



## GG ENGINEERING LTD.

(An Authorized OEM for Tata Motors Limited)

An ISO 9001 : 2015 Certified Company

April 29, 2022

Deptt of Corporate Services  
BSE Limited  
Phirozee Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001

**Scrip Code: 540614**

**Subject: Notice of Postal Ballot**

The Board of Directors at their meeting held on April 27, 2022 had inter-alia approved the Postal Ballot Notice ("Notice") for seeking approval of members of the Company on Resolutions as set out in the said Notice.

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated April 27, 2022, along with Postal Ballot Form of the Company.

We request you to kindly take the above information on your record.

Thanking You,

Yours truly,  
for **GG Engineering Ltd**

**ATUL** Digitally  
signed by  
ATUL

Atul  
Director (DIN: 08290588)



## **GG ENGINEERING LTD.**

(An Authorized OEM for Tata Motors Limited)

[CIN : L28900MH2006PLC159174]

Regd. Office : Office No. 203,2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West,  
Near Sahara Apartment Mumbai, 400104

Ph: 9315213276 | Web : www.ggengg.in | E-mail: gg.engg4321@gmail.com

### **NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members of G G Engineering Limited ("Company"), by means of Ordinary/Special Resolutions through the process of Postal Ballot/by electronic means ("e-voting").

Approval of Members of the Company is sought for:

- 1. To subdivide nominal value of Equity shares of the Company from Rs. 2 (Rupees Two) to Re. 1 (Rupee One) per share;**
- 2. To approve funds raising and issuance of securities by the Company;**
- 3. To increase in authorized share capital of the company and consequent alteration in capital clause of the Memorandum of Association of the company;**
- 4. To shift Registered Office of the Company from the state of Maharashtra to the state of Delhi and consequent alteration in Clause II of the Memorandum and Articles of Association of the Company;**
- 5. To appoint Mr. Deepak Kumar Gupta (DIN: 00057003) as a Director of the Company;**
- 6. To appoint Mr. Deepak Kumar Gupta (DIN: 00057003) as a Whole Time Director of the Company;**
- 7. To appoint Mr. Atul (DIN: 08290588) as a Director of the Company;**
- 8. To appoint Mr. Atul (DIN: 08290588) as a Whole Time Director of the Company;**

**9. To appoint Mr. Nitin Bansal (DIN: 09522632) as a Director of the Company;**

**10. To appoint Mr. Nitin Bansal (DIN: 09522632) as an Independent Director of the Company;**

**11. To appoint Ms. Poonam Dhingra (DIN: 09524982) as a Director of the Company;**

**12. To appoint Ms. Poonam Dhingra (DIN: 09524982) as an Independent Director of the Company;**

**13. To appoint Mr. Om Prakash Aggarwal (DIN: 09553402) as a Director of the Company;**

**14. To appoint Mr. Om Prakash Aggarwal (DIN: 09553402) as an Independent Director of the Company;**

The Company seeks consent of members for the aforesaid proposal through resolutions specified below. An Explanatory Statement under Section 102(1) of the Act setting out the required material facts relating to the resolutions are annexed and are sent to you along with this Postal Ballot Notice for your consideration and approval.

The appended Resolutions shall be deemed to have been passed, if approved by requisite majority.

The Board has, in their duly convened Board Meeting, in compliance with Rule 22(5) of the aforesaid Rules, appointed M/s. Kumar G & Co., Company Secretaries, as the Scrutinizer, ("Scrutinizer") for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Company has availed e-voting services from KFin Technologies Limited ("KFinTech").

In terms of Section 108 of the Companies Act, 2013 and Rule 20(1) of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is

required to provide its shareholders the facility to exercise their vote by post or through electronically means for transacting the items of business(es) through Postal Ballot.

However, in the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till June 30, 2022 vide its aforesaid circular No. 20/2021. Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, mutatis mutandis to this respect of passing of certain items only through postal ballot without convening a general meeting.

**In light of the above circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is offering the facility of e-voting to all its members to enable them to cast their votes electronically only.** Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode.

Upon Completion of the Scrutiny of the Postal Ballot, the Scrutinizer will submit his report to the Managing Director of the Company. The result of the Postal Ballot would be announced by the Managing Director of the Company or by any person as may be authorized by them on and before at 5.00 PM on Tuesday, May 31, 2022, at Registered Office and the same will be displayed on the Notice Board of the Company at its Registered Office besides being communicated to the Stock Exchanges, where shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's Website i.e. [www.ggengg.in](http://www.ggengg.in).

### **SPECIAL BUSINESS**

**Item of businesses requiring consent of shareholders through Postal Ballot/ e-voting:**

The members are requested to consider and if thought fit, pass the following resolution(s):

#### **1. TO SUBDIVIDE NOMINAL VALUE OF EQUITY SHARES OF THE COMPANY FROM RS. 2 (RUPEES TWO) TO RE. 1 (RUPEE ONE) PER SHARE**

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the regulatory or statutory authorities, approval of the members of the Company be and is hereby granted for the sub-division of each of the fully paid-up Equity Shares of the Company having a nominal value of Rs. 2 each into 2 (Two) Equity Shares having nominal value of Re. 1 each fully paid up (“Sub-division”).

**RESOLVED FURTHER THAT** pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs.2 (Rupees two only) each fully paid up of the Company existing on the record date to be fixed by Board of Directors of the Company, shall stand sub-divided into 2 (two) equity shares of face value of Re. 1 (Rupee one only) each fully paid up, without altering the aggregate amount of such capital and shall rank “pari passu” in all respects with the existing fully paid equity share of the company and shall be entitled to participate in full dividend to be declared after sub-divided Equity shares are allotted.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 2 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing

credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors and/or Company Secretary of the Company be and is hereby authorized severally to do all such necessary corporate action, acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

## **2. TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY**

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (the ‘Act’), , the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘ICDR Regulations’), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) and any other applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and

subject to necessary approvals, consents, permissions and/or sanctions of concerned statutory and other authorities and as may be required, and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of equity shares of the Company having face value of Re. 1 (Rupee One) each (the ‘Equity Shares’) or through an issuance of Global Depository Receipts (‘GDRs’), Foreign Currency Convertible Bonds (‘FCCBs’), fully convertible debentures/partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares/any other securities (other than warrants), which are convertible into or exchangeable with Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the ‘Securities’) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/ banks/ venture capital funds/alternative investment funds/foreign portfolio investors, mutual funds / pension funds, multilateral financial institutions, qualified institutional buyers and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the ‘Investors’), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, through one or more prospectus and/or letter of offer or circular, and/or placement document and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares aggregating (inclusive of such premium as may be fixed on the securities) up to Rs. 100 Crores, in one or more tranches, including rights issue not exceeding Rs. 50 Crores (Rupees Fifty Crores) in single trench

### **RESOLVED FURTHER THAT:**

- a. the offer, issue and allotment of the Equity Shares shall be made at appropriate time or

times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations; and

- b. the Equity Shares to be issued by the Company as stated aforesaid shall rank *pari-passu* with all existing Equity Shares of the Company, including receipt of dividend that may be declared for the financial year in which the allotment is made in terms of the applicable laws.

**RESOLVED FURTHER THAT** in case of a qualified institutions placement pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be allotted as fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued by way of a qualified institutional placement under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

**RESOLVED FURTHER THAT** in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations.

**RESOLVED FURTHER THAT** subject to applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- a) in the event the Company is making a bonus issue by way of capitalization of its profits or

reserves prior to the allotment of the Equity Shares pursuant to the proposed issue, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced proportionately;

- b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of

Association and Articles of Association and shall rank *pari-passu* inter-se and with the then existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the GDRs on the Stock Exchanges in India.

## **RESOLVED FURTHER THAT**

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank *pari-passu* with all existing Equity Shares of the Company;
- iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), as may be required.

**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of Director or

Directors or any one or more executives of the Company to give effect to the above resolutions.”

**3. TO INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lakh) to Rs. 50,00,00,000/- (Rupees Fifty Crores).

**FURTHER RESOLVED THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

**V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores) consisting of 50,00,00,000 (Fifty Crores) Equity Shares of face value Re.1/- (Rupee One Only) each.**

**FURTHER RESOLVED THAT** any director and/or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

**4. TO SHIFT REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF DELHI AND CONSEQUENT ALTERATION IN CLAUSE II OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and

subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra to the State of Delhi and the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause II thereof by the following new Clause II as under:

**ii. The Registered Office of the Company shall be situated in the State of Delhi.**

**RESOLVED FURTHER THAT** upon the approval of the Regional Director, the Registered office of the Company be shifted from the State of Maharashtra to Delhi.

**RESOLVED FURTHER THAT,** any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**5. TO APPOINT MR. DEEPAK KUMAR GUPTA (DIN: 00057003) AS A DIRECTOR OF THE COMPANY;**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Kumar Gupta (DIN: 00057003) who was appointed as an Additional Director by the Board of Directors on March 31, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as a Director is recommended by Nomination and Compensation Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT,** any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary

returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**6. TO APPOINT MR. DEEPAK KUMAR GUPTA (DIN: 00057003) AS A WHOLE TIME DIRECTOR OF THE COMPANY;**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to all such approvals as may be required, the Company hereby accords its approval to the appointment of Mr. Deepak Kumar Gupta (DIN: 00057003) , as the Whole time Director of the Company for a term of five consecutive years effective from March 31, 2022 until March 30, 2027 on remuneration of Rs. 9,00,000/- per annum, payable monthly subject to such periodical increase and on such other terms and conditions as applicable to the other employees of the Company, and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Deepak Kumar Gupta.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**7. TO APPOINT MR. ATUL (DIN: 08290588) AS A DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Atul (DIN: 08290588) who

was appointed as an Additional Director by the Board of Directors on March 31, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as a Director is recommended by Nomination and Compensation Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT**, any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**8. TO APPOINT MR. ATUL (DIN: 08290588) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to all such approvals as may be required, the Company hereby accords its approval to the appointment of Mr. Atul (DIN: 08290588), as the Whole time Director of the Company for a term of five consecutive years effective from March 31, 2022 until March 30, 2027 on remuneration of Rs. 6,00,000/- per annum, payable monthly subject to such periodical increase and on such other terms and conditions as applicable to the other employees of the Company, and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Atul .

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”



**9. TO APPOINT MR. NITIN BANSAL (DIN: 09522632) AS A DIRECTOR OF THE COMPANY;**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nitin Bansal (DIN: 09522632) who was appointed as an Additional Director by the Board of Directors on March 12, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as a Director is recommended by Nomination and Compensation Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT**, any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**10. TO APPOINT MR. NITIN BANSAL (DIN: 09522632) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Nitin Bansal (DIN: 09522632) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from

March 12, 2022 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent (Non-Executive) Director of the Company for a consecutive period of 5 years w.e.f from March 12, 2022 to March 11, 2027 (both days inclusive), whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**11. TO APPOINT MS. POONAM DHINGRA (DIN: 09524982) AS A DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Poonam Dhingra (DIN: 09524982) who was appointed as an Additional Director by the Board of Directors on March 12, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as a Director is recommended by Nomination and Compensation Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT**, any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**12. TO APPOINT MS. POONAM DHINGRA (DIN: 09524982) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Poonam Dhingra (DIN: 09524982) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from March 12, 2022 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent (Non-Executive) Director of the Company for a consecutive period of 5 years w.e.f from March 12, 2022 to March 11, 2027 (both days inclusive), whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**13. TO APPOINT MR. OM PRAKASH AGGARWAL (DIN: 09553402) AS A DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Om Prakash Aggarwal (DIN: 09553402) who was appointed as an Additional Director by the Board of Directors on March 31, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as a Director is recommended by Nomination and Compensation Committee and the Board of Directors of the Company, and in respect of whom the Company has

received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT**, any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**14. TO APPOINT MR. OM PRAKASH AGGARWAL (DIN: 09553402) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Om Prakash Aggarwal (DIN: 09553402) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2022 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent (Non-Executive) Director of the Company for a consecutive period of 5 years w.e.f from March 31, 2022 to March 30, 2027 (both days inclusive), whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

by order of the board of  
**G G Engineering Ltd**

**Atul** Date: April 27, 2022  
**Director (DIN: 08290588)** Place: New Delhi

## NOTES

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. In the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till June 30, 2022 vide its aforesaid circular no. 20/2021 dated December 8, 2021.

Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, mutatis mutandis to this respect of passing of certain items only through postal ballot without convening a general meeting.
3. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, April 22, 2022 (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA"). For Members who have not registered their e-mail address so far, are requested to register their e-mail address by sending an e-mail to the Company/RTA directly.
4. The Board of Directors ("The Board") has appointed M/s. Kumar G & Co., Company Secretaries, as the Scrutinizer, for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
5. Member(s) whose names appear on the Register of Members / List of Beneficial Owner(s) as on the cut-off date i.e. Friday, April 22, 2022, will be considered for the purpose of e-voting.
6. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed through postal ballot and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system which will be provided by KFinTech.
7. The voting period begins on Saturday, April 30, 2022 (9.00 AM.) and ends on Sunday, May 29, 2022 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, April 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by KFinTech for voting thereafter.
8. Member(s) having any grievance(s) pertaining to Postal Ballot process can contact to Mr. Atul, Director (DIN: 08290588), Tel: 9315213276 and email id: gg.engg4321@gmail.com.
9. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the result for each of the resolution forming part of the Notice of Postal Ballot. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
10. After completion of the scrutiny of the Postal Ballot Forms and collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Managing Director of the Company.
11. The result of Postal Ballot would be announced by the Managing Director of the Company on or before Tuesday, May 31, 2022, at 5.00 P.M. (within 48 hours from the closure of e-voting/postal ballot voting) on Stock Exchange(s), where shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's Website i.e. [www.ggengg.in](http://www.ggengg.in) and on the website of the KFin Technologies Private Limited at <https://evoting.kfintech.com>
12. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i. e. Sunday, May 29, 2022.
13. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i. e. Friday, April 22, 2022.

**THE INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:**

- i. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE.**

In terms of SEBI circular dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

**PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

NSDL	CDSL
<p><b>I. Users already registered for IDeAS facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>a. Click on URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>b. Click on the "<b>Beneficial Owner</b>" icon under 'IDeAS' section.</li> <li>c. Enter your User ID and Password for accessing IDeAS,</li> <li>d. On successful authentication, you will enter your IDeAS service login.</li> <li>e. Click on "<b>Access to e-Voting</b>" under <b>Value Added Services</b> on the panel available on the left hand side.</li> <li>f. Click on "<b>Active e-voting Cycles</b>" option under e-voting.</li> </ol> <p>Click on <b>Company name</b> or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period</p>	<p><b>I. Users already registered for Easi /Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>a. Click on URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a>. Or <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on <b>New System Myeasi</b></li> <li>b. Enter your User ID and Password for accessing Easi / Easiest.</li> </ol> <p>Click on Company name or e-voting service provider and you will be re- directed to KfinTech website for casting the vote during the remote e-voting period</p>

<p><b>II. Users not registered for IDeAS facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, click on URL:<a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select "<b>Register Online for IDeAS</b>".</li> <li>Proceed to complete registration using your DPID, Client ID, Mobile Number, etc.</li> <li>After successful registration, please follow steps given under Sr. No. I above to cast your vote.</li> </ol>	<p><b>II. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, click on URL <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</li> <li>After successful registration, please follow steps given under Sr. No. I above to cast your vote.</li> </ol>
<p><b>III. Users may directly access the e-voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Click on URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>Click on the button "<b>Login</b>" available under "<b>Shareholder / Member section</b>".</li> <li>Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen.</li> <li>On successful authentication, you will enter the e-voting module of NSDL.</li> <li>Click on "<b>Active E-voting Cycles / VC or OAVMs</b>" option under e-voting.</li> <li>Click on <b>Company name</b> or e-voting service provider and you will be re-directed to</li> </ol> <p><b>III.</b> KFinTech website for casting the vote during the remote e-voting period.</p>	<p><b>III. Users may directly access the e-voting module of CDSL as per the following procedure;</b></p> <ol style="list-style-type: none"> <li>Click on URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide demat account number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile &amp; email as recorded in the demat account.</li> <li>On successful authentication, you will enter the e-voting module of CDSL.</li> </ol> <p><b>III.</b> Click on <b>Company name</b> or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.</p>

### PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-voting" and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click on the e-voting link available against the name of Company or select e-voting service provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.

**Important note:**

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID"/ "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of technical issue on NSDL website.	Contact details in case of technical issue on CSDL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738 or 022-23058542-43.</b>

iii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY NON- INDIVIDUAL MEMBERS AND MEMBERS HOLDING SHARES IN PHYSICAL FORM.**

Login method for non-individual members and members holding shares in physical form are given below:

1. Initial password is provided in the body of the email.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

**User ID: For Members holding shares in Demat Form:-** For NSDL: 8 character DP ID followed by 8 digits Client ID. For CDSL: 16 digits beneficiary ID.

**User ID: For members holding shares in Physical Form:**

Event Number followed by Folio No. registered with the Company.

**Password:** Your unique password is sent via e-mail forwarded through the electronic notice.

**Captcha:** Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

4. After entering the details appropriately, click on LOGIN.
5. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc.

On First Login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT number of the Company.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
  12. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: gr@gramcsfirm.com with a copy marked to einward.ris@kfintech.com. Such authorization shall contain necessary authority for voting by its authorized representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".
- iv. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech website for e-voting: <https://evoting.kfintech.com> or contact Mr. Veeda Raghunath/Mr. Mohammed Shanoor, Corporate Registry at KFinTech, (Unit: Repco Home Finance Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at [eniward.ris@kfintech.com](mailto:eniward.ris@kfintech.com) or call KFinTech toll free number 1-800-309-4001.

by order of the board of  
**G G Engineering Ltd**

**Atul**  
**Director (DIN: 08290588)**

Date: April 27, 2022  
Place: New Delhi

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

### Item No. 1:

With a view to enhance liquidity in the scrip and to facilitate larger shareholder base by making the shares of the Company more affordable to investors, especially retail investors, the Board of Directors at its Meeting held on April 27, 2022 considered and approved the subdivision of 1 Equity Share of face value Rs.2 each fully paid up into 2 Equity Shares of Re. 1 each fully paid up subject to approval of the members and other statutory and regulatory approval as applicable.

The aforesaid Sub-division of 1 equity shares of Rs. 2 each fully paid up into 2 Equity Shares of Re. 1 each fully paid up requires amendment to the existing Clause V 'Capital Clause' of the Memorandum of Association of the Company.

The Board of Directors of the Company recommends the Resolution to be passed as Special Resolutions as set out at Item No. 1 for approval of the members.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions.

### Item No. 2

The Company is in process of scaling up its business operations further, broad basing of products offering, open retail outlets, adoption of business franchise model etc and with all these initiatives is aiming to increase its revenue, operational territories and profitability as well, which eventually leads to stronger financials and stakeholders' earnings, and obviously for these business expansion program, your Company require additional funds.

The Board of Directors of your Company considering the growth and expansion plan of the company, investment in future operations and for general corporate purpose and to enhance financial resources, including the long-term working capital, explored various options to manage resources more efficiently decided to raise additional funds aggregating up to Rs. 100 Crores in one or more tranches by way of issuance of securities, convertible instruments, FCCB, QIP/Preferential Allotment/GDR including rights issue not exceeding Rs. 50 Crores (Rupees Fifty Crores) in single trench.

This may also help the Company to improve its balance sheet and credit profile which in turn will improve the capability to obtain credit facilities at better terms and overall reduced cost and accordingly the Board at its meeting held on April 27, 2022, had approved the proposal of raising of additional fund aggregating up to

Rs. 100 crores (Rupees Hundred Crores) or its equivalent, which may be consummated in one or more tranches as may be decided by the Board of Directors or Committee of the Company from time to time, by any of the following method provided:

- Qualified Institutions Placement, Private Placement in international markets through Depository Receipts, GDRs etc;
- Foreign Currency Convertible Bonds;
- issue of fully convertible debentures/ partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares;
- Preference Shares convertible into Equity Shares;
- Any other financial instruments or securities convertible into Equity Shares, whether rupee denominated or denominated in foreign currency or a Public Issue or any other methods.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the approvals of the by the Securities and Exchange Board of India and any other government/regulatory approvals as may be required in this regard.

In case the issue is made through a qualified institutions placement, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date', less a discount of not more than 5%). Moreover, as per the same regulations, the Company shall not make any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to one or more special resolutions. The Relevant Date for this purpose would be the date when the Board or a duly authorized Committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board



decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations.

The Company proposes to utilize the funds raised through the proposed issuance to support growth and expansion and general corporate purposes.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India and in case of GDR internationally. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting/ postal ballot decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, consent of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 2 of this Notice, for approval by the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be

concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

### **Item No. 3**

The Current Authorized Capital of the Company is Rs. Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lakh) and the paid-up share capital of the Company is Rs. 10,31,00,450 (Rupees Ten Crores Thirty-one Lakh Four Hundred and Fifty only). The Company proposes to increase its authorized share capital to Rs. 50,00,00,000/- (Rupees Fifty Crores only) to facilitate fund raising in future via issuance of equity shares and other convertible securities. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 3 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

### **Item No. 4**

The Company was incorporated under the Companies Act, 1956 ('the Act') and presently the Registered Office of the Company is situated in the State of Maharashtra. Considering the fact that the Directors of the Company manages and controls the business operations of the Company from the state of Delhi and in order to exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company has recommended to shift the Registered Office of the Company from the State of Maharashtra to the State of Delhi. Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational and administrative convenience.

The shifting of Registered Office from the State of Maharashtra to the State of Delhi is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association ('the MOA') of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

After the proposal is approved by the Members, a petition is required to be made, under Section 13(4) of the Companies Act, 2013, to the Central Government for approval of the alteration to the Memorandum of Association of the Company with regard to shifting the Company's registered office from the State of Maharashtra to the State of Delhi.

In light of the above facts, the approval of the members is sought for shifting of the Registered Office of the Company from the State of Maharashtra to the State of Delhi and consequently alteration in Clause II of the MOA.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during business hours on all working days (Monday to Friday), up to and including the last date of this meeting.

Hence, the proposed resolutions at Item No. 4 is being recommended by the Board of Directors for approval of the members of the Company by way of Special Resolutions.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 of the Notice, except to the extent of their shareholding, if any

#### **Item No. 5**

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company Mr. Deepak Kumar Gupta (DIN: 00057003) was appointed as an Additional Director (Whole Time Director) on the Board of the Company with effect from March 31, 2022. In terms of Section 161 of the Companies Act, 2013, they are eligible to hold office only up to the conclusion of the ensuing Annual General Meeting.

The Board based on the recommendation of Nomination and Compensation Committee, is of the view that the appointment of Mr. Deepak Kumar Gupta as a Director of the Company is desirable and would be beneficial to the Company. Mr. Deepak Kumar Gupta is not disqualified from being appointed as a Director in terms

of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors recommended the appointment of Mr. Deepak Kumar Gupta, who being eligible offered himself for appointment. Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Companies Act, 2013. Therefore, the Board proposes to obtain the approval of shareholders by way of passing an Ordinary Resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except, Mr. Deepak Kumar, to whom the resolution relates is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

#### **Item No. 6**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on April 27, 2022, appointed Mr. Deepak Kumar Gupta (DIN: 00057003) as Additional Director of the Company in accordance with Section 161 of the Act. He holds office up to the date of this Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

The Board of Directors recommends appointment of Mr. Deepak Kumar Gupta as Whole Time Director of the Company. Mr. Deepak Kumar Gupta has given his consent to act as Whole Time Director of the Company.

Brief profile and other details of Mr. Deepak Kumar Gupta as Whole Time Director is provided as part of this notice as **Annexure A**.

The main terms and conditions relating to the appointment and remuneration of Mr. Deepak Kumar as Whole Time Director of the Company are as follows:

**(1) Period:**

For a period of 5 years i.e., from March 31, 2022 until March 30, 2027

**(2) Nature of Duties:**

The Whole Time Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and

in the best interests of the business of the Company.

**(3) A. Remuneration**

Salary, benefits, perquisites and allowances  
Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed between the Board and Mr. Deepak Kumar based on the recommendations of the Nomination and Remuneration Committee ('NRC') on remuneration of Rs. 9,00,000/- per annum, payable monthly .

Further, his annual increment which will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

**B. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Deepak Kumar, the Company has no profits or its profits are inadequate, the Company will pay him aforesaid remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013.

**(4) Other Terms of Appointment :**

- a. The Whole Time Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Whole Time Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.
- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole Time Director unless specifically provided otherwise.

- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice, if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Whole Time Director.

- e. The terms and conditions of appointment of Whole Time Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

The profile and specific areas of expertise of Mr. Deepak Kumar are provided as annexure to this Notice as Annexure A.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Deepak Kumar as Whole Time Director as set out above.

The Board recommends the Resolution set forth in Item No. 6 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except, Mr. Deepak Kumar, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice, except to the extent of their shareholding, if any.

**Item No. 7**

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of

Association of the Company Mr. Atul (DIN: 08290588) was appointed as an Additional Director (Whole Time Director) on the Board of the Company with effect from March 31, 2022. In terms of Section 161 of the Companies Act, 2013, they are eligible to hold office only up to the conclusion of the ensuing Annual General Meeting.

The Board based on the recommendation of Nomination and Compensation Committee, is of the view that the appointment of Mr. Atul as a Director of the Company is desirable and would be beneficial to the Company. Mr. Atul is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors recommended the appointment of Mr. Atul, who being eligible offered himself for appointment. Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Companies Act, 2013. Therefore, the Board proposes to obtain the approval of shareholders by way of passing an Ordinary Resolution.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Atul Kumar, to whom the resolution relates is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

#### **Item No. 8**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on April 27, 2022, appointed Mr. Atul (DIN: 08290588) as Additional Director of the Company in accordance with Section 161 of the Act. He holds office up to the date of this Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

The Board of Directors recommends appointment of Mr. Atul as Whole Time Director of the Company. Mr. Atul has given his consent to act as Whole Time Director of the Company. Brief profile and other details of Mr. Atul as Whole Time Director is provided as part of this notice as **Annexure A**.

The main terms and conditions relating to the appointment and remuneration of Mr. Atul as Whole Time Director of the Company are as follows:

#### **(5) Period:**

For a period of 5 years i.e., from March 31, 2022 until March 30, 2027

#### **(6) Nature of Duties:**

The Whole Time Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

#### **(7) A. Remuneration**

Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed between the Board and Mr. Atul based on the recommendations of the Nomination and Remuneration Committee ('NRC') on remuneration of Rs. 6,00,000/- per annum, payable monthly.

Further, his annual increment which will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

#### **B. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Atul, the Company has no profits or its profits are inadequate, the Company will pay him aforesaid remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013.

#### **(8) Other Terms of Appointment :**

- f. The Whole Time Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- g. The terms and conditions of the appointment of the Whole Time Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.

- h. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole Time Director unless specifically provided otherwise.
- i. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice, if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Whole Time Director.

- j. The terms and conditions of appointment of Whole Time Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

The profile and specific areas of expertise of Mr. Atul are provided as annexure to this Notice as Annexure A.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Atul as Whole Time Director as set out above.

The Board recommends the Resolution set forth in Item No. 8 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except, Mr. Atul to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item

No. 8 of the Notice, except to the extent of their shareholding, if any.

#### **Item No. 9**

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company Mr. Nitin Bansal (DIN: 09522632) was appointed as an Additional Director (Non-Executive, Independent Director) on the Board of the Company with effect from March 12, 2022. In terms of Section 161 of the Companies Act, 2013, they are eligible to hold office only up to the conclusion of the ensuing Annual General Meeting.

The Board based on the recommendation of Nomination and Compensation Committee, is of the view that the appointment of Mr. Nitin Bansal as a Director of the Company is desirable and would be beneficial to the Company. Mr. Nitin Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors recommended the appointment of Mr. Nitin Bansal, who being eligible offered himself for appointment. Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Companies Act, 2013. Therefore, the Board proposes to obtain the approval of shareholders by way of passing an Ordinary Resolution.

The Board recommends the resolution set forth in Item No. 9 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Nitin Bansal, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

#### **Item No. 10**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Nitin Bansal (DIN: 09522632) was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from March 12, 2022 in accordance with Section 161 of the Act. He holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Non-executive Independent Director.

The Board of Directors recommends appointment of Mr. Nitin Bansal as an Independent (Non-executive) Director of the Company. Mr. Nitin Bansal has given his consent and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations. In term of Section 149 of the Companies Act, 2013.

Mr. Nitin Bansal tenure as an Independent (Non-Executive) Director of the Company shall be for a

consecutive period of 5 years w.e.f March 31, 2022 to March 30, 2027 (both days inclusive).

Brief profile and other details of Mr. Nitin Bansal is provided as part of this notice as Annexure A.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Nitin Bansal , to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice, except to the extent of their shareholding, if any.

#### **Item No. 11**

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company Ms. Poonam Dhingra (DIN: 09524982) was appointed as an Additional Director (Non-Executive, Independent Director) on the Board of the Company with effect from March 12, 2022. In terms of Section 161 of the Companies Act, 2013, they are eligible to hold office only up to the conclusion of the ensuing Annual General Meeting.

The Board based on the recommendation of Nomination and Compensation Committee, is of the view that the appointment of Ms. Poonam Dhingra as a Director of the Company is desirable and would be beneficial to the Company. Ms. Poonam Dhingra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Board of Directors recommended the appointment of Ms. Poonam Dhingra, who being eligible offered herself for appointment. Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Companies Act, 2013. Therefore, the Board proposes to obtain the approval of shareholders by way of passing an Ordinary Resolution.

The Board recommends the resolution set forth in Item No. 11 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Poonam Dhingra , to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

#### **Item No. 12**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Poonam Dhingra (DIN: 09524982) was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from March 12, 2022 in accordance with Section 161 of the Act. She holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice in writing under Section

160 of the Act from a member proposing her candidature for the office of Non-executive Independent Director.

The Board of Directors recommends appointment of Ms. Poonam Dhingra as an Independent (Non-executive) Director of the Company. Ms. Poonam Dhingra has given his consent and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations. In term of Section 149 of the Companies Act, 2013,

Ms. Poonam Dhingra tenure as an Independent (Non-Executive) Director of the Company shall be for a consecutive period of 5 years w.e.f. March 12, 2022 to March 11, 2027 (both days inclusive).

Brief profile and other details of Ms. Poonam Dhingra is provided as part of this notice as Annexure A.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Poonam Dhingra , to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice, except to the extent of their shareholding, if any.

#### **Item No. 13**

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company Mr. Om Prakash Aggarwal (DIN: 09553402) was appointed as an Additional Director (Non-Executive, Independent Director) on the Board of the Company with effect from March 31, 2022. In terms of Section 161 of the Companies Act, 2013, they are eligible to hold office only up to the conclusion of the ensuing Annual General Meeting.

The Board based on the recommendation of Nomination and Compensation Committee, is of the view that the appointment of Mr. Om Prakash Aggarwal as a Director of the Company is desirable and would be beneficial to the Company. Mr. Om Prakash Aggarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors recommended the appointment of Mr. Om Prakash Aggarwal, who being eligible offered himself for appointment. Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Companies Act, 2013. Therefore, the Board proposes to obtain the approval of shareholders by way of passing an Ordinary Resolution.

The Board recommends the resolution set forth in Item No. 13 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Om Prakash Aggarwal, to whom the resolution relates, is concerned or interested, financially or otherwise, in the

resolution set out in the Notice, except to the extent of their shareholding, if any.

**Item No. 14**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Om Prakash Aggarwal (DIN: 09553402) was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from March 31, 2022 in accordance with Section 161 of the Act. He holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Non-executive Independent Director.

The Board of Directors recommends appointment of Mr. Om Prakash Aggarwal as an Independent (Non-executive) Director of the Company. Mr. Om Prakash Aggarwal has given his consent and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations. In terms of Section 149 of the Companies Act, 2013.

Mr. Om Prakash Aggarwal tenure as an Independent (Non-Executive) Director of the Company shall be for a

consecutive period of 5 years w.e.f March 31, 2022 to March 30, 2027 (both days inclusive).

Brief profile and other details of Mr. Om Prakash Aggarwal is provided as part of this notice as Annexure A.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Om Prakash Aggarwal, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice, except to the extent of their shareholding, if any.

by order of the board of  
**G G Engineering Ltd**

**Atul**  
**Director (DIN: 08290588)**

Date: April 27, 2022  
Place: New Delhi

**Information of Director seeking appointment/re-appointment of the Postal Ballot Notice in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings.**

<b>Name of Director</b>	<b>No. of Shares held</b>	<b>Qualification (Relationship with other Directors)</b>	<b>Nature of Expertise</b>	<b>Name of Companies in which he/ she holds Directorship</b>
Mr. Deepak Kumar Gupta	-	Mr. Deepak Gupta is a Bachelor of Commerce and Master of Business Administration (Finance).  Further, he is not related to any of the directors on the Board.	He has an experience in the field of accounts and finance.	1. Suma Fibres And Allies Limited 2. Steeljunction Private Limited 3. Stepping Stone Construction Private limited 4. Vrindaa Advanced Materials Limited
Mr. Atul	-	Mr. Atul has done Masters in Business Administration (marketing) and Bachelors of Computer Application (IT) from Siri fort college of Computer Technology and Management (IP University)  Further, he is not related to any of the directors on the Board.	He has an experience of more than 7 years in administration and marketing.	1. Maniram Forex Private Limited
Mr. Nitin Bansal	-	Mr. Nitin Bansal is a Graduate.  Further, he is not related to any of the directors on the Board.	He has an experience of more than 15 years in administration, marketing & accounts etc.	NIL
Ms. Poonam Dhingra	--	Ms. Poonam Dhingra is a Law & Commerce Graduate from Delhi University.  Further, she is not related to any of the directors on the Board.	She has knowledge and experience in legal and Business administration.	NIL



Mr. Om Prakash Aggarwal	-	<p>Mr. Om Prakash Aggarwal is a Commerce Graduate.</p> <p>Further, he is not related to any of the directors on the Board.</p>	<p>Mr. Om Prakash Aggarwal having more than 40 years of experience in the industry and prepared the organizational strategy for the group's diversification into plastics and chemicals. They have established and nurturing business contacts with various global giants.</p>	1. Advik Capital Limited
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## GG ENGINEERING LTD.

(An Authorized OEM for Tata Motors Limited)

[CIN : L28900MH2006PLC159174]

Regd. Office : Office No. 203,2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West,  
Near Sahara Apartment Mumbai, 400104

Ph. 9315213276 | Web : www.ggengg.in | E-mail: gg.engg4321@gmail.com

### POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

**Sr. No. :**

1. Name and the Registered Address of the Sole/First Named Member :
2. Name of the Joint Holder(s), if Any :
3. Registered Folio No. / DP Id No.\* /Client Id No.\* :  
(\*applicable to investors holding shares in dematerialized form)
4. Number of Equity Shares held :

I/We hereby exercise my/our vote(s) in respect of the following resolution(s) to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated April 27, 2022, by conveying my/our assent or dissent to said resolution(s) by placing the tick mark (✓) in the appropriate box below:

Sl.	No Description of Resolution(s)	Type of the Resolution	No. of Equity Share held by me/us	I/We dissent to the resolution (For)	I/We dissent to the resolution (Against)
1	To approve raising of funds and issuance of securities by the Company	Special			
2	To subdivide nominal value of Equity shares of the Company from Rs. 2/- to Re. 1/- per share	Special			
3	To increase in authorized share capital of the company and consequent alteration in capital clause of the Memorandum of Association of the company	Ordinary			
4	To shift Registered Office of the Company from the state of Maharashtra to the state of Delhi and consequent alteration in Clause II of the Memorandum and Articles of Association of the Company	Special			
5	To appoint Mr. Deepak Kumar Gupta (DIN: 00057003) as a Director of the Company	Ordinary			
6	To appoint Mr. Deepak Kumar Gupta (DIN: 00057003) as a Whole Time Director of the Company	Special			
7	To appoint Mr. Atul (DIN: 08290588) as a Director of the Company	Ordinary			
8	To appoint Mr. Atul (DIN: 08290588) as a Whole Time Director of the Company	Special			
9	To appoint Mr. Nitin Bansal (DIN: 09522632) as a Director of the Company	Ordinary			
10	To appoint Mr. Nitin Bansal (DIN: 09522632) as an Independent Director of the Company	Special			

11	To appoint Ms. Poonam Dhingra (DIN: 09524982) as a Director of the Company	Ordinary			
12	To appoint Ms. Poonam Dhingra (DIN: 09524982) as an Independent Director of the Company	Special			
13	To appoint Mr. Om Prakash Aggarwal (DIN: 09553402) as a Director of the Company	Ordinary			
14	To appoint Mr. Om Prakash Aggarwal (DIN: 09553402) as an Independent Director of the Company	Special			

Place :

Date:

Signature of the Equity Shareholder

Member holding equity shares in physical form are requested to provide his **email Id** here: \_\_\_\_\_  
Members holding shares in electronic form who have not registered their email Id with Depository Participants ('DP') may update their email Ids with respective DP.

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
.....		

Last date for receipt of Postal Ballot Form by Scrutinizer is Sunday, May 29, 2022 on or before 05.00 p.m. IST.

Note: Please read the instructions given overleaf before exercising your vote through this Postal Ballot Form.

### INSTRUCTIONS FOR FILLING POSTAL BALLOT FORM

- If a member exercise voting rights through voting by electronic means ("e-voting"), the Postal Ballot Form need not be sent to the Company.
- A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope (if posted in India). Postage will be borne by the Company. Member(s) residing outside India should stamp the envelope appropriately.
- A member may vote through e-voting as per "The instructions for shareholders voting electronically" provided in the Postal Ballot Notice sent herewith.
- The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his/ her absence, by the next-named member.
- Corporate/ Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative (s), to the Scrutinizer along with the Postal Ballot Form.
- The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate box.
- Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. on Sunday, May 29, 2022 such member has not been received.
- Voting rights shall be reckoned on the paid-up value of shares registered in the name of member /beneficial owner (in case of electronic shareholding) as on cut off date i.e Friday, April 22, 2022.
- The vote (s)of a member will be considered invalid inter alia on any of the following grounds:

- a) Postal Ballot Form other than one issued by the Company is used;
  - b) If the member's signature does not tally;
  - c) If the Postal Ballot Forms is unsigned, incomplete or incorrectly filled;
  - d) If the member has made any amendment to the resolution or imposed any condition while exercising his vote;
  - e) If the Postal Ballot Form is received torn or defaced or mutilated.
  - f) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
10. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may request for a Postal Ballot Form, the registered office of the Company at Delhi & Company Secretary, Tel: 9315213276, email: gg.engg4321@gmail.com.
- However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. on Sunday, May 29, 2022.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelope. Any extraneous paper found in such envelop would be destroyed by the Scrutinizer and the Company would not act on the same.