

**Quarterly Compliance Report on Corporate Governance.**

Name of the Company: **G.G. AUTOMOTIVE GEARS LIMITED**

Quarter Ending on: **31<sup>st</sup> December, 2009**

| Particulars   | Clause of Listing agreement | Compliance Status Yes/No | Remarks               |
|---|-----------------------------|--------------------------|-----------------------|
| <b>I. Board of Directors</b>  | 49 I                        | No                       | Will be complied soon |
| A) Composition of Board   | 49(IA)                      | No                       | Will be complied soon |
| B) Non-Executive Directors' compensation & disclosures                | 49(IB)                      | No                       | Will be complied soon |
| C) Other provisions as to Board and Committees                        | 49 (IC)                     | No                       | Will be complied soon |
| D) Code of Conduct  | 49 (ID)                     | Yes                      | --                    |
| <b>II. Audit Committee</b>  | 49 (II)                     | No                       | Will be complied soon |
| A) Qualified & Independent Audit Committee                            | 49 (IIA)                    | No                       | Will be complied soon |
| B) Meeting of Audit Committee   | 49 (IIB)                    | No                       | Will be complied soon |
| C) Powers of Audit Committee 49(IIC)                                  | 49 (IIC)                    | No                       | Will be complied soon |
| D) Role of Audit Committee  | 49 (IID)                    | No                       | Will be complied soon |
| E) Review of Information by Audit Committee                           | 49 (IIE)                    | No                       | Will be complied soon |
| <b>III. Subsidiary Companies</b>                                      | 49 (III)                    | "N.A."                   | --                    |
| <b>IV. Disclosures</b>  | 49 (IV)                     | Yes                      | --                    |
| A) Basis of related party transactions                                | 49 (IVA)                    | "N.A."                   | --                    |
| B) Disclosure of Accounting Treatment                                 | 49(IV B)                    | Yes                      | --                    |
| C) Board Disclosures - Risk Management                                | 49 (IV C)                   | Yes                      | --                    |
| D) Proceeds from Public Issues, Right issues and preferential Issues. | 49 (IV D)                   | "N.A."                   | --                    |
| E) Remuneration of Directors.   | 49 (IV E)                   | Yes                      | --                    |
| F) Management   | 49 (IV F)                   | Yes                      | --                    |
| G) Shareholders   | 49 (IV G)                   | Yes                      | --                    |
| <b>V. CEO/CFO Certification</b>                                       | 49(V)                       | Yes                      | --                    |
| <b>VI. Report on Corporate Governance</b>                             | 49 (V)                      | Yes                      | --                    |
| <b>VII. Compliance</b>  | 49 (VI)                     | Yes                      | --                    |

**For G.G. AUTOMOTIVE GEARS LIMITED**

**Date:** 4<sup>th</sup> January, 2010.  
**Place:** Mumbai.

**Sd/-**  
**RAM GAJRA**  
**(COMPLIANCE OFFICER)**