



G. G. AUTOMOTIVE GEARS LTD.

20/16, Gajra House, Wadala, Mumbai - 400 031.
Telefax : 91-22-2411 2044 • Mob : 093230 40715
Email : rsgajra@ggautomotive.com

Date: 01st October, 2015

To,
Department of Corporate Service,
BSE Limited.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Sub.:- declaration of result of e-voting and ballot at AGM held on 30th September, 2015.

Ref: - Name of the Company: G. G. Automotive Gears Limited

Scrip Code: 531399

Dear Sir,

In terms of clause 35A of the Listing Agreement, the consolidated voting results of the 41st Annual General Meeting held on 30th September, 2015 in prescribed format is as under.

Thanking you,

Yours truly,

For G. G. AUTOMOTIVE GEARS LIMITED


Authorised Signatory
Joseph Fernandes



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In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 41st Annual General Meeting of the Company are furnished below:

- Date of the AGM : 30th September, 2015
- Total Number of shareholders on Record Date : 5381
- No of Shareholders present in the meeting either in person or through proxy: 31

Promoter and Promoter Group	8
Public	23

- No. of Shareholders attended the meeting through Video Conferencing:

Promoter and Promoter Group	NA
Public	NA

- Details of the Agenda

The following business was transacted by the shareholders:

J. Gajra



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Mode of voting: E-voting and Ballot:

Resolution 1: To receive, consider and adopt the Financial Statements for the year ended 31st March 2015 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.

Resolution Required: Ordinary

Promoter / Public	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	2131268	1176103	55.18	1176103	0	100	100
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	5784899	273602	4.73	273602	0	100	100
Total	7916167	1449705	59.91	1449705	0	100	100

J. Fernando



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Resolution 2: To appoint a Director in place of Mr. Ram Gajra, Managing Director (Holding Din 02092248) who retires by rotation & being eligible offers himself for re-appointment.

Resolution Required: Ordinary Resolution

Promoter/ Public	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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group	2131268	1175079	55.14	1175079	0	100	0
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	5784899	273602	4.73	273602	0	100	100
Total	7916167	1448681	59.88	1448681	0	100	0.00

J. Ramakrishna





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Resolution 3: To ratify the terms of appointment of M/s. Shah Gandhi & Co. Chartered Accountants, Mumbai (FRN 109569W) as statutory auditors and to fix their remuneration.

Resolution Required: Ordinary Resolution

Promoter / Public	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	2131268	1176103	55.18	1176103	0	100	100
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	5784899	273602	4.73	273602	0	100	100
Total	7916167	1449705	59.91	1449705	0	100	100

J. J. J.





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Resolution 4: To appoint Mrs. Ruchi Sogani (DIN: 02805170) as an Additional Non-executive Independent Director of the Company.

Resolution Required: Ordinary

Promoter / Public	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	2131268	1176103	55.18	1176103	0	100	100
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	5784899	273602	4.73	273602	0	100	100
Total	7916167	1449705	59.91	1449705	0	100	100

J. Hemend



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Resolution 5: Adoption of new set of Articles of Association.

Resolution Required: Special Resolution.

Promoter / Public	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	2131268	1176103	55.18	1176103	0	100	100
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	5784899	273602	4.73	273602	0	100	100
Total	7916167	1449705	59.91	1449705	0	100	100

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Resolution 6: Variation in the remuneration of Mr. Kennedy Gajra, Joint Managing Director.

Resolution Required: Special

Promoter / Public	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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group	2131268	408589	19.17	408589	0	100	0
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	5784899	273602	4.73	273602	0	100	0
Total	7916167	682191	100	682191	0	100	0

J. Fernandes



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Resolution 7: Variation in the remuneration of Mr. Ram Gajra, Managing Director.

Resolution Required: Special

Promoter / Public	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	2131268	1175079	55.14	1175079	0	100	0
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	5784899	273602	4.73	273602	0	100	0
Total	7916167	1448681	59.88	1448681	0	100	0

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

For G. G. AUTOMOTIVE GEARS LIMITED

RAM GAJRA
MANAGING DIRECTOR
DIN- 02092248

**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & PHYSICAL
BALLOT FORM**

To,
The Chairman,
G. G. Automotive Gears Limited
20/16, Gajra House First Floor,
57-Sch. Sewri Wadala Road#37 Wadala
Mumbai-400031

Sub.: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of **G. G. AUTOMOTIVE GEARS LIMITED** held on **30th September, 2015 at 01.00 p.m.**

Dear Sir,

I Mr. Hemant Shetye, partner of HS Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **G. G. AUTOMOTIVE GEARS LIMITED** pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at 41st Annual General Meeting of the Company on 30th September, 2015 at 01.00 p.m.

The voting rights were reckoned as on Wednesday, the 23rd day of September, 2015 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting at the meeting.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for extending the facility of remote e-voting to the members of the Company from Saturday the 26th September, 2015 (9.00 a.m. IST) to Tuesday the 29th September, 2015(5.00 p.m. IST) at the said Annual General Meeting held on Wednesday the 30th September, 2015



The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to **Tuesday, September 29, 2015** were also considered.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility or by physical ballot.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the results of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.



1. Consolidated Results of E-Voting & Ballot at the AGM on Item No. 1- Ordinary Resolution

(To receive, consider and adopt the Financial Statements for the year ended 31st March 2015 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.)

The Company has received total of 31 physical ballots and 2 e-votes out of which all are considered as valid. The consolidated result of 32 valid Physical Ballots and 2 e-votes is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
Assent	31	2	33	1386139	63566	1449705	100
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	31	2	33	1386139	63566	1449705	100

Accordingly, out of 1449705 E-votes and Ballots balloted; 1449705 votes were casted **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes balloted; **NO** votes were casted **DISSENTING** to the Ordinary Resolution constituting 0 % of the votes balloted on the Ordinary Resolutions.

Thus, the **Ordinary Resolution** as contained in Item No. 1 is passed with requisite majority.



2. Consolidated Results of E-Voting & Ballot at the AGM on Item No. 2- Ordinary Resolution

(To appoint a Director in place of Mr. Ram Gajra, Managing Director (Holding Din 02092248) who retires by rotation & being eligible offers himself for re-appointment.)

The Company has received total of 30 physical ballots and 2 e-votes out of which all are considered as valid. The consolidated result of 30 valid Physical Ballots and 2 e-votes is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
Assent	30	2	32	1385115	63566	1448681	100
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	1	Nil	1	1024	Nil	1024	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	31	2	33	1386139	63566	1449705	100

Accordingly, out of 1448681 E-votes and Ballots balloted; 1448681 votes were casted **ASSENTING** to the Ordinary Resolution constituting **100%** of the votes balloted; **Nil** votes were casted **DISSENTING** to the Ordinary Resolution constituting **0%** of the votes balloted on the Ordinary Resolutions.

Thus, the **Ordinary Resolution** as contained in Item No. 2 is passed with requisite majority.



3. Consolidated Results of E-Voting & Ballot at the AGM on Item No. 3- Ordinary Resolution

**(To ratify the terms of appointment of M/s. Shah Gandhi & Co. Chartered Accountants, Mumbai (FRN 109569W) as statutory auditors and to fix their remuneration.)
and Auditors thereon.)**

The Company has received total of 31 physical ballots and 2 e-votes out of which all are considered as valid. The consolidated result of 32 valid Physical Ballots and 2 e-votes is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
Assent	31	2	33	1386139	63566	1449705	100
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	31	2	33	1386139	63566	1449705	100

Accordingly, out of 1449705 E-votes and Ballots balloted; **1449705** votes were casted **ASSENTING** to the Ordinary Resolution constituting **100 %** of the votes balloted; **NO** votes were casted **DISSENTING** to the Ordinary Resolution constituting **0 %** of the votes balloted on the Ordinary Resolutions.

Thus, the **Ordinary Resolution** as contained in Item No. 3 is passed with requisite majority.



4. Consolidated Results of E-Voting & Ballot at the AGM on Item No. 4- Ordinary Resolution

(To appoint Mrs. Ruchi Sogani (DIN: 02805170) as an Additional Non-executive Independent Director of the Company.)

and Auditors thereon.)

The Company has received total of 31 physical ballots and 2 e-votes out of which all are considered as valid. The consolidated result of 32 valid Physical Ballots and 2 e-votes is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
Assent	31	2	33	1386139	63566	1449705	100
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	31	2	33	1386139	63566	1449705	100

Accordingly, out of 1449705 E-votes and Ballots balloted; 1449705 votes were casted **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes balloted; **NO** votes were casted **DISSENTING** to the Ordinary Resolution constituting 0 % of the votes balloted on the Ordinary Resolutions.

Thus, the **Ordinary Resolution** as contained in Item No. 4 is passed with requisite majority.



5. Consolidated Results of E-Voting & Ballot at the AGM on Item No. 5- Special Resolution

(Adoption of new set of Articles of Association.)

and Auditors thereon.)

The Company has received total of 31 physical ballots and 2 e-votes out of which all are considered as valid. The consolidated result of 32 valid Physical Ballots and 2 e-votes is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
Assent	31	2	33	1386139	63566	1449705	100
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	31	2	33	1386139	63566	1449705	100

Accordingly, out of 1449705 E-votes and Ballots balloted; **1449705** votes were casted **ASSENTING** to the Special Resolution constituting 100 % of the votes balloted; **NO** votes were casted **DISSENTING** to the Special Resolution constituting 0 % of the votes balloted on the Special Resolutions.

Thus, the **Special Resolution** as contained in Item No. 5 is passed with requisite majority.



6. Consolidated Results of E-Voting & Ballot at the AGM on Item No. 6- Special Resolution

(Variation in the remuneration of Mr. Kennedy Gajra, Joint Managing Director)

The Company has received total of 30 physical ballots and 2 e-votes out of which all are considered as valid. The consolidated result of 30 valid Physical Ballots and 2 e-votes is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
Assent	30	2	32	618625	63566	682191	100
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	1	Nil	1	767514	Nil	767514	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	31	2	33	1386139	63566	1449705	100

Accordingly, out of 682191 E-votes and Ballots balloted; 682191 votes were casted **ASSENTING** to the Special Resolution constituting 100 % of the votes balloted; **No** votes were casted **DISSENTING** to the Ordinary Resolution constituting 0 % of the votes balloted on the Special Resolutions.

Thus, the **Special Resolution** as contained in Item No. 6 is passed with requisite majority



**7. Consolidated Results of E-Voting & Ballot at the AGM on Item No. 7- Special Resolution
(Variation in the remuneration of Mr. Ram Gajra, Managing Director)**

The Company has received total of 30 physical ballots and 2 e-votes out of which all are considered as valid. The consolidated result of 30 valid Physical Ballots and 2 e-votes is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
Assent	30	2	32	1385115	63566	1448681	100
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	1	Nil	1	1024	Nil	1024	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	31	2	33	1386139	63566	1449705	100

Accordingly, out of 1448681 E-votes and Ballots balloted; 1448681 votes were casted **ASSENTING** to the Special Resolution constituting 100 % of the votes balloted; No votes were casted **DISSENTING** to the Special Resolution constituting 0% of the votes balloted on the Special Resolutions.

Thus, the **Special Resolution** as contained in Item No. 7 is passed with requisite majority

**Date: October 01, 2015
Place: Mumbai**



For HS Associates

Hemant Shetye,
Partner,
FCS 2827
CP 1483