

**SCRUTINIZER'S REPORT**

**Date: 25.08.2022**

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

**Re: Consolidated Scrutinizer's Report on voting through remote E-voting and E-voting during the course of 48<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> August, 2022 at 11.30 A.M. in terms of provisions of the Companies Act, 2013 read with the Rules and Circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued thereunder.**

Dear Sir,

A. I, Mr. Prakash Naringrekar, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated **23<sup>rd</sup> July, 2022** to conduct the following: -

To Scrutinize Remote E-voting process and the E-Voting facility offered to the shareholders of the Company during the course of 48<sup>th</sup> Annual General Meeting (hereinafter referred as AGM) held on Thursday 25<sup>th</sup> August, 2022, at 11.30 A.M., pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions mentioned in the notice of 48<sup>th</sup> Annual General Meeting dated **23<sup>rd</sup> July, 2022**.

The voting rights were reckoned as on **Thursday 18<sup>th</sup> August, 2022** being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.

The AGM was held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to provisions of the Companies Act, 2013 & Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular Nos. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 02/2022 dated 5th May, 2022, issued by Ministry of Corporate Affairs ("MCA") and SEBI Circular No SEBI/HO/CFD/CMD2/CIR/P/2021/11



dated 15th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, issued by Securities and Exchange Board of India ("SEBI"), where in physical attendance of Members was not required and facility to appoint proxy to attend and cast vote for members was not available at the AGM.

B. I have also attended the AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) as per the specific Login ID for Scrutinizer provided by Company.

C. The Company had availed remote E-voting facility offered by Central Depository Services (India) Limited (CDSL) for the purpose of E-voting by the members of the Company from **Monday, 22<sup>nd</sup> August, 2022 (from 9.00 a.m. IST)** and ended on **Wednesday, 24<sup>th</sup> August, 2022 (till 5.00 p.m. IST)**. The E-voting facility was also offered during the course of AGM for the members who had not voted on the resolutions through remote E-voting facility, the E-voting platform was blocked thereafter.

D. The votes cast under the remote E-voting facility and E-voting during AGM were thereafter unblocked and counted after the conclusion of the voting at the AGM in the presence of two witnesses (Names, Address and signature given below) who were not in employment of the Company.

E. I have scrutinized and reviewed the remote E-voting and E-voting during the AGM tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) E-voting system.

F. The management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and the rules relating to AGM by Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and the E-voting on the resolutions contained in the notice of the AGM, my responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the total votes cast, votes in favor and against including invalid votes (if any) on resolutions contained in the said notice, based on the Report generated from the E-voting system provided by Central Depository Services (India) Limited (CDSL).

G. I have scrutinized and reviewed the entire e-voting process and votes tendered therein as per the data downloaded from the Central Depository Services (India) Limited (CDSL). E-voting system, and on the basis of the votes received on the same, I hereby report the following:



# HSPN & ASSOCIATES, LLP

Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii=ii / (ii+iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v=iv / (ii+iv) * 100)$	
<b>Item No. 1- Ordinary Resolution:</b> To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon.	1363231	88.9897	168666	11.0103	NIL

Note: Decimals up to 4 digits have been considered.

# Since Resolutions are put to Vote through only E-voting process voting by poll is not applicable.

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



# HSPN & ASSOCIATES, LLP

Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv) * 100)	
<b>Item No. 2- Ordinary Resolution:</b> To appoint a Director in place of Shri Anmol Ram Gajra (DIN:07835836), who retires by rotation and being eligible, offers himself for re-appointment.	1363221	88.9891	168676	11.0109	NIL

Note: Decimals up to 4 digits have been considered.

# Since Resolutions are put to Vote through only E-voting process voting by poll is not applicable.

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



Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii=ii / (ii+iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v = iv / (ii+iv) * 100)$	
<b>Item No. 3- Special Resolution:</b> Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 75 crores.	1363065	88.9789	168832	11.0211	NIL

Note: Decimals up to 4 digits have been considered.

# Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Thus, based on the Results, the **Special Resolution** as contained in Item No. 3 is passed with requisite majority.



Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv) * 100)	
<b>Item No. 4- Special Resolution:</b> Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 75 crores.	1363055	88.9782	168842	11.0218	NIL

Note: Decimals up to 4 digits have been considered.

# since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Thus, based on the Results, the **Special Resolution** as contained in Item No. 4 is passed with requisite majority.



H. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

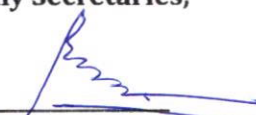
I. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchange i.e. BSE Limited, (ii) placing on website of the Company and (iii) website of Central Depository Services (India) Limited (CDSL). This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it

is shown or in to whose hands it may come without my prior consent in writing.

For HSPN & Associates LLP,  
Company Secretaries,



  
Mr. Prakash Naringrekar  
Designated Partner  
ACS. -5941  
CP No. - 18955

Date: August 25<sup>th</sup>, 2022  
Place: Mumbai  
ICSI UDIN: A005941D000849498  
Peer Review No:2507/2022



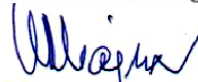
Name: Ms. Pooja Prabhulkar  
Witness 1  
Address: 206, 2<sup>nd</sup> Floor,  
TantiaJogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.



Name: Ms. Trupti Rane  
Witness 2  
Address: 206, 2<sup>nd</sup> Floor,  
TantiaJogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.



To be counter signed by



Mr. Kennedy Ram Gajra  
Chairman & Managing Director