

**Quarterly Compliance Report on Corporate Governance.**Name of the Company: **G.G. AUTOMOTIVE GEARS LIMITED**Quarter Ending on: **31<sup>st</sup> December, 2010**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I	Yes	--
A) Composition of Board	49(IA)	Yes	--
B) Non-Executive Directors' compensation & disclosures	49(IB)	Yes	--
C) Other provisions as to Board and Committees	49 (IC)	No	--
D) Code of Conduct	49 (ID)	Yes	--
<b>II. Audit Committee</b>	49 (II)	Yes	--
A) Qualified & Independent Audit Committee	49 (IIA)	Yes	--
B) Meeting of Audit Committee	49 (IIB)	Yes	--
C) Powers of Audit Committee 49(IIC)	49 (IIC)	Yes	--
D) Role of Audit Committee	49 (IID)	Yes	--
E) Review of Information by Audit Committee	49 (IIE)	Yes	--
<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: 6<sup>th</sup> January, 2011.  
Place: Mumbai.Sd/-  
**RAM GAJRA**  
(COMPLIANCE OFFICER)