



G.G. AUTOMOTIVE GEARS LTD.

REGD. OFF. & WORKS : 2-A, I.S. GAJRA INDUSTRIAL AREA-1, A.B. ROAD, DEWAS - 455 001 (M.P.) INDIA

PHONE : +91-7272-405310, 404802 FAX : +91-7272-404802

E-MAIL : ggmarketing@ggautomotive.com, ggautomotive@yahoo.com

CIN : L29130MP1974PLC035049

To,
The Shareholder,

Sub: Intimation of the voting results of the 42nd Annual General Meeting of G. G. Automotive Gears Limited ('the Company')

Pursuant to the Companies Act, 2013 and the rules made thereunder, please find enclosed herewith the details of voting of the 42nd Annual General Meeting ('AGM') of the Company announced today, regarding the approvals sought from the members for the resolutions set forth in the notice convening the AGM dated 27th August 2016.

The resolutions set forth in the above mentioned notice have been passed with requisite majority.

Further, please find enclosed Scrutinizer's Report issued by Mr.Nitin Sarfare Partner, HS Associates Practising Company Secretaries.

Thanking you,

Yours Faithfully,

For G. G. Automotive Gears Limited

Ram S. Gajra
Chairman and Managing Director



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

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



HS ASSOCIATES
COMPANY SECRETARIES

NITIN SARFARE (Partner)
B.COM, A.C.S
COMPANY SECRETARY

206, 2nd Floor, Tanta Jogani Industrial Estate,
J. R. Boricha Marg. Opp. Lodha Excelus,
Lower Parel (E), Mumbai - 400 011.
Tel: 022 23088998/23008998/40026600/40061100
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To,
The Chairman,
G. G. Automotive Gears Limited
CIN: L29130MP1974PLC035049
2-A, I.S. Gajra Industrial Area-1, A. B. Road,
Dewas, MP-455001

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting and voting by your members, at the 42nd Annual General Meeting (AGM) of your Company held on 27th August, 2016 at 11.00 a.m.

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.


Nitin Sarfare



C.P No. 13729

Date: 29th August, 2016.

Place: Mumbai.

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	G.G. AUTOMOTIVE GEARS LIMITED
MEETING	42 ND ANNUAL GENERAL MEETING
DATE AND TIME	SATURDAY, 27 TH AUGUST 2016 at 11.00 a.m.
VENUE	2-A, I.S. GAJRA INDUSTRIAL AREA-1, A.B. ROAD, DEWAS, MP-455001.

1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer for the remote e-voting as well as the ballot Voting conducted at the 42nd Annual General Meeting (42nd AGM) of G. G. Automotive Gears Limited (hereinafter referred to as the Company) held on Saturday, 27th August 2016 at 11.00 a. m. at the 2-A, I.S. Gajra Industrial Area-1, A.B. Road, Dewas, MP-455001

2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members and list of Beneficiary Owners made available by the depositories viz, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM as under: -

- On 05 August 2016 by e-mail to 2306 members who had registered their e-mail-ids with the Company/ Depositories.
- On 03rd August 2016 by Courier to 3076 members in physical form.

3. Cut-off date

The Voting rights were reckoned as on Saturday, 20th August 2016, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

4. Remote e-Voting

4.1 Agency:

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting:

Remote e-Voting platform was open from 09:00 a.m. on Wednesday, 24th August 2016 to 5:00 p.m. on Friday, 26th August 2016 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by CDSL.



5. Voting at the AGM:

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id/ Client Id, folios, number of shares held but not the manner in which they have voted.

5.3 Considering the aforesaid, the Company issued ballot papers to the members who attended the meeting

6. Counting Process:

6.1 On completion of voting at the meeting, Purva Share Transfer Agency Private Limited, Registrar and Transfer Agent (RTA) provided me with the list of members who had cast their votes, their holding details and details of vote cast on each of the resolutions.

6.2 The Votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations/proxies lodged with the company.

6.3 I unblocked the remote e-Voting results on the NSDL e-Voting in the presence of two witnesses who were not employees of the company and downloaded the e-Voting results.

7. Results:

7.1 I observed that

a) 29 members had cast their votes at the meeting out of which no votes were found to be invalid.

b) 1 member had cast his vote through remote e-Voting.

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 42nd AGM dated 27th August, 2016 is enclosed.

7.3 Based on the aforesaid results, I report that all the Resolution as contained in Item No.1 to Item No.3, of the Notice dated 30th July, 2016, have been passed with requisite majority.

Nitin Sarfare
C.P No. 13729

Date: 29th August,
Place: Mumbai.



Mode of voting: E-voting and Ballot:

Resolution 1: To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Resolution Required: (Ordinary or Special)		Ordinary						
Whether Promoter/ Promoter group are interested in the agenda / resolution								
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes-against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	2081268	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Physical Ballot		1680535	80.75	1680535	Nil	100	Nil
	Total		1680535	80.75	1680535	Nil	100	Nil
Public Institution	E-voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Physical Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non-Institution	E-voting	5834899	270027	4.63	270027	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Physical Ballot		11365	0.19	11365	Nil	100	Nil
	Total		281392	4.82	281392	Nil	100	Nil
Total		7916167	1961927	24.78	100	Nil	100	Nil



Resolution 2: To appoint Director in place of Mr. Shri. Kennedy Gajra (DIN 02092206), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required: (Ordinary or Special)		Ordinary						
Whether Promoter/ Promoter group are interested in the agenda / resolution								
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes-against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	2081268	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Physical Ballot		1680535	80.75	1680535	Nil	100	Nil
	Total		1680535	80.75	1680535	Nil	100	Nil
Public Institution	E-voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Physical Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non-Institution	E-voting	5834899	270027	4.63	270027	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Physical Ballot		11365	0.19	11365	Nil	100	Nil
	Total		281392	4.82	281392	Nil	100	Nil
Total		7916167	1961927	24.78	100	Nil	100	Nil



Resolution 3: Ratification of Appointment of Statutory Auditors.								
Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution								
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes-against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	2081268	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Physical Ballot		1680535	80.75	1680535	Nil	100	Nil
	Total		1680535	80.75	1680535	Nil	100	Nil
Public Institution	E-voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Physical Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non-Institution	E-voting	5834899	270027	4.63	270027	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Physical Ballot		11365	0.19	11365	Nil	100	Nil
	Total		281392	4.82	281392	Nil	100	Nil
Total		7916167	1961927	24.78	100	Nil	100	Nil



I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Ram S. Gajra, Managing Director of the Company authorised by the Company to supervise the postal ballot process.

Thanking you,
Yours truly,


Nitin Sarfare

Partner- HS Associates
Practicing Company Secretaries
Scrutiniser



G. G. Automotive Gears Ltd.

 **Chairman**

G. G. Automotive Gears Ltd.

Date: 29th August, 2016.
Place: Mumbai.

Note: All the aforesaid resolutions were passed with requisite majority.

For G. G. AUTOMOTIVE GEARS LIMITED