Number of Shares held in the Company as on March 31, 2017	1667514

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR G. G. AUTOMOTIVE GEARS LIMITED**

Date : 26.05.2017  
Place : Dewas.

SD/-  
**KENNEDY RAM GAJRA**  
(CHAIRMAN CUM MANAGING DIRECTOR)  
DIN: 02092206



### ANNEXURE TO THE NOTICE

I. Explanatory Statement under Section 102(1) of the Companies Act, 2013

#### Item No. 4

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member as may request for delivery of any documents through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Accordingly, the Board of Directors have proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at item no. 4 of the accompanying Notice.

#### Item No. 5

Mr. Anmol Gajra who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 1st June, 2017 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Anmol Gajra is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anmol Gajra as a Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 5.

#### Item No. 6

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 26th May, 2017, appointed Mr. Anmol Gajra (DIN 07835836) as a Director of the Company with effect from 1st June, 2017, for a period of Three years.

Mr. Anmol Gajra has been associated with the Company from last 2 years and during such association, he has served the Company. Considering his association with the Company and adequate experience in various fields, the Board recommends confirmation of the appointment of Mr. Anmol Gajra as a Director of the Company for a period of three years with effect from 1st June, 2017 on the terms as to remuneration, allowances etc. as set out in the resolution being item No.6 of the accompanying Notice subject to the approval of the Central Government required, if any, or any other approval as may be required under law.

The Board commends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval by the Members. Except Mr. Anmol Gajra, being the appointee, none of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested in the Resolution set out at Item No.6 of the Notice.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out hereinbelow:

<b>I. General Information</b>			
1. Nature of Industry	Manufacturing of Gears & Pinions		
2. Date of expected date of commencement of Commercial production	Commercial operations commenced in the year 1974.		
3. In case of new companies, expected date of commencement of commercial production	Not Applicable		
4. Financial Performance based on given indicators			
	As per audited financial results for the year (Rs. In Lacs)		
	2014-15	2015-16	2016-17
Paid-up Capital	791.61	791.61	791.61
Reserve & Surplus	591.12	615.79	696.60
Total Revenue from Operations	2214.7	2154.7	2811.47
Other Income	28.07	24.56	14.93
Total Expenses	2174.7	2127.9	2741.18
Profit before taxation	68.01	51.34	85.74
Total Tax Expenses	(21.50)	(26.66)	(5.52)
Managerial Remuneration	42	42	42
5. Foreign Investments or Collaborations	Nil		
<b>II. Information about the Appointee:</b>			
1. Background details	Mr. Anmol Gajra 22 aged hold Bachelor's degree in Economics.		
2. Past Remuneration	Not Applicable		
3. Recognition of awards	Not Applicable		
4. Job profile and his suitability	2 Year experience		
5. Remuneration proposed	As mentioned in the resolution.		
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Not Applicable		
7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Son of Mr. Kennedy Gajra, Managing Director of the Company		

**Item No. 7**

The Company has made IPO in the year 1996 of 25,19,700 Equity Shares from at a price of Rs. 30 per share/- (Rs. 15 on application and Rs.15 as call money). Of the Rs. 30/- per share Rs. 10 was towards Face Value and Rs. 20 towards share premium, When the call was made on 28th July 2001 call money on 16,15,900 Equity Shares remained unpaid for 2 (Two) years. After several years of reminders made to the shareholders to pay the requisite Call money, the Company did not receive the same and hence the Board forfeited 16,15,900 (Sixteen Lakhs Fifteen Thousand and Nine Hundred) Equity Shares on 16th November, 2001.

## 43rd Annual Report 2016-17

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Further, after shareholder approval on 31st July, 2002 the said forfeited share were re-issued at price of Rs. 7/- per shares and balance of Rs. 3/- per share on 16,15,900 (Sixteen Lakhs Fifteen Thousand and Nine Hundred) forfeited Equity Shares for which consent of shareholder is sought in this resolution.

As Members are aware the Company's Share are suspended for trading at BSE for non-compliance. In order to revoke the suspension the Board proposed to comply this provisions as regards to balance payment of application money. The said resolution to help the Company in complying the relevant statutory provisions of the Act.

None of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested in the Resolution set out at Item No.7 of the Notice except to the extent of their shareholdings.

BY ORDER OF THE BOARD OF DIRECTORS  
FOR **G. G. AUTOMOTIVE GEARS LIMITED**

SD/-

**KENNEDY RAM GAJRA**  
(CHAIRMAN CUM MANAGING DIRECTOR)

DIN: 02092206

Date: 26.05.2017

Place: Dewas

## DIRECTORS' REPORT

To,  
The Members,  
**G. G. AUTOMOTIVE GEARS LIMITED.**

Your Directors have great pleasure in presenting 43RD ANNUAL REPORT along with the Audited Balance Sheet and Profit and Loss Account, for the year ended 31st March, 2017.

### 1. FINANCIAL RESULTS:

	(Rs. in INR)	
	Year ended on	
	31.03.2017	31.03.2016
Profit Before Depreciation	2,48,39,186	18,473,990
Less: Depreciation	1,63,16,732	13,339,729
Profit before tax	85,74,831	5,134,261
Less: Provision for Income Tax	16,52,922	9,90,165
Less: Provision for Deferred Tax Liability/ (Asset)	(11,00,481)	16,76,382
Profit after tax	80,22,390	24,67,714
Add: Previous year's profit brought forward	—	—
<b>Balance carried to Balance sheet</b>	<b>80,22,390</b>	<b>24,67,714</b>

### 2. FINANCIAL OPERATIONS & STATE OF AFFAIRS OF THE COMPANY:

During the year your Company has reported a total turnover of Rs. 28,26,41,249/- (Rupees Twenty-Eight Crore Twenty-Six Lakhs Forty-One Thousand Two Hundred and Forty Nine Only). However, the total expenditure incurred by the Company during the year under review amounted to Rs. 21,79,30,897/- (Rupees Twenty-One Crores Seventy-Nine Lakhs Thirty Thousand Eight Hundred and Ninety-Seven Only)

During the year, due to sluggish and adverse market trend your Company has reported a reduced amount of net profit of Rs. 80,22,390/- (Rupees Eighty Lakhs Twenty-Two Thousand Three Hundred and Ninety Only) as compared to net profit of Rs. 24,67,714/- (Rupees Twenty-Four Lakhs Sixty-Seven Thousand Seven Hundred and Fourteen Only) in previous year. Your Directors are taking optimum efforts to increase the profits, through aggressive sales campaign.

During the year, the Company has started a new forging plant Unit-II for manufacturing of steel forging.

### 3. TRANSFER TO RESERVES:

There are no transfers to any specific reserves during the year.

### 4. DIVIDEND:

Your directors do not recommend dividend for the year 31st March 2017 with a view to conserve the resources & expansion of divisions.

### 5. PUBLIC DEPOSITS:

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

### 6. NUMBER OF BOARD MEETINGS AND ITS COMMITTEES:

During the year under review, 4 Board Meeting were held.

Details of the Meetings held during the financial year are as follows:

### 7. COMMITTEES OF THE BOARD:

The Company's Board has the following committees:

1. Audit, Risk and Compliance Committee
2. Nomination and Remuneration Committee
3. Shareholders/Investors Grievance Committee (Stakeholders' Relationship Committee)

The said committee consists of 3 (Three) Members out of which 2 (Two) members are Independent and 1 (one) is Promoter Director.

During the year there were in total 4 Audit Committee Meetings, 2 Nomination & Remuneration Committee and 4 Stakeholders Relationship Committee were held.

### 8. INDUSTRIAL RELATIONS:

Your Company has always considered its workforce as its valuable asset and continues to invest in their excellence and development programs. Your Company has taken several initiatives for enhancing employee engagement and satisfaction.

### 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Retirement by rotation and subsequent re-appointment:

Shri. Kennedy Gajra is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible has offered himself for reappointment. Appropriate resolutions for their re-appointment is being placed for your approval at the ensuing AGM.

The Independent Directors of your Company hold office upto 31st March, 2019 and are not liable to retire by rotation. Shri Kennedy Gajra, Managing Director & CEO and Shri Narayan Shrivastava, CFO, are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

During the year there is change in the Composition of Directors of the Company.

Mr. Ram Gajra ceased as a Director of the Company due to sad demise on 6th November, 2016 and Mr. Kennedy Ram Gajra has appointed Chairman cum Managing Director w.e.f. 17th January, 2017 and Further Mr. Anmol Gajra has appointed as an Executive Director w.e.f. 5th June, 2017.

Disclosure Relating to Remuneration of Directors, Key Managerial Personnel and particulars of Employees:

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force).

The Managing Director & CEO of your Company does not receive remuneration from any of the subsidiaries of your Company.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in **Annexure VI** to this report and is also available on the website of your Company ([www.ggautomotive.com](http://www.ggautomotive.com))

#### **10. LISTING OF SHARES:**

The Equity Shares of the Company are listed on the BSE Limited, Mumbai. However, the trading of Shares has been suspended by BSE. Your company has complied the compliances as required by the BSE and the requisite approval for resumption of trading is awaited.

#### **11. EXTRACT OF ANNUAL RETURN:**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure II and is attached to this Report.

#### **12. DIRECTORS RESPONSIBILITY STATEMENT:**

The Board of Directors hereby confirms.

- i) That in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii) That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Annual accounts on a going concern basis.
- v) That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

#### **13. DECLARATION OF INDEPENDENT DIRECTORS:**

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**14. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Chairman, who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The said policy is available on the website of the Company under the following link <http://www.ggautomotive.com/pdf/Nomination-&-Remuneration-Policy.pdf>.

**15. COMMENTS ON AUDITOR'S REPORT:**

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s Shah Gandhi & Company, Statutory Auditors, in their report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

**16. AUDITORS:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and other Rules framed thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. S. C Kabra & Co., Chartered Accountants having firm registration no 000337C, Mumbai be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of forty-eight AGM of the Company (Subject to ratification of the appointment by the members at every AGM held after this AGM), on such remuneration as shall be fixed by the Board of Directors.”

The resolution for their appointment is put forward for your approval in the ensuing Annual General Meeting.

**17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There are no Loans, Guarantees or Investment made by the Company under Section 186 of the Companies Act, 2013

**18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC – 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as Annexure D.

All Related Party Transactions are presented to the Audit Committee and the Board. A statement of all related party transactions is presented before the Audit Committee specifying the nature, value and terms and conditions of the transactions.

**19. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

During the year, the Company has started a new forging plant Unit-II for manufacturing of steel forging.

Further there were no material changes and commitments affecting the financial position of the Company during the financial year of the Company to which the financial statements relate and the date of the report.

**20. CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE:**

Information on conservation of energy, technology absorption, foreign exchange earnings and out go, is required to be given pursuant to provision of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is annexed hereto marked Annexure III and forms part of this report.

**21. WHISTLE BLOWER POLICY/VIGIL MECHANISM:**

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report. It is available on the Company's website: [www.ggautomotive.com](http://www.ggautomotive.com).

**22. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, is annexed to this report.

**23. SUBSIDIARIES/ JOINT VENTURES & ASSOCIATE COMPANYS:**

The Company operates as a single entity with no subsidiaries or Joint Venture or Associate Companies as explained within the meaning of the Companies Act, 2013. Since the Company has no Joint Venture or Associate Companies the company is **not required** to give information in AOC-1 as required under Companies Act, 2013.

**24. SECRETARIAL AUDITOR & REPORT:**

The Board of Directors of the Company has appointed M/s. Nitin Sarfare, Practicing Company Secretary; to conduct the Secretarial Audit and their Report on Company's Secretarial Audit is appended to this Report as Annexure I.

**Auditors Observation:**

The company has not appointed Company Secretary as required under section 203 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Company does not have functional Website as per Regulation 46 of the LODR.

The disclosure regarding intimation of death of Managing Directors and change in Compliance Officer has not been made within the stipulated time as prescribed under Regulation 30 of LODR.

**Directors Comment:**

The Company is in process to find out a suitable candidate as Company Secretary, however the company will be appointing a Company Secretary immediately.



The Company's website is under process of updating and it will be completed shortly.

The said compliance was an accidental omission.

### **25. INTERNAL AUDITORS:**

As per section 138 of the Companies Act, 2013, the Company has appointed M/s. S. N. Gadiya & Co., internal auditors for the year 2017-2018 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

### **26. PARTICULARS OF EMPLOYEES:**

There are no employees in the Company, who if employed throughout the financial year, were in receipt of remuneration, whose particulars if so employed, are required to be included in the report of the Directors in accordance with the provisions of Rule 5 (2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **27. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:**

Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 do not mandate the Company to Sexual Harassment Redressal Mechanism within the Company, as there are no female employees in the Company.

### **28. ACKNOWLEDGEMENTS:**

Your Directors wish to place on record their appreciation of the support which the Company has received from its promoters, lenders, business associates including distributors, vendors and customers, the press and the employees of the Company.

BY ORDER OF THE BOARD OF DIRECTORS  
FOR **G. G. AUTOMOTIVE GEARS LIMITED**

SD/-

**KENNEDY RAM GAJRA**  
(CHAIRMAN CUM MANAGING DIRECTOR)

DIN: 02092206

Date: 26.05.2017

Place: Dewas.

**ANNEXURE I**

**Form No. MR-3**

**For the financial year ended on 31st March, 2017.**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014].**

To,  
The Members,  
**G. G. AUTOMOTIVE GEARS LIMITED.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **G. G. AUTOMOTIVE GEARS LIMITED** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our limited verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended March 31, 2017, as per the provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 2015);
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- V. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as mentioned bellows:
  - i) The Environment Protection Act, 1986; and
  - ii) Air (Prevention and Control of Pollution) Act 1981 and Rules issued by State Pollution Control Board; and

- iii) Water (Prevention and Control of Pollution) Act 1974 and Rules issued by State Pollution Control Board; and

We have also examined compliances with the applicable clauses of the following:

- i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards, etc. as mentioned above subject to the following observations:

- The Company has not appointed Company Secretary as required under section 203 of the Companies Act, 2013 read with Rules 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.
- The Company does not have functional Website as per Regulation 46 of the LODR.
- The disclosure regarding intimation of death of Managing Directors and change in Compliance Officer has not been made within the stipulated time as prescribed under Regulation 30 of LODR.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except appointment of Company Secretary under section 203 of the Companies Act, 2013. The changes in the composition of the Board of Directors were took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has:

1. The Board take note of sad demise of Mr. Ram Gajra, Managing Director of the Company on 6th November, 2016.
2. The Company shares are suspended for trading due to non-compliances & 16,15,900 Equity Shares are not listed and are in physical mode.

For **HS Associates**  
Company Secretaries

Sd/-  
**Nitin Sarfare**  
Partner

ACS No.: 36769

Date: 26th May, 2017  
Place: Mumbai

**ANNEXURE II**  
**FORM NO. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended 31.03.2017

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

<b>I. REGISTRATION AND OTHER DETAILS:</b>	
i) CIN	L29130MP1974PLC035049
ii) Registration Date	15/02/1974
iii) Name of the Company	G. G. AUTOMOTIVE GEARS LIMITED
iv) Category / Sub-Category of the Company	Limited by Shares/ Indian Non-Government Company.
v) Whether listed Company (Yes/No)	YES
vi) Address of the Registered Office and contact details	2-A, I.S. Gajra Industrial Area-1, A.B. Road, Dewas, MP - 455001 Tel: 91 (7272) 405310 E-mail: ggautomotive@yahoo.com
vii) Name, Address and Contact details of Registrar and Transfer	<b>Purva Sharegistry (India) Pvt. Ltd</b> 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai – 400 013 Tel: 91-22-2301 6761 / 8261 Fax: 91-22-2301 2517 Email: busicomp@gmail.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing of Railway Gears & Pinions, Industrial Gear, Industrial Gear Boxes	2814	100 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
<b>Not Applicable to the Company as there are no Subsidiaries, Associates &amp; Holding Companies</b>					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-4-2016]				No. of Shares held at the end of the year[As on 31-3-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual/ HUF	0	0	0	0	0	0	0	0	—
b) Central Govt	0	0	0	0	0	0	0	0	—
c) State Govt(s)	0	0	0	0	0	0	0	0	—
d) Bodies Corp.	0	0	0	0	0	0	0	0	—
e) Banks / FI	0	0	0	0	0	0	0	0	—
f) Any other	0	0	0	0	0	0	0	0	—
f(i) Directors	768205	900333	1668538	21.09	768205	900333	1668538	21.09	
F(ii) Directors Relative	165665	238732	404397	5.10	165665	238732	404397	5.10	No Change
<b>Sub-total (A) (1)</b>	<b>933870</b>	<b>1139065</b>	<b>2072935</b>	<b>26.19</b>	<b>933870</b>	<b>1139065</b>	<b>2072935</b>	<b>26.19</b>	—
<b>(2) Foreign</b>									
a) NRIs – Individuals	0	8333	8333	0.105	0	8333	8333	0.11	No Change
b) Other – Individuals	0	0	0	0	0	0	0	0	—
c) Bodies Corp.	0	0	0	0	0	0	0	0	—
d) Banks / FI	0	0	0	0	0	0	0	0	—
e) Any Other	0	0	0	0	0	0	0	0	—
<b>Sub-total (A) (2)</b>	<b>0</b>	<b>8333</b>	<b>8333</b>	<b>0.11</b>	<b>0</b>	<b>8333</b>	<b>8333</b>	<b>0.11</b>	No Change
<b>Total Shareholding of promoter (A) = (A) (1) + (A) (2)</b>	<b>933870</b>	<b>1147398</b>	<b>2081268</b>	<b>26.29</b>	<b>933870</b>	<b>1147398</b>	<b>2081268</b>	<b>26.29</b>	—
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	—
b) Banks / FI	0	0	0	0	0	0	0	0	—
c) Central Govt.	0	0	0	0	0	0	0	0	—
d) State Govt. (s)	0	0	0	0	0	0	0	0	—
e) Venture Capital Funds	0	0	0	0	0	0	0	0	—
f) Insurance Companies	0	0	0	0	0	0	0	0	—
g) FIIs	0	0	0	0	0	0	0	0	—
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	—
i) Others (specify)	0	0	0	0	0	0	0	0	—
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	—

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-4-2016]				No. of Shares held at the end of the year [As on 31-3-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	635988	9799	645787	8.16	635988	9799	645787	8.16	
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3983294	147976	4131270	52.19	3983294	147976	4131270	52.19	No Change
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	647439	183866	831305	10.50	647439	183866	831305	10.50	No Change
c) Others (specify)									
NRI (Repat & Non Repat)	27703	14331	42034	0.54	34576	14331	48907	0.62	0.08s
Hindu Undivided Family	178028	0	178028	2.26	168143	0	168143	2.12	-0.14
Clearing Members	1722	0	1722	0.03	6958	0	6958	0.09	0.06
Other Body Corporates	0	0	0	0	0	0	0	0	
Employee	2529	0	2529	0.03	2529	0	2529	0.03	No Chnage
Sub-total (B)(2):-	5474666	360233	5834899	73.71	5474666	360233	5834899	73.71	
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>5474666</b>	<b>360233</b>	<b>5834899</b>	<b>73.70</b>	<b>5474666</b>	<b>360233</b>	<b>5834899</b>	<b>73.70</b>	<b>0.63</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>—</b>
<b>Grand Total (A+B+C)</b>	<b>6408536</b>	<b>1507631</b>	<b>7916167</b>	<b>100</b>	<b>6408536</b>	<b>1507631</b>	<b>7916167</b>	<b>100</b>	<b>No Change</b>

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 31-03-2016			Shareholding at the end of the year 31-03-2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kennedy Ram Gajra	1667514	21.07	—	1667514	21.07	—	No Change
2	Anita Ravichandran	156500	1.98	—	156500	1.98	—	No Change
3	Versa J Gajra	141000	1.78	—	141000	1.78	—	
4	Savitri J. Gajra	93900	1.19	—	93900	1.19	—	No Change
5	Suresh Gajra	8333	0.11	—	8333	0.11	—	No Change
6	Indira R. Gajra	7666	0.10	—	7666	0.10	—	No Change
7	Bela Bajaj	1666	0.021	—	1666	0.021	—	No Change
8	Swaranjeet Singh Nagpaul	2499	0.031	—	2499	0.031	—	No Change
9	J. S. Gajra	1000	0.013	—	1000	0.013	—	No Change
10	Ram S. Gajra	1024	0.012	—	1024	0.012	—	No Change
11	Prem S. Gajra	166	0.002	—	166	0.002	—	No Change
	<b>TOTAL</b>	<b>2081268</b>	<b>26.29</b>	<b>—</b>	<b>2081268</b>	<b>26.29</b>	<b>—</b>	<b>—</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There is no change in the Promoter shareholding during the year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Top 10 Shareholders	Shareholding at the beginning of the year 1st April, 2016		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>1.</b>	<b>PATTON INTERNATIONAL LIMITED</b>				
	At the beginning of the year	350000	4.42	350000	4.42
	Change during the year	No Change	No Change	350000	4.42
	At the End of the year	350000	4.42	350000	4.42
<b>2.</b>	<b>VIPUL RASIKLAL SHAH</b>				
	At the beginning of the year	78201	0.98	78201	0.98
	Change during the year	No Change	No Change	78201	0.98
	At the End of the year	78201	0.98	78201	0.98
<b>3.</b>	<b>NARAYAN SHRIVAS</b>				
	At the beginning of the year	453893	5.73	453893	5.73
	Change during the year	No Change	No Change	453893	5.73
	At the End of the year	453893	5.73	453893	5.73

<b>4.</b>	<b>ADUSUMILLI NIRMALA</b>				
	At the beginning of the year	39165	0.49	39165	0.49
	Change during the year	No Change	No Change	39165	0.49
	At the End of the year	39165	0.49	39165	0.49
<b>5.</b>	<b>AMJAY IMPEX PVT LTD</b>				
	At the beginning of the year	30000	0.37	30000	0.37
	Change during the year	No Change	No Change	30000	0.37
	At the End of the year	30000	0.37	30000	0.37
<b>6.</b>	<b>TILAKRAJ NATHALAL SOLANKI</b>				
	At the beginning of the year	30000	0.37	30000	0.37
	Change during the year	No Change	No Change	30000	0.37
	At the End of the year	30000	0.37	30000	0.37
<b>7.</b>	<b>RATNA GOSWAMI</b>				
	At the beginning of the year	30000	0.37	30000	0.37
	Change during the year	No Change	No Change	30000	0.37
	At the End of the year	30000	0.37	30000	0.37
<b>8.</b>	<b>TEJASH FINSTOCK PVT LTD</b>				
	At the beginning of the year	29775	0.37	29775	0.37
	Change during the year	No Change	No Change	29775	0.37
	At the End of the year	29775	0.37	29775	0.37
<b>9.</b>	<b>PAMIDI VENKATA NARASIAH</b>				
	At the beginning of the year	29000	0.36	29000	0.36
	Change during the year	No Change	No Change	29000	0.36
	At the End of the year	29000	0.36	29000	0.36
<b>10.</b>	<b>DINESH BABULAL DOSHI</b>				
	At the beginning of the year	25030	0.31	25030	0.31
	Change during the year	No Change	No Change	25030	0.31
	At the End of the year	25030	0.31	25030	0.31
<b>11.</b>	<b>BHAVESH DHIRAJLAL TANNA</b>				
	At the beginning of the year	32323	0.40	32323	0.40
	Change during the year	No Change	No Change	32323	0.40
	At the End of the year	32323	0.40	32323	0.40

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Kennedy Gajra (MD & CEO)	1667514	21.064	1667514	21.064
2.	Ram Gajra (Director)	1024	0.01	1024	0.01
3.	Shailendra Ajmera (Independent director)	166	0.002	166	0.002
4.	Pravin Kumar Shishodiya (Independent Director)	1332	0.02	1332	0.02
5.	Narayan Shrivastava (CFO)	453893	5.73	453893	5.73



**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	32990127	25543881	—	58534008
ii) Interest due but not paid			—	
iii) Interest accrued but not due			—	
<b>Total (i+ii+iii)</b>	<b>32990127</b>	<b>25543881</b>	<b>—</b>	<b>58534008</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	50801115		—	
Reduction		(2987031)	—	
Net Change	50801115	(2987031)	—	47817084
Indebtedness at the end of the financial year				
i) Principal Amount	83791242	22556850	—	106348092
ii) Interest due but not paid			—	
iii) Interest accrued but not due			—	
<b>Total (i+ii+iii)</b>	<b>83791242</b>	<b>22556850</b>	<b>—</b>	<b>106348092</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager Rs. in INR		Total Amount
		Kennedy Ram Gajra (Jt. Managing Director)	Ram Gajra (Managing Director)	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	30,00,000	12,00,000	42,00,000
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	Nil	Nil	Nil
	(c) Pro ts in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil
	- As % of Pro t			
	- Others, specify			
5.	Others,	Nil	Nil	
	1. Sitting Fees	—	—	—
	2. Gross Provision to PF	360000	—	360000
	<b>Total (A)</b>	<b>30,00,000</b>	<b>12,00,000</b>	<b>45,60,000</b>
	Ceiling as per the Act	84,00,000	84,00,000	84,00,000

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Director		
		SHAIENDRA AJMERA (Non-Executive Independent Director)	RUCHI SOGANI (Non-Executive Independent Director)	PRAVIN KUMAR SHISHODIYA (Non-Executive Independent Director)
	Independent Directors			
	• Fee for attending board committee meetings	12500	50000	Nil
	• Commission	Nil	Nil	Nil
	• Others, please specify	-	-	-
	<b>Total (1)</b>	<b>12500</b>	<b>50000</b>	<b>Nil</b>
	Other Non-Executive Directors	-	-	-
	• Fee for attending board committee meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total (B) = (1+2)</b>	<b>12500</b>	<b>50000</b>	<b>Nil</b>
	Total Managerial Remuneration	Nil	Nil	Nil
	Overall Ceiling as per the Act			

**C. Remuneration To Key Managerial Personnel other than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Narayan Shrivastava (CFO)	Total
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	573600	573600
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Pro ts in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of pro t		
	- others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	<b>Total</b>	<b>573600</b>	<b>573600</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Detail
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

BY ORDER OF THE BOARD  
For **G. G. AUTOMOTIVE GEARS LIMITED**

Date : 26.05.2017  
Place : Dewas.

SD/-  
**KENNEDY RAM GAJRA**  
CHAIRMAN CUM MANAGING DIRECTOR  
DIN: 02092206

## Annexure III

## Report on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo and forming part of Board's Report for the year ended 31 March, 2017.

## (A) Conservation of Energy:

- (i) **Steps taken or impact on conservation of energy:** The company is taking adequate steps progressively on conservation of energy.
- (ii) **Steps taken by the Company for utilizing alternate sources of energy:** The company is not making use of alternate sources of energy.
- (iii) **capital investment on energy conservation equipment's:** During the Financial year 2016-2017 the company has not spent amount on capital investment on energy conservation equipment.

## (B) Technology absorption: -

1. <b>The efforts made towards technology absorption</b>	During the year the company has not made any technological changes.
2. <b>The benefits derived like product improvement, cost reduction, product development or import substitution</b>	The installed equipment's has resulted in enhanced production capacity and better quality product at lower power consumption
3. <b>In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:</b>  a) <b>the details of technology imported</b>  b) <b>the year of import</b>  c) <b>whether the technology been fully absorbed</b>  d) <b>If not fully absorbed, areas where absorption has not taken place, and the reasons thereof</b>	The company has not imported technology during the last three financial years.

## C. Foreign Exchange Earnings and Outgo: (Rs. In Lacs)

	2016-2017	2015-2016
Foreign Exchange earned	11.26	82.35
Foreign Exchange used	111.82	179.12
Net Foreign Exchange earnings	-100.56	-96.77

## Annexure D

## FORM NO. AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies(Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

## 1. Details of contracts or arrangements or transactions not at arm's length basis:

Sr. No	Name of the Related Party & Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justi cation for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under rst proviso to section 188
Not Applicable								

## 2. Details of contracts or arrangements or transactions at arm's length basis:

Name of the Related Party & Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount paid as advances, if any
Mrs. B. K. Gajra	RENT GIVEN TO WIFE OF KENNEDY GAJRA (Managing Director)	Annually	AS PER THE TERMS OF THE AGREEMENT	1,80,000/- p.a.
Mr. Kennedy Gajra	Salary	Annually	As per the terms and conditions of appointment of Managing Director	30,00,000/- p.a.
Mr. Ram Gajra	Salary	Annually	As per the terms and conditions of appointment of Managing Director	12,00,000/- p.a.
Mr. Anmol Gajra	Salary Given to son of Kennedy Gajra	Annually	As per terms of employment	6,00,000 p.a.
Mrs. Aashna Gajra	Salary given to daughter of Kennedy Gajra	Annually	As per terms of employment	6,00,000 p.a.
Mr. Kennedy Gajra	Provident Fund to Managing Director	Annually	As per the terms and conditions of appointment of Managing Director	3,60,000/- p.a.
Mr. Anmol Gajra	Provident Fund to Son of Mr. Kennedy Gajra	Annually	As per terms of employment	72,000 p.a.
Mr. Aashna Gajra	Provident Fund to daughter of Mr. Kennedy Gajra	Annually	As per terms of employment	72,000 p.a.

Kennedy Ram Gajra  
Chairman cum Managing Director  
DIN: 02092206

Pravin Kumar Shishodiya  
Director  
DIN: 02138042

DATE: 26.05.2017  
PLACE: DEWAS.

## ANNEXURE VI

Sr. No.	Disclosure Requirement	Disclosure Details		
1.	Ratio of the remuneration of each director to the median remuneration of the employees for the financial year	Mr. R. S. GAJRA, the Chairman & Managing Director Ratio: 7.78 times  Mr. K. R. GAJRA Ratio: 19.46 times  Mr. Shailendra Ajmera Ratio: NIL times  Mr. Pravin Kumar Shisodiya Ratio: NIL times  Mrs. Ruchi Sogani Ratio: Nil Times		
2.	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Director/KMP	Designation	% increase/ (decrease) in Remuneration
		Mr. Ram. S. GAJRA	Managing Director	No Change
		Mr. Kennedy R. GAJRA	Jt. Managing Director	No Change
3.	Percentage increase in the median remuneration of employees in the financial year	18 %		
4.	Number of permanent employees on the rolls of Company at the end of the year	105.		
5.	Explanation on the relationship between average increase in remuneration and Company performance	The remuneration expense of the Company has not changed during the financial year 2016-17.		
6.	Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company	During the year, there is no change in the Remuneration of KMP (CFO).		

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7.	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	<b>Particulars</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>	<b>Variation (%)</b>
		Market Capitalisation	N.A.	N.A.	N.A.
		Price earnings ratio (based on consolidated EPS)	N.A.	N.A.	N.A.
		As on March 31, 2017, the shares of the Company were quoted at 5 per share on BSE Limited. The Stock price as at March 31, 2017 has remained unchanged, since trading has been suspended by BSE Ltd. The Company share are not traded due to suspension the information regarding price earning and market capitalization cannot be asserted.			
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The aggregate remuneration of employees other than managerial Personnel have increased by 18 % and there is no change in KMPs remuneration.			
9.	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	Directors/KMP	Designation	Remuneration	FY 2016-17
				% of PBT (standalone)	% of PBT (Consolidated)
		Narayan Shrivastava	CFO	7	7
		Kennedy Ram Gajra	MD	35	35
		Kennedy Ram Gajra	CMD	14	14
		Shailendra Ajmera	NIL	NIL	NIL
		Pravin Kumar Shishodiya	NIL	NIL	NIL
	Ruchi Sogani	NIL	NIL	NIL	
10.	Key parameters for any variable component of remuneration availed by the directors	The key parameters for variable component of remuneration availed by directors are: <ul style="list-style-type: none"> <li>q Group Performance;</li> <li>q Business Performance; and</li> <li>q Individual Performance</li> </ul>			
11.	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not applicable.			
12.	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration paid to the employees including KMPs is as per the Remuneration Policy of the Company			

**ANNEXURE VI**  
**MANAGEMENT DISCUSSION AND ANALYSIS**

**Industry Structure and Development:**

Your Company is in the business of design, manufacture, supply and servicing of Gears and Pinions & Gear boxes. The market this year has been largely static. The market for Gear is trending towards higher sizes due to larger capacities being planned by the various users. Accompanying these trends is the scale-up in capital equipment sizes. Newer technologies, energy efficiency and space reduction are emerging as key drivers in the Gear industry. India, in recent years, is witnessing a growth in the planetary Gear segment signaling a maturing of the market.

The Company is in automotive gears and allied products industry; it has registered a steady growth over a period of years. The trend has been upward and gives an indication of bright future. In line with market developments, the company is also expanding its market by adding more products in its product range.

**Review of Operations:**

During the year, the Company reported a revenue of 28.26 Crores, 30% higher than the previous year, also grew its orders booked during the year and continues to put efforts to enhance presence in the market. The approach involves enhancing its reach by strengthening its Sales and Service teams, building references in high potential segments.

Operations of the company have been satisfactory despite of sluggish and weaken market conditions prevailing in the types of industry in which the company belongs and more particularly described in Directors' Report.

The Profit before Tax for the year was at 85.74 Crores, against 51.34 Crores in the previous year with a growth of 67%. Company's focus on enhancing service levels, growing in profitable segments, improving operating efficiencies and specific cost reduction initiatives has resulted in higher profitability than previous year.

**Future Plans and Outlook:**

The Company remains confident that the future is positive given the confidence of its customers on the Company's products, service and its ability to provide lasting value. Expectations of a more conducive economic environment especially with the initiatives of the government to revive manufacturing growth in India augur well for the Company.

Automotive market is on up swing and registering a steady growth. The outlook appears bright.

**Segment wise Performance:**

The company is engaged in manufacturing of automotive parts as well as trading thereof with allied activities. The performance is reflected in the Balance Sheet and Profit and Loss Account.

**Risk Factors:**

The product is influenced by the major changes in Govt. policy.

**Human Resources/Industrial Relations:**

The Company continued to invest in human resources, its key strength, with a view to building a pool of talented people to lead the Company into the future. Skill development and employee engagement initiatives continued to receive high attention.

The Company is in process to get ISO Certification 14001:2004 Environment Management System.



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Your company considers its human resources as its most valuable assets, among all other assets of the company. It has been the policy of the company to promote the talent by providing opportunities to develop themselves within the organization. The company continued to have very cordial and harmonious relations with its employees.

### **Internal Control System and Adequacy:**

The Company has an Internal Audit system commensurate with its size and operations. The internal audit is carried out by external experts covering key aspects of the business. The internal team periodically evaluates the adequacy and effectiveness of internal controls.

The Audit committee reviews the plan for Internal Audit, significant internal audit observations and its satisfactory closure and functioning of the internal audit department on a periodical basis.

By Order of the Board  
For **G. G. AUTOMOTIVE GEARS LIMITED**

SD/-  
**KENNEDY RAM GAJRA**  
CHAIRMAN CUM MANAGING DIRECTOR  
(DIN 02092206)

DATE: 26.05.2017

PLACE: DEWAS

## INDEPENDENT AUDITOR'S REPORT

To the Members of G. G. Automotive Gears Limited

### Report on the Standalone Financial Statements

We have audited the accompanying financial statements of G. G. Automotive Gears limited, which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss for the year ended, and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (b) in the case of the Profit and Loss Account, of the profits for the year ended on that date; and
- (c) in the case of the Cash flow statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
  - c) the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

**For Shah Gandhi & Company**  
*Chartered Accountants*  
**Firm's Registration Number: 109569W**

**Place: Dewas**  
**Date: 26.05.2017**

**Kamlesh B. Mehta**  
*Partner*  
**Membership Number: 036323**

**ANNEXURE REFERRED TO IN POINT 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF THE REPORT OF THE AUDITORS ON THE ACCOUNTS OF G.G. AUTOMOTIVE GEARS LIMITED FOR THE YEAR ENDED 31st MARCH, 2017**

- 1 (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) A major portion of the assets has been physically verified by the management in accordance with the phased programme of verification adopted by the company. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable property are held in the name of the company.
- 2 The inventory has been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable. On the basis of our examination of stock records, we are of the opinion that no material discrepancies were noticed on physical verification.
- 3 The company has not granted any secured or unsecured loans to any companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- 4 The company has no such transaction during the year to which the provisions of section 185 and 186 of the Companies Act, 2013 gets attracted.
- 5 In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Companies Act, 2013 or any other relevant provisions of the Act and the rules framed there under.
- 6 The company is covered under the clause regarding maintenance of cost records as prescribed by the Central Government under section 148 (1) of the Companies Act, 2013 and as certified by the cost auditor, the company has maintained proper accounts and records for the same.
- 7 (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues applicable to it.
- (b) According to the records of the company, there are no dues of sales tax, service tax, custom duty, excise duty or value added tax on account of any dispute except due of income tax as follows:
 

A.Y.	Amount	Forum where dispute is pending
2013-14	16,40,540	CIT (A), appeal filed on 25.04.2016
- 8 According to information and explanation given to us the company has not defaulted in repayment of dues to any financial institution, bank or government. The company has not issued any debentures.
- 9 The company has not raised money by way of initial public offer or further public offer (including debt instrument) during the year. According to the information and explanation given to us the term loan of the company were applied for the purpose for which those are raised.
- 10 No fraud on or by the company has been noticed or reported during the year.

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11. According to information and explanation given to us the company has paid or provided the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 of the Companies Act, 2013.
12. The said company is not a Nidhi company. Hence the provisions of Nidhi company are not applicable.
13. According to information and explanation given to us the company has disclosed all the transactions with the related parties in compliance with the sections 177 and 188 of the Companies Act, 2013 and details have been enclosed in the Financial Statements as required by applicable accounting standard.
14. The company has not made any preferential allotment or private placements of shares.
15. According to information and explanation given to us the company has not entered into any non cash transactions with directors or persons connected with them.
16. The company is not required to register under section 45-IA of the Reserve Bank of India Act, 1934.

**For Shah Gandhi & Company**  
*Chartered Accountants*  
**Firm's Registration Number: 109569W**

**Place: Dewas**  
**Date: 26.05.2017**

**Kamlesh B. Mehta**  
*Partner*  
**Membership Number: 036323**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF G.G. AUTOMOTIVE GEARS LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of G.G. AUTOMOTIVE GEARS LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Shah Gandhi & Company**  
*Chartered Accountants*  
**Firm's Registration Number: 109569W**

**Place: Dewas**  
**Date: 26.05.2017**

**Kamlesh B. Mehta**  
*Partner*  
**Membership Number: 036323**

**NOTES ON ACCOUNTS :****1. SIGNIFICANT ACCOUNTING POLICIES:****a. ACCOUNTING CONVENTION**

The financial statements are prepared on the basis of going concern, under historical cost convention on an accrual basis and in accordance with the requirement of the Companies Act, 2013 and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

**b. INVESTMENTS:**

Investments are stated at cost.

**c. INVENTORIES**

Finished goods are valued at lower of cost and market price while Raw Material, Stores & spares, Work in Progress are valued at cost. The Scrap is valued at realizable value. Cost of work in progress excludes expenses on material received for processing on Job basis.

**d. FIXED ASSETS AND DEPRECIATION:**

Fixed assets are stated at cost and depreciated on written down value (WDV) method in accordance with provisions of schedule II of the Companies Act, 2013 except addition on Machinery w.e.f. 01.04.1989, vehicle and computer w.e.f. 01.04.1996 where S.L.M. method is followed.

**e. REVENUE RECOGNITION:**

Sales are recognised at the point of dispatch to customers.

**2. ACCOUNTING STANDARDS:****a. Accounting Standard 04 – Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.**

There is no change in accounting policies. As regards prior period item, those have been earmarked.

**b. Accounting Standard 11 – Accounting for effects of change in Foreign Exchange**

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Assets and Liabilities related to foreign currency transactions, remaining unsettled at the year end, are stated at the contracted rates, when covered under forward exchange contracts and at year end rates in other cases. The premium payable on forward foreign exchange contracts is amortized over the period of contract. Exchange gains /losses are recognized in the profit and loss account.

	<b>(Rs. In Lacs)</b>	
	<b>2017</b>	<b>2016</b>
Earning in foreign currency	Rs. 11.26	Rs. 82.35
Expenditure in foreign currency		
-For capital goods	Rs.110.09	Rs. 156.58
-For Others	Rs.1.73	Rs. 22.54
Foreign exchange fluctuation gain /(loss) recognized in P&L	(1.24)	(17.00)



**c Related parties disclosure as per accounting Standard 18:**

The related parties, as defined by Accounting Standard 18 'Related party disclosure' issued by The Institute of Chartered Accountants of India are as follows:

**Name of the related parties and description of relationship.**

Sr. No.	Particulars	Name of the party
1.	Key Management Personnel	Mr. R.S.Gajra Mr. K.R.Gajra
2.	Relatives of Key Management Personnel	Mrs. B.K. Gajra (Wife of Mr. K.R. Gajra) Ms Aashna Gajra (Daughter of Mr. K.R. Gajra) Mr. Anmol Gajra (Son of Mr. K.R. Gajra)

**Related Party Transactions:**

Sr. No.	Particulars	Key Management Personnel	Relatives of Key Management Personnel
1.	Salary	42,00,000	9,09,502
2.	Contribution to PF	3,60,000	96,000
3.	Sitting fees	62,500	—
4.	Rent	—	1,80,000

**d Earning per share as per Accounting Standard 20:**

	2016-17	2015-16
a. Weighted average number of share at the beginning and end of the year	79,16,167	7,916,167
b. Net Profit after tax available for equity share holders	80,22,390	24,67,714
c. Basic and Diluted earnings per share	1.01	0.31

**e. Taxes on Income Tax as per Accounting Standard 22:**

- i. Provision for Income Tax is made in accordance with the Income Tax Act, 1961.
- ii. Current Tax is determined as the amount of tax payable in respect of taxable income for the year.
- iii. The company has recognized Deferred Taxes which result from timing difference between the Book profits and Tax profits.

**3. Other Details**

**(Rs. in lacs)**

Particulars	2017	2016
Contingent Liability -Bank guarantees	72.25	95.30
Capital Commitment	43.03	6.63

4. Demonetization Disclosure

Specified Bank Notes (SBN) deposit details, during the period from 8-11-2016 to 30-12-2016 :

Particulars	SBNs	Other denomination Notes	Total
Closing Cash –in- Hand as on 8-11-2016	NIL	1050589	1050589
(+) Permitted receipts	NIL	157000	157000
(-) Permitted payments	NIL	205788	205788
(-) Amount deposited in banks	NIL	0	0
Closing Cash -in- Hand as on 30-12-2016	NIL	1001801	1001801

5. LIC Group Gratuity Scheme – The company has opted for group gratuity scheme of LIC and accordingly requisite amount has been deposited. This will take care of future liability of gratuity considering accrued interest in the scheme.

6. In the opinion of the Board, the Current Assets, Loans and advances Debtors & Creditors have a value on realization in ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. However no confirmation has been obtained on the same.

7. Fixed monthly remuneration has been paid to directors as per resolution passed by the Shareholders in their meeting.

<b>Directors Remuneration:</b>	<b>2016-17</b>	<b>2015-16</b>
Salaries	42,00,000	42,00,000
Contribution to P.F.	3,60,000	3,60,000

8. In compliance with the requirement of the Accounting Standard on valuation of Inventories issued by the Institute of Chartered Accountant of India, Excise Duty payable amounting to Rs. 7,22,092/- (Prev. Year Rs.9,48,425/-) on Finished Goods as on 31st March, 2017 has been included in the valuation of the said stocks. This has no impact on profit for the year.

9. Amount due to small industries Rs. Nil as on 31.03.2017 out of which amount outstanding for more than Rs. 1.00 lac and due for more than 30 days is Rs. Nil.

10. Previous year's figures have been regrouped and rearranged wherever considered necessary.

As per our Report of even date attached.

**For Shah Gandhi & Company**  
**Chartered Accountants**

Sd/-  
**Kamlesh Mehta**  
**Partner**  
Membership No : 036323  
FRN No : 109569W

Place : Dewas  
Date : 26.05.2017

Sd/-  
**Kennedy Ram Gajra**  
**Chairman & Mg. Director**

On behalf of the Board

Sd/-  
**Pravin Kumar Shishodiya**  
**Director**

Sd/-  
**Narayan Shrivastava**  
CFO

**BALANCE SHEET AS AT 31.03.2017**

	Note No.	31.03.2017 (Rupees)	31.03.2016 (Rupees)
<b>ASSETS</b>			
(1) Non-current assets			
(a) Property, Plant & Equipment	1	18,11,66,535	15,28,19,000
(b) Capital work- in -progress		-	-
(c) Goodwill	2	5,00,000	5,00,000
(d) Other Intangible Assets	3	2,25,023	2,57,169
(e) Other Non Current Assets	4	28,81,407	22,40,543
(2) Current assets			
(a) Inventories	5	5,07,76,775	2,98,98,065
(b) Financial Assets	6	7,53,20,119	9,40,59,830
(c) Other Current Assets	7	2,48,88,774	17,53,231
<b>Total</b>		<b>33,57,58,632</b>	<b>28,15,27,837</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	8	7,91,61,670	7,91,61,670
(b) Other Equity	9	6,96,02,134	6,15,79,744
<b>Liabilities</b>			
<b>(1) Non-current Liabilities</b>			
(a) Financial Liabilities	10	2,25,56,850	2,55,43,881
(b) Provisions	11	-	-
(c) Deferred Tax Liabilities (Net)	12	2,31,54,764	2,09,58,196
(d) Other Non Current Liabilities		-	-
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities	13	12,38,11,141	7,69,32,739
(b) Other Current Liabilities	14	1,16,99,172	1,26,34,886
(c) Provisions	15	57,49,209	44,70,994
(d) Current Tax Liabilities (Net)	16	23,692	2,45,727
<b>TOTAL</b>		<b>33,57,58,632</b>	<b>28,15,27,837</b>

See accompanying notes to the financial statements

As per our Report of even date attached.

**For Shah Gandhi & Company**  
Chartered Accountants

Sd/-  
**Kamlesh Mehta**  
Partner  
Membership No : 036323  
FRN No : 109569W

Sd/-  
**Kennedy Ram Gajra**  
Chairman & Mg. Director

On behalf of the Board  
Sd/-  
**Pravin Kumar Shishodiya**  
Director

Date : 26.05.2017  
Place : Dewas

Sd/-  
**Narayan Shrivastava**  
CFO

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2017

Particulars	Note No.	31.03.2017 (Rupees)	31.03.2016 (Rupees)
I. Revenue from operations	16	28,11,47,864	21,54,74,238
II. Other Income	17	14,93,385	24,56,659
III. Total Revenue		<b>28,26,41,249</b>	<b>21,79,30,897</b>
IV. Expenses:			
Cost of materials consumed	18	14,15,73,333	9,98,97,020
Changes in inventories of finished goods and work-in-progress	19	(81,57,772)	31,81,533
Employee benefits expense	20	3,76,39,560	2,89,79,336
Finance cost	21	80,50,693	40,94,317
Depreciation and amortisation expenses	22	1,63,16,732	1,33,39,729
Other expenses	23	7,86,96,249	6,33,04,702
Total expenses		<b>27,41,18,795</b>	<b>21,27,96,636</b>
V. Profit before exceptional and extraordinary items and tax		85,22,454	51,34,261
VI. Exceptional Items		52,377	-
VII. Profit before tax		85,74,831	51,34,261
VIII. Tax expense:	24	5,52,441	26,66,547
IX. Profit/(Loss) for the year		<b>80,22,390</b>	<b>24,67,714</b>
X. Earning per equity share:			
(1) Basic		1.01	0.31
(2) Diluted		1.01	0.31

## See accompanying notes to the financial statements

As per our Report of even date attached.

For Shah Gandhi & Company  
Chartered AccountantsSd/-  
Kamlesh Mehta  
Partner  
Membership No : 036323  
FRN No : 109569WDate : 26.05.2017  
Place : DewasSd/-  
Kennedy Ram Gajra  
Chairman & Mg. Director

On behalf of the Board

Sd/-  
Pravin Kumar Shishodiya  
DirectorSd/-  
Narayan Shrivastava  
CFO

**CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31.03.2017**

<b>Particulars</b>	<b>Year ended 31.03.2017</b>	<b>Year ended 31.03.2016</b>
<b>A. Cash flow from operating activities</b>		
Net profit before tax & extraordinary items	85,74,831	51,34,261
Adjustment for :		
Depreciation	1,63,16,732	1,33,39,729
Loss on sale of asset	-	1,30,091
Interest paid	80,50,693	40,94,317
Less : Interest and dividend received	11,94,441	19,94,449
Operating profit before working capital changes	3,17,47,815	2,07,03,949
Adjustment for :		
Trade and other receivables	(24,47,060)	69,05,200
Inventories	(2,08,78,710)	42,41,974
Trade and other payables	4,66,23,867	(31,85,417)
Cash generated from operations	5,50,45,913	2,86,65,705
Direct Tax paid	16,52,922	9,86,656
Net cash from operating activities	5,33,92,991	2,76,79,049
<b>B. Cash flow from investment activities</b>		
Sale of fixed assets (Net)	-	689655
Purchase of Fixed Assets	(4,46,32,121)	(3,66,25,579)
Capital WIP, Cap. Adv. & Pre-op. Exps.	30,31,186	1318046
Interest received	11,94,441	19,94,449
Net cash from investment activities	(4,04,06,494)	(3,26,23,429)
<b>C. Cash flow from financing activities</b>		
Repayment of borrowings	(29,87,031)	19,56,540
Interest paid	(80,50,693)	(40,94,317)
Net cash from financing activities	(1,10,37,724)	(21,37,777)
Net increase in cash and cash equivalents	19,48,772	(70,82,156)
Cash and cash equivalents at beginning of the year	1,16,05,798	1,86,87,954
Cash and cash equivalents at end of the year	1,35,54,570	1,16,05,798

We have checked the above cash flow statement of G. G. Automotive Gears Limited, derived from the audited annual financial statement for the period ended 31st March 17, with the books and records maintained in the ordinary course of business and found the same to be in accordance therewith

As per our Report of even date attached.

**For Shah Gandhi & Company**  
**Chartered Accountants**

Sd/-  
**Kamlesh Mehta**  
**Partner**  
Membership No : 036323  
FRN No : 109569W

Date : 26.05.2017  
Place : Mumbai

On behalf of the Board

Sd/-  
**Kennedy Ram Gajra**  
**Chairman & Mg. Director**

Sd/-  
**Pravin Kumar Shishodiya**  
**Director**

Sd/-  
**Narayan Shrivastava**  
**CFO**

**NOTES TO THE FINANCIAL STATEMENTS**  
**Note No. 1 : Property, Plant & Equipment**

DESCRIPTION OF ASSETS	USEFUL LIFE, METHOD	G R O S S		B L O C K		D E P R E C I A T I O N		N E T		B L O C K		
		AS ON 01.04.2015	ADDITION DURING THE YEAR	DISCARD/ DELETION DURING THE YEAR	AS ON 31.03.2017	UP TO 01.04.2016	PROVIDED DURING THE YEAR	(ON REV.)	WRITTEN BACK DURING THE YEAR		AS ON 31.03.2017	AS ON 31.03.2016
LEASE HOLD LAND		9,607	-	-	9,607	3,844	98	-	-	3,942	5,665	5,763
BUILDING	30, WDV	79,43,465	1,00,02,299	-	1,79,45,764	58,23,430	5,31,828	-	-	63,55,258	1,15,90,506	21,20,035
PLANT & MACHINERY	NIL	2,38,99,902	-	-	2,38,99,902	1,94,84,386	-	-	-	1,94,84,386	44,15,516	44,15,516
(BEFORE 01.04.89)												
PLANT & MACHINERY	15, SLM	26,79,98,176	2,85,12,283	-	29,65,10,459	13,36,15,461	1,27,33,612	-	-	14,63,49,073	15,01,61,386	13,43,82,715
(AFTER 01.04.89)												
FURNITURE & FIXTURE	10, WDV	4,98,582	-	-	4,98,582	4,09,991	28,306	-	-	4,38,296	60,286	88,591
OFFICE EQUIPMENT	5, WDV	15,04,393	3,24,418	-	18,28,811	13,75,261	85,885	-	-	14,61,146	3,67,665	1,29,132
ELECTRICAL INSTALLATION	10, WDV	19,07,437	45,06,924	-	64,14,361	16,30,120	7,13,997	-	-	23,44,117	40,70,244	2,77,317
LABORATORY EQUIPMENT	10, WDV	5,85,501	2,93,689	-	8,79,190	3,18,022	90,299	-	-	4,08,321	4,70,869	2,67,479
VEHICLES	8, SLM	1,63,65,729	7,90,109	-	1,71,55,838	55,02,446	20,07,284	-	-	75,09,730	96,46,108	1,08,63,283
COMPUTER	6, WDV	13,76,072	-	-	13,76,072	13,76,072	-	-	-	13,76,072	-	-
(BEFORE 1.4.96)												
COMPUTER	3, SLM	30,19,277	2,02,399	-	32,21,676	27,50,107	93,279	-	-	28,43,386	3,78,290	2,69,170
(AFTER 1.4.96)												
TOTAL		32,51,08,141	4,46,32,121	-	36,97,40,262	17,22,89,141	1,62,84,586	-	-	18,85,73,727	18,11,66,535	15,28,19,000
PREVIOUS YEAR		29,77,41,287	3,66,25,579	-	32,51,08,141	16,74,20,538	1,33,07,582	-	-	17,22,89,141	84,38,979	5,00,000

**Note No. 2 : Goodwill**

DESCRIPTION OF ASSETS	AMORTISATION PERIOD	G R O S S		B L O C K		ACCUMULATED DEPRECIATION		N E T		B L O C K
		AS ON 01.04.16	ADDITION DURING THE YEAR	AS ON 31.03.17	UP TO 01.04.2016	AS ON 31.03.2017	DURING THE YEAR	AS ON 31.03.2017	AS ON 31.03.2016	
Goodwill		5,00,000	-	5,00,000	-	-	-	5,00,000	-	5,00,000

**Note No. 3 : Other Intangible Assets**

Software	10	3,21,461	-	3,21,461	64,292	32,146	96,438	2,25,023	2,57,169
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NOTES TO THE FINANCIAL STATEMENTS

	31.03.2017 (Rupees)	31.03.2016 (Rupees)
<b>Note No. 4 : Other Non Current Assets</b>		
Capital Advances	3,75,000	6,63,236
Security Deposits	25,06,407	15,77,307
	28,81,407	22,40,543
<b>Note No. 5 : Inventories</b>		
Raw Materials	1,49,87,518	21,09,840
Work in progress	2,27,32,309	1,07,52,483
Finished goods	1,19,93,023	1,58,07,077
Stores & Spares	2,99,833	2,30,240
Scrap	42,000	50,000
Excise Duty on Closing Stock	7,22,092	9,48,425
	5,07,76,775	2,98,98,065
<b>Note No. 6 : Financial Assets</b>		
(i) Investments	-	-
(ii) Trade Receivables	6,17,65,549	8,24,54,032
Unsecured Considered good		
(iii) Cash & Cash Equivalents		
(a) Balances with Banks - held as security against guarantee	1,24,92,671	1,15,40,044
(b) Other Balances with Banks	61,239	63,954
(c) Cash on Hand	10,00,660	1,800
	7,53,20,119	9,40,59,830
<b>Note No. 7 : Other Current Assets</b>		
(i) Loans & Advances	1,64,72,345	7,57,341
(ii) Others		
Balance with Revenue Authorities	51,19,380	9,95,890
Income Tax Refundable	32,97,049	-
	2,48,88,774	17,53,231

## NOTES TO THE FINANCIAL STATEMENTS

<b>Note No. 8 : Equity Share Capital</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
<b>(a) Authorised</b>		
8,000,000 Equity Shares of Rs. 10/- each	8,00,00,000	8,00,00,000
(Previous year 8,000,000 shares of Rs. 10/- each )	<b>8,00,00,000</b>	<b>8,00,00,000</b>
<b>(b) Issued, Subscribed and Paid-up</b>		
(7,916,167 Equity Shares of Rs. 10/- each fully paidup)	7,91,61,670	7,91,61,670
Share Capital	<b>7,91,61,670</b>	<b>7,91,61,670</b>
<b>(c) Reconciliation of no. of shares outstanding as at 31.03.2017 and 31.03.2016</b>		
No. of shares at the beginning of the year	79,16,167	79,16,167
Add: Shares issued	-	-
No. of shares at the end of the year	<b>79,16,167</b>	<b>79,16,167</b>
<b>(d) Shareholder's Holding more than 5% shares</b>		
Name of the shareholder	No. of shares held	No. of shares held
Mr. K.R. Gajra	16,67,514	13,67,514
<b>Total</b>	<b>16,67,514</b>	<b>13,67,514</b>

**Note No. 9 : Other Equity**

Security premium	58,02,130	58,02,130
Surplus :		
Balance B/F	5,57,77,614	5,33,09,900
Add/ Less : Pro t/ ( Loss) during the year	80,22,390	24,67,714
	<b>6,96,02,134</b>	<b>6,15,79,744</b>

**Note No. 10 : Financial Liabilities**

Secured Borrowings as Deffered Payment Liabilities		
- Klingenberg GMBH Germany	28,75,579	72,56,915

Note:

Terms of repayment:

Supplier's credit from M/S Klingenberg GMBH, Germany is repayable in 2 quarterly installments of 33300 Euros & one installment of 33500 Euros.

Unsecured Borrowings from Others

- Directors (Interest free)	1,90,38,941	1,77,71,439
- Customer Credit Balance	6,42,330	5,15,527
	<b>2,25,56,850</b>	<b>2,55,43,881</b>

**Note No. 11 : Provisions**

Provision for Gratuity	-	-
Refer Notes to Accounts No 4		



**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31.03.2017</b>	<b>31.03.2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
<b>Note No. 12 : Deferred Tax Liabilities (Net)</b>		
Opening Balance	2,09,58,196	1,92,78,305
Add : Provision for the year	21,96,568	16,79,891
	<b>2,31,54,764</b>	<b>2,09,58,196</b>

**Note No. 13 : Financial Liabilities**

(i) Secured Borrowings :		
Loans repayable on demand from Banks	8,37,91,242	3,29,90,127
(ii) Trade Payables	3,54,01,855	3,89,18,987
(iii) Other Financial Liabilities		
(a) Current maturities of long term debt	46,18,044	50,23,625
	<b>12,38,11,141</b>	<b>7,69,32,739</b>

Note:

Loans repayable on demand is secured by way of hypothecation of inventory, book debts and collateral security of fixed assets besides personal guarantee of promoter directors.

**Note No. 14 : Other Current Liabilities**

(a) Statutory Liabilities	7,67,411	20,79,072
(b) Excise Duty on Closing Stock	7,22,092	9,48,425
(c) Other Credits	1,02,09,669	96,07,389
	<b>1,16,99,172</b>	<b>1,26,34,886</b>

**Note No. 15 : Provisions**

Provision for employees benefits	38,32,728	31,19,691
Provision for other expenses	19,16,481	13,51,303
	<b>57,49,209</b>	<b>44,70,994</b>

**Note No. 16 : Current Tax Liabilities (Net)**

Income Tax	16,52,922	9,90,165
Less : TDS & Advance tax	16,29,230	7,44,438
	<b>23,692</b>	<b>2,45,727</b>

**Note No. 16 : Revenue from operations**

Sales of Mfg. Goods	29,12,41,798	23,43,73,350
Less : Excise duty	1,66,85,345	2,14,81,679
	27,45,56,453	21,28,91,671
Job Work	65,91,411	25,82,567
	<b>28,11,47,864</b>	<b>21,54,74,238</b>

## NOTES TO THE FINANCIAL STATEMENTS

	31.03.2017 (Rupees)	31.03.2016 (Rupees)
<b>Note No. 17 : Other Income</b>		
Interest	11,94,441	19,94,449
Scrap Sales	2,78,040	2,94,525
Miscellaneous income	20,904	1,67,685
	<b>14,93,385</b>	<b>24,56,659</b>
<b>Note No. 18 : Cost of materials consumed</b>		
(a) Raw materials consumption		
Opening Stock	21,09,840	16,48,445
Add : Purchases	15,44,51,011	10,03,58,415
	15,65,60,851	10,20,06,860
Less : Closing Stock	1,49,87,518	21,09,840
	<b>14,15,73,333</b>	<b>9,98,97,020</b>
<b>Note No. 19 : Changes in inventories</b>		
Opening Stock :		
Finished Goods	1,58,07,077	1,97,91,324
Work In Progress	1,07,52,483	99,49,769
Scrap	50,000	50,000
	<b>2,66,09,560</b>	<b>2,97,91,093</b>
Closing Stock :		
Finished Goods	1,19,93,023	1,58,07,077
Work In Progress	2,27,32,309	1,07,52,483
Scrap	42,000	50,000
	3,47,67,332	2,66,09,560
(Increase)/ Decrease in stock	<b>(81,57,772)</b>	<b>31,81,533</b>
<b>Note No. 20 : Employee bene ts expenses</b>		
Salary, Wages, Bonus & Allowances	3,17,98,489	2,43,28,435
Contribution to Welfare funds	24,80,179	21,18,577
Staff & Labour welfare & Hospitality	5,05,392	4,71,668
Payments to LIC Group Gratuity Scheme	28,55,500	20,60,656
	<b>3,76,39,560</b>	<b>2,89,79,336</b>
<b>Note No. 21 : Finance Cost</b>		
Interest : Loans on Demand	80,50,693	40,94,317
	<b>80,50,693</b>	<b>40,94,317</b>
<b>Note No. 22 : Depreciation and amortisation of expenses</b>		
On Property, Plant & Equipment	1,62,84,586	1,33,07,582
On Goodwill	-	-
On Other Intangible Assets	32,146	32,146
	<b>1,63,16,732</b>	<b>1,33,39,729</b>

**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31.03.2017</b>	<b>31.03.2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
<b>Note No. 23 : Other Expenses</b>		
(a) Manufacturing Exp.		
Consumption of stores	2,02,38,206	1,35,17,881
Power & Fuel	1,51,52,163	1,10,70,871
Repair to Plant & Machinery	24,18,219	20,00,191
Job Charges	22,27,448	13,59,788
Freight, Cartage etc.	17,33,666	13,54,734
Insurance charges	6,44,182	7,15,147
Repair to Building	38,74,217	12,35,492
Diesel	12,45,825	10,13,944
Inspection Charges	72,283	8,300
Testing Charges	2,19,311	5,01,199
Entry tax	99,281	6,03,308
(b) Office & Administrative exp.		
Printing & Stationery	2,38,707	1,90,975
Postage & Courier Charges	1,25,865	1,60,558
Telephone	4,36,848	3,06,323
Rent	3,86,323	1,80,000
Vehicle Repairs & Maintenance	9,26,567	14,84,744
Conveyance	4,57,773	6,16,685
Legal & Professional Charges	17,05,916	19,13,673
Licence & Registration fee	3,09,246	3,95,486
Electricity & Water charges	4,11,799	3,73,912
General repairs	71,969	56,715
Membership & Subscription	79,200	1,51,271
Office Expenses	31,48,149	18,53,045
Listing Fee	2,29,000	2,24,720
Rates & Taxes	1,27,332	3,73,716
(c) Selling & Distribution expenses		
Packing, forwarding & freight	51,43,561	34,74,726
Discount	6,99,781	8,50,685
Rebate	12,68,368	14,10,022
Liquidated damages	17,07,216	17,39,976
Statutory Advertisements	1,19,849	1,19,825
Sales Promotion	9,12,687	7,26,715
Travelling Exp.	14,72,929	13,91,591
Other Selling exp.	2,97,353	5,37,265
(d) Other Expenses		
Auditors' Remuneration :		
Audit Fee	1,50,000	1,50,000
Tax Audit Fees	50,000	50,000
Out of pocket exp.	37,114	20,994
Donation	6,00,000	1,75,000
Loss on sale of asset	-	1,30,091
Foreign Exchange Fluctuation Loss	1,24,007	17,00,121
Directors' remuneration :		
(i) Gross salary	42,00,000	42,00,000
(ii) Gross Contribution to PF	3,60,000	3,60,000
(iii) Sitting Fees	62,500	62,500
Directors' Travelling & Other Expenses	49,11,389	45,42,513
	<b>7,86,96,249</b>	<b>6,33,04,702</b>

Note No. 24 : Tax Expense	31.03.2017 (Rupees)	31.03.2016 (Rupees)
(a) Current tax	16,52,922	9,90,165
(b) Earlier year taxes	(32,97,049)	(3,509)
(c) Deferred Tax	21,96,568	16,79,891
	<b>5,52,441</b>	<b>26,66,547</b>

Particulars	Balance as at 01/04/2016	Arising during the year	Balance as at 31/03/2017
Deferred Tax Liability			
On account of timing difference			
A. Depreciation	2,16,70,163	15,28,641	2,31,98,804
B. Deferred Revenue	-	-	-
<b>Total</b>	<b>2,16,70,163</b>	<b>15,28,641</b>	<b>2,31,98,804</b>
Deferred Tax Assets			
On account of timing difference			
A. Unabsorbed Losses	-	-	-
B. U/S 43B dis-allowance	(1,29,780)	3,15,180	1,85,400
C. Carry over losses	(5,82,187)	3,52,747	(2,29,440)
<b>Total</b>	<b>(7,11,967)</b>	<b>6,67,927</b>	<b>(44,040)</b>
Net	2,09,58,196	21,96,568	2,31,54,764

As per our Report of even date attached.

**For Shah Gandhi & Company**  
**Chartered Accountants**

Sd/-  
**Kamlesh Mehta**  
**Partner**  
Membership No : 036323  
FRN No : 109569W

Date : 26.05.2017  
Place : Dewas

On behalf of the Board

Sd/-  
**Kennedy Ram Gajra**  
**Chairman & Mg. Director**

Sd/-  
**Pravin Kumar Shishodiya**  
**Director**

Sd/-  
**Narayan Shrivastava**  
**CFO**

**FORM NO SH-13**

**Nomination Form**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies  
(Share Capital and Debentures) Rules 2014]

To,  
**G. G. AUTOMOTIVE GEARS LIMITED**  
2-A, I.S. Gajra Industrial Area-1, A.B. Road,  
Dewas- 455001 (MP)

I/We \_\_\_\_\_ the holder(s) of the securities  
particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in  
whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive Nos.

2. PARTICULARS OF NOMINEE/S –

- a) Name :
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail Id:
- h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR -

- a) Date of Birth
- b) Date of attaining majority
- c) Name of guardian
- d) Address of guardian

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder(s) \_\_\_\_\_

Signature \_\_\_\_\_

Witness with name and address \_\_\_\_\_

Signature \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder(s)

Signature

Witness with name and address

Signature

**FORM NO SH-14**

**Cancellation or Variation of Nomination**

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

To,  
**G. G. AUTOMOTIVE GEARS LIMITED**  
2-A, I.S. Gajra Industrial Area-1, A. B. Road,  
Dewas - 455001 (MP)

I/We hereby cancel the nomination(s) made by me/us in favor of \_\_\_\_\_  
(name and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of \_\_\_\_\_  
as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities  
in the event of my/our death.

**PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

<b>Nature of Securities</b>	<b>Folio No.</b>	<b>No. of Securities</b>	<b>Certificate No.</b>	<b>Distinctive Nos.</b>

**PARTICULARS OF NOMINEE/S –**

Name:

Date of Birth:

Father's/Mother's/Spouse's name:

Occupation:

Nationality:

Address:

E-mail Id:

Relationship with the security holder:

IN CASE NOMINEE IS A MINOR -

Date of Birth

Date of attaining majority

Name of guardian

Address of guardian

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder (s) : \_\_\_\_\_

Signature \_\_\_\_\_

Witness with the name and address: \_\_\_\_\_

Signature \_\_\_\_\_

Name of the Security Holder(s) \_\_\_\_\_

Witness with name and address \_\_\_\_\_



## ROUTE MAP



**43rd Annual General Meeting Venue**  
**G. G. AUTOMOTIVE GEARS LIMITED**  
2-A, I.S. Gajra Industrial Area-1,  
A. B. Road, Dewas - 455001. (MP)

**G. G. AUTOMOTIVE GEARS LIMITED**

CIN:- L29130MP1974PLC035049

2-A, I.S. Gajra Industrial Area-1, A. B. Road, Dewas, - 455001. (MP)

Tel No.: 91-7272-405310, 404802 Fax: 91-7272-404802

Web site: - www.ggautomotive.com • Email ID: ggautomotive@yahoo.com

**ATTENDANCE SLIP**

I/we hereby record my/our presence at the 43rd Annual General Meeting of the Company held on Friday the 30th June, 2017 at 11:30 a.m. at the Registered Office of the Company Situated at 2-A, I.S. Gajra Industrial Area-1, A.B. Road, Dewas Dewas MP455001.

	Serial:	
Name and Address of the Shareholder (s):		
Joint Holder (s):		
Registered Folio /DP ID & Client ID		
No. of Share (s)		
If Shareholder (s), please sign here	If Proxy, please mention name and sign here	
	Name of the Proxy	Signature

Note: Please sign this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL.

<b>ELECTRONIC VOTING PARTICULARS</b>		
Electronic Voting Sequence Number (EVSN)	User ID	*Default PAN
<b>170529004</b>		

\*Only Members who have not updated their PAN with the Company / Depository Participant (DP) shall use default PAN in the PAN field.

**Note: Please read the instructions for e-voting given in the notice of the 43rd Annual General Meeting. The Voting period starts from Tuesday the 27th June, 2017 at 09:00 a.m. to Thursday the 29th June, 2017 at 05:00 p.m. The voting module shall be disabled by CDSL for voting thereafter.**

**Form No. MGT-11**

**G. G. AUTOMOTIVE GEARS LIMITED**

CIN:- L29130MP1974PLC035049

2-A, I.S. Gajra Industrial Area-1, A. B. Road, Dewas, - 455001. (MP)

Tel No.: 91-7272-405310, 404802 Fax: 91-7272-404802

Web site: - www.ggautomotive.com • Email ID: ggautomotive@yahoo.com

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 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) holding of.....shares of the above named Company, hereby appoint

1. Name:.....

Address: .....

.....E.mail ID.....Signature:..... or failing him

2. Name:.....

Address: .....

.....E.mail ID.....Signature:..... or failing him

3. Name:.....

Address: .....

.....E.mail ID.....Signature:..... as my/our

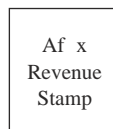
proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Friday, 30th June, 2017 at 11.30 A.M. at the registered office of the company situated at 2-A, I.S. Gajra Industrial Area-1, A.B. Road, Dewas, Madhya Pradesh - 455001 at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions		
	Ordinary Business	For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017 together with the reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Shri. Kennedy Gajra (DIN: 02092206), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To Appointment of M/s. K. C. Kabra & Co. as Statutory Auditors for the Financial year 2017-18.		
	<b>Special Business</b>		
4	To Service of Documents by particular mode of delivery		
5.	To Regularization of Mr. Anmol Gajra as a Director		
6.	To Appointment of Mr. Anmol Gajra as a Director of the Company		
7.	To Call Money of Rs. 3 per share		

Signed this.....day of .....2017

Signature of Shareholder .....

Signature of Proxy holder(s).....



**Note:**

1. 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.
2. For the resolutions, explanatory statements and notes, please refer to the notice of 43rd Annual General Meeting.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.

**G. G. AUTOMOTIVE GEARS LIMITED**

CIN:- L29130MP1974PLC035049

2-A, I.S. Gajra Industrial Area-1, A. B. Road, Dewas, - 455001. (MP)

Tel No.: 91-7272-405310, 404802 Fax: 91-7272-404802

Web site: - www.ggautomotive.com • Email ID: ggautomotive@yahoo.com

**BALLOT FORM**

1. Name(s) & Registered Address : .....  
Of the sole / first named  
Member
2. Name(s) of the Joint-Holder(s) : .....  
If any
3. i) Registered Folio No. : .....  
ii) DP ID No & Client ID No. : .....  
[Applicable to Members  
Holding shares in dematerialized Form]
4. Number of Shares(s) held : .....
5. I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 43rd Annual General Meeting dated 30th June 2017, by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Resolution No	Resolutions		
	Ordinary Business	For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017 together with the reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Shri. Kennedy Gajra (DIN: 02092206), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To Appointment of M/s. K. C. Kabra & Co. as Statutory Auditors for the Financial year 2017-18.		
	Special Business		
4	To Service of Documents by particular mode of delivery		
5	To Regularization of Mr. Anmol Gajra as a Director		
6	To Appointment of Mr. Anmol Gajra as a Director of the Company		
7	To Call Money of Rs. 3 per share		

Place:  
Date:

.....  
Signature of the Member  
Or  
Authorised Representative

Note: Please read the instructions printed overleaf carefully before exercising your vote.

**GENERAL INSTRUCTIONS 1.**

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
3. The scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declare the final result for each of the resolutions forming part of the Notice of the AGM.
4. The results declared along with Scrutinizer's Report, shall be placed on the Company's website [www.ggautomotive.com](http://www.ggautomotive.com) and on the website of the Central Depository Service (India) Private Limited <https://www.cdslindia.com/evoting/evotingproc.html> within two (2) days of the passing of the Resolutions at the 43rd AGM of the Company on 30th June, 2017 and communicated to the BSE Limited, where the shares of the Company are listed.

**PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM**

1. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on 23rd June 2017.
2. Please complete and sign the Ballot Form and return the form in the self-addressed Business Reply envelope so as to reach the Scrutinizer, Shri Nitin Sarfare at G. G. Automotive Gears Limited 2-A, I.S. Gajra Industrial Area-1, A.B. Road, Dewas MP 455001 appointed by the Board of Directors of the Company on or before 29th June 2017 (5.00 p.m.).
3. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
4. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
5. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 2 above.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.



# G.G. AUTOMOTIVE GEARS LTD.

REGD. OFF. & WORKS : 2 A, 1 S, GAJRA INDUSTRIAL AREA-1, A B, ROAD, DEWAS - 465 001 (M.P.) INDIA  
PHONE : +91-7272-405310, 404802 FAX : +91-7272-404802  
E-MAIL : ggmarketing@ggautomotive.com ggautomotive@yahoo.com  
CIN : L29130MP1974PLC035049

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :  
Pan No. :  
E-mail ID :  
Telephone No. :  
Name and Signatures : i.  
ii.  
iii.

Thanking you,

For G.G. Automotive Gears Ltd

Authorised Signatory



ISO 9001 : 2008  
Reg. No. : QM 02 00037

Please visit our web site at [www.ggautomotive.com](http://www.ggautomotive.com)

If undelivered, please return to:



**G. G. AUTOMOTIVE GEARS LIMITED**

CIN: L29130MP1974PLC035049

2-A, I.S. Gajra Industrial Area-1, A. B. Road, Dewas - 455 001. (MP)

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