

BOARD OF DIRECTOR :

Mr. Ram S. Gajra	-	Chairman & Managing Director
M.r Kennedy R. Gajra	-	Managing Director
Mr. Prem S. Gajra	-	Whole Time Director

Bankers:

State Bank of Indore
ICICI Bank Ltd
Axis Bank Ltd
Union Bank of India

Auditors :

Kamlesh B. Mehta & Company
58, Shree Kirshna Niwas
4th Floor 496, Kalbadevi Raod
Mumbai -400 002

Registered Office :

Bharti Bhawan,
211/219, P.D. Mellow Road
Fort, Mumbai – 400 001

Works & Corporate office

2-A, Industrial Area No 1
A B. Road
Dewas (M.P.) 455 001
Tel : 404802,405310
Email :

Registrars & Share Transfer Agents :

Purva Sharegistry Pvt. Ltd
Mumbai – 400 073

Notice :

Notice is hereby given that the 34th Annual General Meeting of the Members of G. G. Automotive Gears Ltd will be held on 30th September 2008 at 4.00 P.M. at 211/219 Bharti Bhawan P. D. Mello Road Mumbai to transact the following business.

ORDINARY BUSINESS

- 1) To Receive, consider and adopt Audited Balance Sheet of the Company as at 31st March '2008 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES :

A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not to be a member of the Company. Proxies in order to be affective must be received by the company not less than 48 hours before the meeting.

Documents referred to in the accompanying notice are open for inspection at the registered office of the Company during office hours on all working days except Sunday upto the day of Annual General Meeting.

The register of members and share transfer books of the company will remain closed from 25/09/2008 to 30/09/2008 (both days inclusive)

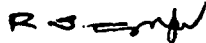
Shareholders seeking any information about accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.

Members are requested to notify the change, if any, in their address, at the administrative office of the Company.

Member / Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.

Since the securities of your Company have come under the compulsory Dematerialization as per the requirements of SEBI, henceforth all the members are requested to get their shares dematerialized at earliest.

For and on the behalf of the Board of Directors
For G. G. AUTOMOTIVE GEARS



(Ram S. Gajra)
Chairman & Managing Director
Place : Mumbai
Date 25.08.2008:

DIRECTOR REPORT

Your directors have pleasure to present the 34th Annual Report together with the audited statement to accounts of the Company for the year ended 31st March 2008

Financial Resulted:-

	YEAR ENDED 31/03/2008(Rs. In lacs)	YEAR ENDED 31/03/2007 (Rs.in Lacs)
Sales and other Income	452.71	442.02
Profit/(Loss) before Interest and Dep.	55.34	42.71
Less : Interest	05.80	16.48
Profit/(Loss) Before Depreciation	49.54	26.23
Less : Depreciation	21.30	12.91
Profit/(Loss) before taxation	28.24	13.32
Provision for Taxation	07.32	7.75
Profit/(Loss) After taxation	20.92	5.57

OPERATIONS :

During the year under review the sales and other income of your company was Rs. 452.71 lacs compared with Rs. 442.02 during previous year which resulted in net Profit of Rs. 20.92 lacs compared with Loss of Rs. 5.57 lacs during the previous year.

The Company is trying to add some more products so as to expand the market and improve the profitability.

DIVIDEND :

In view of inadequate loss during the year under review, your directors are unable to recommend any dividend for this year

DIRECTORS RESPONSIBILITY STATEMENT :

As required by sub-section (2AA) of Section 217 of The Companies Act, 1956, your Directors hereby confirm as under :-

- 1) That in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 2) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit of the Company for the period.

3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

4) That the annual Accounts have been prepared on a going concern basis.

PARTICULARS OF EMPLOYEES :

There are no employees in the Company, who if employed through out the financial year, were in receipt of remuneration, whose particulars if so employed, are required to be included in the report of the Directors in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with The Companies (Particulars of Employees) Rules 1975.

Particulars of Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo.

A statement giving details of conservation of energy, technology absorption and foreign exchange earning and outgo in terms of The Company (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is annexed as "Annexure A" hereto and form part of this report.

PUBLIC DEPOSITS :

During the year under review the Company has neither accepted nor invited any public deposits and hence the provisions of Section 58A of The Companies Act, 1956 read with the companies (Acceptance of Deposits) Rules, 1975 are not attracted and the information relating thereto is nil.

AUDITORS REPORT :

The observation made in the Auditors Report are self explanatory and need no further explanations.

STATEMENT PURSUANT TO LISTING AGREEMENTS (S)

The Company's Securities are listed at Mumbai Stock Exchange, Mumbai besides listed at New Delhi, Chennai, Ahmedabad and Indore. The Company is regular in paying of its listing fees at Mumbai, but the Company is not paying the listing fees of other exchanges as it is in process of getting its shares delisted from these Exchanges.

CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges(S), a separate section titled 'Corporate Governance' is annexed hereto as "Annexure B" and form part of this report.

A Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance is annexed to this report as "Annexure C".

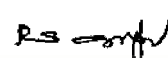
AUDITORS:

M/s Kamlesh B. Mehta & Company, the Statutory Auditors of the Company, retire at the ensuing Annual General Meeting and being eligible has given a certificate in accordance with the provisions of Section 224(1) of the Companies Act, 1956 and accordingly offers themselves for reappointment.

ACKNOWLEDGEMENT :

Your Directors take this opportunity to express their gratitude for the assistance and continued cooperation extended by Banks, Government authorities, clients, and suppliers. The Directors are pleased to record their sincere appreciation for the devotion and sense of commitment shown by the Employees at all levels and acknowledge their contribution towards sustained progress and performance of your Company.

For and On behalf of the Board
For G. G. AUTOMOTIVE GEARS LTD



Ram S. Gajra
Chairman & Managing Director

Place : Mumbai
Date : 25.08.2008

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ANNEXURE TO THE DIRECTOR'S REPORT**Annexure A**

Information under Section 217(1)(e) of The Companies Act, 1956 read with The Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Director's Report.

FORM A

(Form for Disclosure of Particulars with respect to Conservation of Energy)

Sno	Power and Fuel Consumption (Electricity)	Current Year (2007-08)	Previous Year (2006-07)
1	Purchased unit (KWH)	740876	675320
	Amount (In Rs.)	4052204	3847176
	Rate / Unit (Rs)	5.47	5.70

OUR OWN GENERATION

Sno	Power and Fuel Consumption (Electricity)	Current Year (2007-08)	Previous Year (2006-07)
1	Through D. S. Set unit (KWH)	1600	1600
	Amount (In Rs.)	76284	51964
	Rate / Unit (Rs)	47.67	32.49

FORM B

(Form for Disclosure of Particulars with respect to Research & Development and Technology Absorption)

A. Research and Development (R&D)

Your company has not incurred any expenditure on research and development during the year

B. Technology Absorption, Adoption and Innovation

NO imported technology was used and the technology used is entirely indigenous.

C. Foreign Exchange Earnings and Outgo

	Current Year (2007-08)	Previous Year (2006-07)
Earning (Rs)	Nil	Nil
Outgo (Rs)		

KAMLESH B. MEHTA & CO.

CHARTERED ACCOUNTANTS

58, SHREE KRISHNA NIWAS,
4TH FLR., 496, KALBADEVI ROAD,
MUMBAI - 400 002.

☎ : 201 59 51 • 205 67 14

AUDITORS' REPORT

To
The Members of G.G.AUTOMOTIVE GEARS LIMITED

We have audited the attached Balance Sheet of G.G.AUTOMOTIVE GEARS LIMITED as on **31st March, 2008**, and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements, based on our audit.

We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of section 227 (4A) of the Companies Act, 1956, vide notification No G.S.R-765 (E) dated 25 November, 2004 (CARO) and on the basis of such checks of the books of Accounts and records of the Company, as we considered appropriate and according to the information and explanations given to us, we enclose in the annexure a Statement on the matters specified in the said order.

Further to our comments in the Annexure referred to above, we Report that:

2. (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion, books of accounts as required by law have been kept by the company, so far as, appears from our examination of the books.
- (c) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with books of accounts.
- (d) In our opinion, the Balance sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards, to the extent applicable, specified by the I.C.A.I. referred to in Sub Section (3) (c) of Section 211 of the Companies Act, 1956.
- (e) On the basis of written representations received from the directors, as on 31st March, 2008, and taken on record by the Board of Directors, we report that none of the directors of the Company is disqualified as on 31st March, 2008, from being appointed as director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.



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