

GAGL / 2017-18

25.06.2017

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400001  
Scrip Code-505712

Dear Sir / Madam,

**Sub: Results of A) Court convened meeting B) Postal Ballot and E-voting**

In continuation of our letter dated June 23, 2017, this is to inform you that, the members of the Company have passed the following resolution with requisite majority in the meeting, convened under the directions of National Company Law Tribunal (NCLT), on Friday, 23<sup>rd</sup> June, 2017 at 02:00 P.M. at Hotel 'Sip n Dine', SCO 16-A, Sector 7-C, Madhya Marg, Chandigarh – 160019 which was adjourned for thirty minutes for want of quorum and same was resumed at 2:30 P.M at same place.

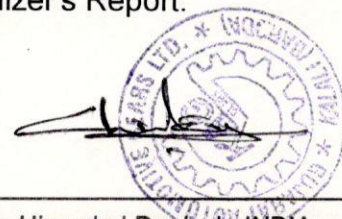
| Item | Resolution  |
|------|---|
| 1    | To approve the scheme of Amalgamation for merger of Him Teknoforge Limited with Gujarat Automotive Gears Limited. |

Please also note that company sought approval of its Members to the aforesaid resolution via postal ballot and e-voting pursuant to Section 110, 230 and other applicable provisions of the Companies Act, 2013 read with the companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (Rules) (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) and Securities and Exchange Board of India (SEBI) Circular bearing no. CIR/CFD/CMD/16/2015 dated November 30, 2015(SEBI Circular).

Mr. Kanwaljit Singh, Practicing Company Secretary (CP No. 5870) was appointed as Scrutinizer as per the NCLT order for conducting Voting Process in a fair and transparent manner. Mr. Kanwaljit Singh, Practicing Company Secretary has submitted his report dated 25<sup>th</sup> June, 2017.

In terms of Regulation 44(3) of the SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015, the voting results in the specified format are annexed for your information and records alongwith copy of the said Scrutinizer's Report.

ISO 9001 - 2008





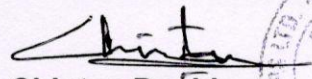
Further, please note that Scrutinizer's Report containing the results of Court convened meeting and Postal Ballot and E-Voting are also available on the website of the Company [www.gagl.net](http://www.gagl.net)

Kindly take the same on your record.

Thank you,

Yours faithfully,

**For Gujarat Automotive Gears Limited**



**Chintan Doshi,**  
Company Secretary &  
Compliance Officer.





GUJARAT AUTOMOTIVE GEARS LIMITED  
CIN: L29130HP1971PLC000904  
REGD. OFFICE: VILL. BILLANWALI, BADDI, HP - 173205

|   |   |                             |
|---|---|-----------------------------|
| 1 | Date of the NCLT Convened Meeting:  | 23 <sup>rd</sup> June, 2017 |
| 2 | Total number of shareholders on record date                                   | 2993                        |
| 3 | No. of shareholders present in the meeting either in person or through proxy: |                             |
|   | Promoters and Promoter Group:   | 10                          |
|   | Public:   | 3                           |
| 4 | No. of Shareholders attended the meeting through Video Conferencing           |                             |
|   | Promoters and Promoter Group:   | Not Applicable              |
|   | Public:   | Not Applicable              |





**GUJARAT AUTOMOTIVE GEARS LIMITED**  
**CIN: L29130HP1971PLC000904**  
**REGD. OFFICE: VILL. BILLANWALI, BADDI, HP - 173205**

| <b>Resolution: 1: To approve the scheme of Amalgamation for merger of Him Teknoforge Limited with Gujarat Automotive Gears Limited.</b> |                                      |                               |                                |   |                                     |                                   |   |   |
|---|--------------------------------------|-------------------------------|--------------------------------|---|-------------------------------------|-----------------------------------|---|---|
| <b>Resolution required:</b>   |                                      |                               | Special Resolution             |   |                                     |                                   |   |   |
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>  |                                      |                               | Yes                            |   |                                     |                                   |   |   |
| Category  | Mode of Voting                       | No. of shares held<br><br>(1) | No. of votes polled<br><br>(2) | % of Votes Polled on outstanding shares<br><br>(3)=[(2)/(1)]* 100 | No. of Votes – in favour<br><br>(4) | No. of Votes – against<br><br>(5) | % of Votes in favour on votes polled<br><br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br><br>(7)=[(5)/(2)]*100 |
| <b>Promoter and Promoter Group</b>  | <b>E-Voting</b>                      | 1012410                       | 0                              | 0   | 0                                   | 0                                 | 0   | 0   |
|   | <b>Poll</b>                          |                               | 994168                         | 98.1982   | 994168                              | 0                                 | 100.00  | 0   |
|   | <b>Postal Ballot (if applicable)</b> |                               | 0                              | 0   | 0                                   | 0                                 | 0   | 0   |
|   | <b>Total</b>                         |                               | 994168                         | 98.1982   | 994168                              | 0                                 | 100.00  | 0   |
| <b>Public-Institutions</b>  | <b>E-Voting</b>                      | 2750                          | 0                              | 0   | 0                                   | 0                                 | 0   | 0   |
|   | <b>Poll</b>                          |                               | 0                              | 0   | 0                                   | 0                                 | 0   | 0   |
|   | <b>Postal Ballot (if applicable)</b> |                               | 0                              | 0   | 0                                   | 0                                 | 0   | 0   |
|   | <b>Total</b>                         |                               | 0                              | 0   | 0                                   | 0                                 | 0   | 0   |
| <b>Public-Non Institutions</b>  | <b>E-Voting</b>                      | 734840                        | 626                            | 0.0852  | 626                                 | 0                                 | 100.00  | 0   |
|   | <b>Poll</b>                          |                               | 3466                           | 0.4717  | 3466                                | 0                                 | 100.00  | 0   |
|   | <b>Postal Ballot (if applicable)</b> |                               | 0                              | 0   | 0                                   | 0                                 | 0   | 0   |
|   | <b>Total</b>                         |                               | 4092                           | 0.5569  | 4092                                | 0                                 | 100.00  | 0   |
| <b>Total</b>  |                                      | 1750000                       | 998260                         | 57.0434   | 998260                              | 0                                 | 100.00  | 0   |



**KANWALJIT SINGH**  
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**Consolidated Report of Scrutinizer**

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairperson,  
NCLT convened Meeting of Equity Shareholders of  
Gujarat Automotive Gears Limited.

NCLT convened Meeting of Equity Shareholders of *GUJARAT AUTOMOTIVE GEARS LIMITED* held on 23/06/2017 at 2.00 p.m. at Hotel Sip 'n' Dine, SCO 16-A, Sector 7-C, Madhya Marg, Chandigarh -160 019.

Dear Sir,

1. I, Kanwaljit Singh, Practicing Company Secretary, at 3051, Sector 71, S.A.S. Nagar, Mohali (Punjab) was appointed as Scrutinizer in pursuance of the Order of Hon'ble National Company Law Tribunal, Chandigarh Bench dated 05/05/2017 passed in C.A. (CAA)NO.08/Chd/HP/2017 for the purpose of scrutinizing the remote e-voting, voting through postal ballot and voting through ballot papers at the meeting of Equity Shareholders of *GUJARAT AUTOMOTIVE GEARS LIMITED* in the matter of application under Section 230 to 232 read with Section 66, the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 for the purpose of seeking their approval to the following resolution:-

"RESOLVED THAT pursuant to the provisions of section 230- 232 read with section 66 and other applicable provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable) and Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Observation Letter dated 30th March , 2017 issued by the BSE Limited and provisions of Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble Chandigarh Bench of National Company Law Tribunal , and such other approvals, permissions and sanctions of regulatory and other authorities the scheme for Amalgamation for Merger of Him Teknoforge Limited with Gujarat Automotive Gears Limited , as placed before the meeting, be and is hereby approved.



RESOLVED FURTHER THAT Mr. Rajiv Aggarwal, Managing Director and/or Mrs. Anju Aggarwal, Director and /or Mr. Chintan Doshi, Company Secretary and/or Mr. Shailesh Gandhi, Chief Financial Officer of the transferee company, be and are hereby severally and independently authorized to make such alterations, modifications or amendments to the Scheme as may be expedient or necessary for complying with the requirements or conditions imposed by the Hon'ble Chandigarh Bench of National Company Law Tribunal and / or by any other appropriate / concerned authorities.

RESOLVED FURTHER THAT Mr. Rajiv Aggarwal, Managing Director and/or Mrs. Anju Aggarwal, Director and /or Mr. Chintan Doshi, Company Secretary and/or Mr. Shailesh Gandhi, Chief Financial Officer of the transferee company, be and are hereby severally and independently authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient for the purpose of giving effect to the Scheme."

2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting), voting through postal ballot and voting by using ballots by the shareholders at the meeting is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means, postal ballot and by use of ballot at the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorized, on the resolution, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL), ballots received through post and the report for voting by use of ballots at the meeting.
3. The Company had arranged the services of CDSL for extending the facility of remote e-voting to the Members of the Company from 24th May, 2017 (from 9.00 A.M.) to 22nd June, 2017 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 23rd June, 2017 in the presence of two witnesses.
4. The representative of one shareholder namely Atlas Data Trends Private Limited was not allowed to cast his vote because he was not having valid authority of the company.
5. I have rendered Scrutinizer's Report separately on the remote e-voting, postal ballots and on use of ballots at the Meeting and I hereby submit Consolidated Report of Scrutinizer.



The consolidated results of voting are as under:

| Item No. | Resolutions  | Votes cast in Favour |                           |                                       | Votes cast Against   |                           |                                       | Invalid Votes  |                                 |
|----------|--|----------------------|---------------------------|---------------------------------------|----------------------|---------------------------|---------------------------------------|--|---------------------------------|
|          |  | No. of Members Voted | No. of Votes Cast by them | % of total number of valid Votes Cast | No. of Members Voted | No. of Votes Cast by them | % of total number of valid Votes Cast | Total No. of Members whose Votes were declared invalid | Total No. of Votes Cast by them |
| 1        | Approval for the scheme of amalgamation of Him Teknoforge Limited with Gujarat Automotive Gears Limited. | 17                   | 998260                    | 100%                                  | Nil                  | Nil                       | Nil                                   | Nil  | Nil                             |

(i) Votes in favour of the resolution:

| Mode of voting  | Number of shareholders | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|------------------------|------------------------------|---------------------------------------|
| E-voting        | 04                     | 626                          | 100%                                  |
| Postal Ballot   | 0                      | 0                            | N.A.                                  |
| Poll at Meeting | 13                     | 9,97,634                     | 100%                                  |
| <b>Total</b>    | <b>17</b>              | <b>9,98,260</b>              | <b>100%</b>                           |



(ii) Votes against the resolution:

| Number of shareholders present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| NIL   | NIL                          | NIL                                   |

(iii) Invalid votes:

| Total number of shareholders (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL  | NIL                                |

6. The poll papers and all other relevant records are retained in my office for record purpose.
7. You may accordingly declare that resolution for approving the scheme of amalgamation has been passed.

Thanking you,  
Yours Sincerely

Kanwaljit Singh  
Company Secretary in Charge  
CP No. 5870  
FCS No. 5901  
Place: Mohali  
Date: 25.06.2017





Gujarat Automotive Gears Ltd.  
Vote through Poll at meeting

| Sr.No.   | Name of the Shareholder                    | Number of shares as on 28.04.2017   | Proxy, if any | Validity of ballot (valid / invalid) | Signature tallied (Yes or No) | Resolution |         |  |
|----------|--|---|---------------|--------------------------------------|-------------------------------|------------|---------|--|
|          |  |   |               |                                      |                               | Favour     | Against |  |
| 1        | Rajiv Aggarwal                             | 8,240   | No            | Valid                                | Yes                           | Yes        | 0       |  |
| 2        | Asha Aggarwal                              | 64,630  | Yes           | Valid                                | Yes                           | Yes        | 0       |  |
| 3        | Vijay Aggarwal                             | 15,691  | No            | Valid                                | Yes                           | Yes        | 0       |  |
| 4        | Anju Aggarwal                              | 7,821   | Yes           | Valid                                | Yes                           | Yes        | 0       |  |
| 5        | Vinod Aggarwal                             | 44,680  | No            | Valid                                | Yes                           | Yes        | 0       |  |
| 6        | Urmil Aggarwal                             | 11,600  | Yes           | Valid                                | Yes                           | Yes        | 0       |  |
| 7        | Globe Precision Ind Pvt Ltd                | 273,500   | No            | Valid                                | Yes                           | Yes        | 0       |  |
| 8        | Manav Aggarwal                             | 2,221   | Yes           | Valid                                | Yes                           | Yes        | 0       |  |
| 9        | Sangeeta Aggarwal                          | 50  | Yes           | Valid                                | Yes                           | Yes        | 0       |  |
| 10       | Raj Kumar Jindia                           | 50  | Yes           | Valid                                | Yes                           | Yes        | 0       |  |
| 11       | Ashmi Jindal                               | 3,366   | Yes           | Valid                                | Yes                           | Yes        | 0       |  |
| 12       | Him Teknoforge Limited                     | 565,285   | No            | Valid                                | Yes                           | Yes        | 0       |  |
| 13       | Atlas Data Trends Pvt Ltd                  | The representative of this company holding 2998 equity shares was not allowed to vote as he was not carrying valid authority on behalf of the company |               |                                      |                               |            |         |  |
| 14       | Rajiv Aggarwal                             | 500   | No            | Valid                                | Yes                           | Yes        | 0       |  |
| <b>A</b> | <b>Total number of Votes thorough poll</b> | <b>997,634</b>  |               |                                      |                               |            |         |  |

Voting through remote e-voting

| Sr.No.   | Name of the Shareholder                         | Number of shares as on 28.04.2017 | Proxy, if any | Validity of ballot (valid / invalid) | Signature tallied (Yes or No) | Resolution |         |
|----------|---|-----------------------------------|---------------|--------------------------------------|-------------------------------|------------|---------|
|          |   |                                   |               |                                      |                               | Favour     | Against |
| 1        | Preeti Sehgal                                   | 50                                | NA            | Yes                                  | NA                            | Yes        | 0       |
| 2        | Jitenkumar Babubhai Rana                        | 16                                | NA            | Yes                                  | NA                            | Yes        | 0       |
| 3        | Ravikant Dhawan                                 | 500                               | NA            | Yes                                  | NA                            | Yes        | 0       |
| 4        | Bhavana Mahesh Makhija                          | 60                                | NA            | Yes                                  | NA                            | Yes        | 0       |
| <b>B</b> | <b>Total no of votes cast thorough e-voting</b> | <b>626</b>                        |               |                                      |                               |            |         |
|          | <b>Total (A+B)</b>                              | <b>998,260</b>                    |               |                                      |                               |            |         |



**KANWALJIT SINGH**  
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**FORM NO. MGT.13**  
**Report of Scrutinizer**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]*

To,  
The Chairperson, NCLT convened Meeting of Equity Shareholders of  
Gujarat Automotive Gears Limited.

NCLT convened Meeting of Equity Shareholders of *GUJARAT AUTOMOTIVE GEARS LIMITED* held on 23/06/2017 at 2.00 p.m. at Hotel Sip 'n' Dine, SCO 16-A, Sector 7-C, Madhya Marg, Chandigarh -160 019.

Dear Sir,

In pursuance of the Order of Hon'ble National Company Law Tribunal, Chandigarh Bench dated 05/05/2017 passed in C.A. (CAA)NO.08/Chd/HP/2017, it was directed to hold the meeting of Equity Shareholders of *GUJARAT AUTOMOTIVE GEARS LIMITED* in the matter of application under Section 230 to 232 read with Section 66, the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013.

The meeting of the Equity Shareholders of *GUJARAT AUTOMOTIVE GEARS LIMITED* was accordingly held on Friday, 23<sup>rd</sup> June, 2017 at 2.00 p.m. and in the absence of requisite quorum the same was adjourned for thirty minutes. The adjourned meeting of Equity Shareholders was convened at 2.30 p.m for the purpose of seeking their approval to the following resolution :-

"RESOLVED THAT pursuant to the provisions of section 230- 232 read with section 66 and other applicable provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable) and Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Observation Letter dated 30th March , 2017 issued by the BSE





Limited and provisions of Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble Chandigarh Bench of National Company Law Tribunal, and such other approvals, permissions and sanctions of regulatory and other authorities the scheme for Amalgamation for Merger of Him Teknoforge Limited with Gujarat Automotive Gears Limited, as placed before the meeting, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Rajiv Aggarwal, Managing Director and/or Mrs. Anju Aggarwal, Director and /or Mr. Chintan Doshi, Company Secretary and/or Mr. Shailesh Gandhi, Chief Financial Officer of the transferee company, be and are hereby severally and independently authorized to make such alterations, modifications or amendments to the Scheme as may be expedient or necessary for complying with the requirements or conditions imposed by the Hon'ble Chandigarh Bench of National Company Law Tribunal and / or by any other appropriate /concerned authorities.

RESOLVED FURTHER THAT Mr. Rajiv Aggarwal, Managing Director and/or Mrs. Anju Aggarwal, Director and /or Mr. Chintan Doshi, Company Secretary and/or Mr. Shailesh Gandhi, Chief Financial Officer of the transferee company, be and are hereby severally and independently authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient for the purpose of giving effect to the Scheme."

I, Kanwaljit Singh, Company Secretary (FCS: 5901 CP. NO. 5870) was appointed as Scrutinizer for the purpose of scrutinizing the poll taken on the above mentioned resolution at the meeting of the equity shareholders of Gujarat Automotive Gears and submit my report as under:-

1. At the time scheduled for the commencement of the meeting the requisite quorum fixed by NCLT. i.e. 25 (Twenty Five) shareholders in number or 25% in value in terms of the total issued share capital of the Company, whichever is higher was not present. Hence, the meeting was adjourned for thirty minutes. Thereafter, the adjourned meeting was convened at 2.30 pm in which 6 (Six) shareholders in person and 8 (Eight) proxies collectively constituting to 57.17% in value of total issued share capital were present. As the quorum of adjourned meeting was present the Chairperson called the meeting to be in order. Thereafter with the permission of Chair the proceedings of the meeting commenced.
2. The scheme of amalgamation was explained to the shareholders present along with the polling process to be followed in the meeting.
3. After the time fixed for taking the poll by the Chairperson, ballot box kept for polling was locked before the two witnesses in my presence with authentication of Chairperson and Alternate Chairperson.



4. Ballot Papers duly signed by the Chairperson, Alternate Chairperson and Scrutinizer were handed over to the shareholders one by one and all the 14 (Fourteen) shareholders/proxies present at the meeting cast their votes.
5. After the completion of polling process the locked ballot box was opened before the two witnesses in my presence with authentication of Chairperson and Alternate Chairperson. Thereafter poll papers were diligently scrutinized and reconciled with the records provided by the Company.
6. One shareholder namely Atlas Data Trends Private Limited represented by Mr. Adesh Monga was not allowed to cast his vote because he was not having valid authority of the company.
7. The result of the poll is as under :-

(i) Votes in favour of the resolution:

| Number of shareholders present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 13  | 9,97,634                     | 100%                                  |

(ii) Votes against the resolution:

| Number of shareholders present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| NIL   | NIL                          | NIL                                   |

(iii) Invalid votes:

| Total number of shareholders (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL  | NIL                                |





8. A detailed report containing the votes cast in favour of the proposed resolution is enclosed (Annexure-I).
9. The poll papers and all other relevant records are retained in my office for record purpose.

Thanking you,

Yours Truly



Kanwaljit Singh

Scrutinizer

M. No. 5901, CP. NO. 5870

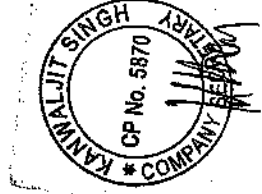
Place: Mohali

Date: 25.06.2017

| Sr.No. | Name of the Shareholder     | Number of shares as on 28.04.2017   | Proxy, if any | Validity of ballot (valid / invalid) | Signature tallied (Yes or No) | Resolution |         |   |
|--------|-----------------------------|---|---------------|--------------------------------------|-------------------------------|------------|---------|---|
|        |                             |   |               |                                      |                               | Favour     | Against |   |
| 1      | Rajiv Aggarwal              | 8,240   | No            | Valid                                | Yes                           | Yes        | 0       |   |
| 2      | Asha Aggarwal               | 64,630  | Yes           | Valid                                | Yes                           | Yes        | 0       |   |
| 3      | Vijay Aggarwal              | 15,691  | No            | Valid                                | Yes                           | Yes        | 0       |   |
| 4      | Anju Aggarwal               | 7,821   | Yes           | Valid                                | Yes                           | Yes        | 0       |   |
| 5      | Vinod Aggarwal              | 44,680  | No            | Valid                                | Yes                           | Yes        | 0       |   |
| 6      | Urmil Aggarwal              | 11,600  | Yes           | Valid                                | Yes                           | Yes        | 0       |   |
| 7      | Globe Precision Ind Pvt Ltd | 273,500   | No            | Valid                                | Yes                           | Yes        | 0       |   |
| 8      | Manav Aggarwal              | 2,221   | Yes           | Valid                                | Yes                           | Yes        | 0       |   |
| 9      | Sangeeta Aggarwal           | 50  | Yes           | Valid                                | Yes                           | Yes        | 0       |   |
| 10     | Raj Kumar Jindal            | 50  | Yes           | Valid                                | Yes                           | Yes        | 0       |   |
| 11     | Ashmi Jindal                | 3,366   | Yes           | Valid                                | Yes                           | Yes        | 0       |   |
| 12     | Him Teknoforge Limited      | 565,285   | No            | Valid                                | Yes                           | Yes        | 0       |   |
| 13     | Atlas Data Trends Pvt Ltd   | The representative of this company holding 2998 equity shares was not allowed to vote as he was not carrying valid authority on behalf of the company |               |                                      |                               |            |         | 0 |
| 14     | Rajiv Aggarwal              | 500   | No            | Valid                                | Yes                           | Yes        | 0       |   |

Total number of Votes

997,634





**KANWALJIT SINGH**  
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**Report of Scrutinizer(s)  
(Remote E-Voting)**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,

The Chairperson,  
NCLT convened Meeting of Equity Shareholders of  
Gujarat Automotive Gears Limited.

Dear Sir,

I, Kanwaljit Singh, Company Secretary (FCS: 5901 CP. NO. 5870) was appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Chandigarh Bench vide Order dated 05/05/2017 for the purpose of scrutinizing the remote e-voting on the below mentioned resolution and submit my report as under:-

- a.) The Company published the notice for e-voting by the members in the newspaper "Financial Express" (English) dated 23<sup>rd</sup> May, 2017 & vernacular newspaper "Jansatta" (Hindi) dated 22<sup>nd</sup> May, 2017 as per rules on e-voting in the Companies Act, 2013.
- b.) The e-voting for the resolution was opened on 24<sup>th</sup> May, 2017 at 9.00 A.M and was closed on 22<sup>nd</sup> June, 2017 at 5.00 P.M.
- c.) The e-votes were un-locked as per the code provided by Central Depository Services Limited (CDSL) on 23<sup>rd</sup> June, 2017 in the presence of two independent witnesses who are not in the employment of the company.
- d.) The detail of e-voting has been maintained in electronic form and based on the votes cast, the result of e-voting is as under:

**Resolution :**

"RESOLVED THAT pursuant to the provisions of section 230- 232 read with section 66 and other applicable provisions of the Companies Act, 2013 and the Companies (Compromises,



Arrangements and Amalgamations) Rules, 2016 and the Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable) and Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Observation Letter dated 30th March , 2017 issued by the BSE Limited and provisions of Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble Chandigarh Bench of National Company Law Tribunal , and such other approvals, permissions and sanctions of regulatory and other authorities the scheme for Amalgamation for Merger of Him Teknoforge Limited with Gujarat Automotive Gears Limited , as placed before the meeting, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Rajiv Aggarwal, Managing Director and/or Mrs. Anju Aggarwal, Director and /or Mr. Chintan Doshi, Company Secretary and/or Mr. Shailesh Gandhi, Chief Financial Officer of the transferee company, be and are hereby severally and independently authorized to make such alterations, modifications or amendments to the Scheme as may be expedient or necessary for complying with the requirements or conditions imposed by the Hon'ble Chandigarh Bench of National Company Law Tribunal and / or by any other appropriate /concerned authorities.

RESOLVED FURTHER THAT Mr. Rajiv Aggarwal, Managing Director and/or Mrs. Anju Aggarwal, Director and /or Mr. Chintan Doshi, Company Secretary and/or Mr. Shailesh Gandhi, Chief Financial Officer of the transferee company, be and are hereby severally and independently authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient for the purpose of giving effect to the Scheme."

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| 4                       | 626                          | 100%                                |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| Nil                     | Nil                          | Nil                                 |

(iii) Invalid Votes:

| Number of members voted | Number of votes cast by them |
|-------------------------|------------------------------|
| Nil                     | Nil                          |



4. A detailed report containing the votes cast in favour of the proposed resolution is enclosed (Annexure-I).

Thanking you,  
Yours Sincerely,



Kanwaljit Singh  
Company Secretary in Practice  
CP No. 5870  
FCS No. 5901  
Date: 25.06.2017  
Place : Mohali

Gujarat Automotive Gears Ltd.

Annexure I

Voting through remote e-voting

| Sr.No. | Name of the Shareholder  | Number of shares as on 28.04.2017 | Proxy, if any | Validity of ballot (valid / invalid) | Signature tallied (Yes or No) | Resolution |         |
|--------|--------------------------|-----------------------------------|---------------|--------------------------------------|-------------------------------|------------|---------|
|        |                          |                                   |               |                                      |                               | Favour     | Against |
| 1      | Preeti Sehgal            | 50                                | NA            | Yes                                  | NA                            | Yes        | 0       |
| 2      | Jitenkumar Babubhai Rana | 16                                | NA            | Yes                                  | NA                            | Yes        | 0       |
| 3      | Ravikant Dhawan          | 500                               | NA            | Yes                                  | NA                            | Yes        | 0       |
| 4      | Bhavana Mahesh Makhija   | 60                                | NA            | Yes                                  | NA                            | Yes        | 0       |

Total no. of votes cast through e-voting

626





**KANWALJIT SINGH**  
B. Com., F.C.S.

S.C.O. 64-65, 1st Floor,  
Sector 17-A, Madhya Marg,  
Chandigarh - 160 017  
Ph.: (O) 2701906  
Mobile : 99153 43212  
E-mail : kanwalcs@gmail.com

**FORM NO. MGT.13**

**Report of Scrutinizer**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]*

To,  
The Chairperson, NCLT convened Meeting of Equity Shareholders  
Gujarat Automotive Gears Limited

Dear Sir,

I, Kanwaljit Singh, Company Secretary (FCS: 5901 CP. NO. 5870) was appointed as Scrutinizer for the purpose of scrutinizing the postal ballot on the below mentioned resolution, submit my report as under:-

**Resolution :**

"RESOLVED THAT pursuant to the provisions of section 230- 232 read with section 66 and other applicable provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable) and Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Observation Letter dated 30th March , 2017 issued by the BSE Limited and provisions of Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble Chandigarh Bench of National Company Law Tribunal , and such other approvals, permissions and sanctions of regulatory and other authorities the scheme for Amalgamation for Merger of Him Teknoforge Limited with Gujarat Automotive Gears Limited , as placed before the meeting, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Rajiv Aggarwal, Managing Director and/or Mrs. Anju Aggarwal, Director and /or Mr. Chintan Doshi, Company Secretary and/or Mr. Shailesh Gandhi, Chief Financial Officer of the transferee company, be and are hereby severally and independently authorized to make such alterations, modifications or amendments to the Scheme as may be expedient or necessary for complying with the



requirements or conditions imposed by the Hon'ble Chandigarh Bench of National Company Law Tribunal and / or by any other appropriate / concerned authorities.

RESOLVED FURTHER THAT Mr. Rajiv Aggarwal, Managing Director and/or Mrs. Anju Aggarwal, Director and /or Mr. Chintan Doshi, Company Secretary and/or Mr. Shailesh Gandhi, Chief Financial Officer of the transferee company, be and are hereby severally and independently authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient for the purpose of giving effect to the Scheme."

- 1.1 The company has completed on 19th May, 2017 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its members whose name (s) appeared on the register of members/ list of beneficiaries as on 28th April, 2017.
- 1.2 No postal ballot was received hence information required as per rules of Companies (Management and Administration) Rules, 2014 are not being furnished.
2. A summary of the postal ballot forms received is given below:

**Resolution No. 1**

Approval for the scheme of amalgamation for merger of Him Teknoforge Limited with Gujarat Automotive Gears Limited.

| Particulars   | No of postal Ballot Forms | No of shares | % of total Valid equity capital voted through postal ballot |
|---|---------------------------|--------------|---|
| (a) Total postal ballot forms Received                  | Nil                       | Nil          | N.A   |
| (b) Less: invalid postal ballot Forms (as per register) | Nil                       | Nil          | N.A   |
| (c) Net valid postal ballot Forms (as per register)     | Nil                       | Nil          | N.A   |
| (d) Postal ballot forms with Assent for resolution.     | Nil                       | Nil          | N.A   |
| (e) postal ballot forms with dissent for resolution.    | Nil                       | Nil          | N.A   |



Note: No postal ballot form was received from the members till the closing hours of business hours of 22<sup>nd</sup> June, 2017.

3. I have handed over the postal ballot forms and other related papers / registers and records for safe custody to the Company secretary / Director authorized by the board to supervise the postal ballot process.

Thanking you,

Yours Sincerely,



Kanwaljit  
Company Secretary in Practice  
CP No. 5870  
FCS No. 5901  
Date: 25.06.2017  
Place : Mohali