



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

August 29, 2019

To,

General Manager,
Listing Department,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001
Company code: 533333

Dear Sir/Madam,

Subject: Intimation regarding substitution of the existing Memorandum of Association by a new set of Memorandum of Association

With reference to the captioned subject please find attached the substituted Memorandum of Association as mandated to be re-aligned as per the provisions of the Companies Act, 2013 approved by the shareholders of the Company at their meeting held on 29th August, 2019.

Also find below the amendments made in the Memorandum of Association:

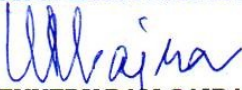
- a. Clause III(A) - Main Objects of the Company to be pursued by the Company on its incorporation shall be replaced by Clause III(A) - THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:
- b. Clause III(B) - Objects incidental or Ancillary to attainment of main objects shall be replaced by Clause III(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:
- c. Clause III(C) - Other objects shall be deleted;

The above information is for your information and dissemination to the public at large.

Thanking you,

Yours faithfully,

FOR G. G. AUTOMOTIVE GAERS LIMITED


KENNEDY RAM GAJRA
MANAGING DIRECTOR
DIN: 02092206



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

Please visit our web site at www.ggautomotive.com

***Amended Memorandum of Association vide special resolution passed at Annual General Meeting held on 29th August, 2019.**

MEMORANDUM OF ASSOCIATION
OF
G. G. AUTOMOTIVE GEARS LIMITED



For G. G. Automotive Gears Ltd.

Shilvanti B. Gajra
Chairman & Managing Director

- I. The name of the Company is **G. G. AUTOMOTIVE GEARS LIMITED.**
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are as follows:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:

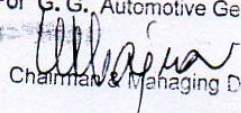
1. To purchase, takeover or otherwise acquire as a running business carried on at Bombay, Dewas and elsewhere by Smt. Shilvanti B. Gajra, Smt. Shakuntala I. Gajra, Smt. Indra R. Gajra, Smt. Savitri J. Gajra, Shri Prem S. Gajra and Shri Ramesh B. Gajra in partnership in the firm name and style of M/s. Gear Sales Corporation, together with all its property including its assets, trade-marks, trade-names, licenses, patents, outstanding liabilities and obligations on the terms and conditions in the agreement dated 29th January 1973, between the said firm and the signatories of this Memorandum of Association as the Promoters of this Company.
2. To continue to carry on the business carried on by the aforesaid firm of Messrs Gear Sales Corporation, so long as the members of the Company, in general meeting do not decide otherwise.
3. To design, manufacture, assemble, repair, contract for, buy, sell, let out on hire and generally deal, either as principal or as agents, distributors or stockists in automobiles motors, engines, agricultural tractors and implements and other machinery and parts thereof and gears wire work, and materials, parts, utensils, components and accessories thereof.
4. To carry on the business as manufacturers, repairers, exporters, importers, dealers, distributors and stockist of dealers in all machinery and parts thereof and equipment, accessory thereto and equipments apparatus, and stores, used therewith or in relation thereto.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:

5. To carry on the business of Exporters, Importers, Manufacturers, dealers, distributors and stockists of all kinds of Iron and Steel products, hardware, electric goods, appliances/machinery tools etc., and generally to do business as manufacturers, exporters, importers, stockists, distributors, commission agents and dealers in any and every commodity, merchandise or articles which in the opinion of the Directors can be conveniently and/or profitably dealt with and carried on by the Company.

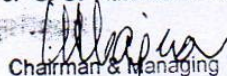
6. To carry on the business as iron-masters, iron-founders steel-makers, blast furnace proprietors, brass founders and metal makers, refiners and workers generally, ore importers and workers oil, fuel engineers, consulting engineers and contractors generally.
7. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on any of the business or processes of the Company usually dealt in by persons engaged in the like business or processes.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property and liabilities of any person, corporation or companies carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
9. To acquire by purchase, contract, concession, licence, lease or otherwise any land, building, factories, godown or any other property which is required for the purpose of the business of the Company. And generally to purchase, take on lease, in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or right for the time being.
10. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or which may be advisable to undertake with a view to developing or rendering valuable any property belonging to the Company or in which the Company may be interested.
11. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interests, reciprocal concession, joint venture or co-operation with any person, firm or company carrying on or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in and to do any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire and to sell, hold, reissue with or without guarantee or otherwise deal with shares, or securities of such companies.
12. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or any other purpose which may seem directly or indirectly calculated to benefit this Company.
13. To apply for, purchase or otherwise acquire any patents, inventions, licences, concessions and the like, conferring any exclusive or limited right to use any secret or other information as to any invention which may seem capable of or which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.

For G. G. Automotive Gears Ltd.


Chairman & Managing Director

14. To enter into any arrangement with any Government or authorities, Supreme, Municipal, Port Trust, Railways, District Local Boards, Civil and Military authorities or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Governments or authorities any such arrangements, rights, privileges and concessions.
15. To enter into technical or financial collaboration with foreign or Indian collaborators for the objects of the Company.
16. To sell or dispose of the undertaking of the Company or, any part thereof at such time and for such considerations as the Company may think fit and in particular for shares, debentures or securities of any other company having objects, altogether or in part similar to those of this Company.
17. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
18. To do all or any of the above things in any part of the world as principals, contractors, sub-contractors, trustees, or otherwise and by and through trustees, agents or otherwise and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects or any of them.
19. To appoint agents and constitute agencies of the Company in India and elsewhere.
20. To the Alternate Directors, Managing Directors, staff and employees of the Company and Others, out of, or in proportion to the returns of profits of the Company or such other manner as the Company may deem fit.
21. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, bills, posters etc. or by purchase and exhibition of works of art, or interest, or by publication of books and periodicals, and by granting prizes, rewards and donations.
22. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stocks, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off any securities.
23. To give guarantees, counter-guarantees, indemnities or counter indemnities of every kind and description and without prejudice to the generality of the aforesaid provision, to guarantee or counter guarantee the performance of any contract or obligation or liability of any company, corporation, firm or person whosoever, whether incorporated or not, and to guarantee the payment and repayment of the capital and the principal and of dividend, interest or premium payable of any stock, shares and securities, debentures, debenture-stock, mortgage, loan or other securities issued by any company, corporation, firm or person, including bank overdrafts, loans and advances by any bank or financial institution and bills of exchange and promissory notes.

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24. To lend money, either with or without security and generally to such persons as have got dealings with the Company and upon such terms and conditions as the company may think fit. The Company shall not do any Banking business, as defined in the Banking Companies Act, 1949.
 25. To invest and deal with the moneys of the Company not immediately required, either with or without securities and upon such securities and such manner as may from time to time be determined.
 26. To draw, make, accept, discount, execute and issue Bills of Exchange, Promissory Notes, Government Promissory Notes and securities of all kinds of description, Bills of Lading, Debentures and other negotiable or transferable instruments and securities.
 27. To pay all or any costs, charges and expenses preliminary and incidental, to the promotion, formation and registration of the Company and to pay the salary, wages and other expenses for the establishment of the Company and to remunerate any person which the Directors may deem fit.
 28. To grant pensions, allowances, gratuities and bonuses to officers, agents, employees or ex-employees of the Company, its predecessor in business or the dependents of such employee.
 29. To support, subscribe, or contribute from time to time any charitable benevolent, or useful object of a public or private character, to grant stipends and scholarships for studies in india and aboard and to establish, support of aid in the establishment and support of Associations, Institutions, Clubs, Societies, Funds, Trusts and conveniences to provident, pension, loan or other funds to the benefit of the officers, agents, staff, employees and ex-employees of the Company.
 30. To make donations or otherwise use the funds of the Company subject to section 293 A of the Companies Act,
 31. To convert the Company into a public limited Company and vice versa.
 32. To get the Company registered or recognised in any foreign country or place.
 33. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only).

For G. G. Automotive Gears Ltd.


Chairman & Managing Director