

KUMAR G & Co.

Company Secretaries

80/37A, First Floor, Near Bhagat Singh Park

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PRACTICING COMPANY SECRETARY CERTIFICATE

To

The Board of Directors,

G G Engineering Limited

Office No. 203, 2nd Floor, Shivam Chambers

Coop Soc Ltd. S.V Road,

Goregaon West, Near Sahara Apartment

Mumbai, MH-400104

Dear Sir / Madam,

Sub: Proposed issue and allotment of 75,00,00,000 (Seventy-Five Crores only) fully convertible warrants of Rs. 1.32/- each on preferential basis to the "Promoter and Non-Promoter (Public Category)" by G G Engineering Limited in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

In connection with the proposed preferential issue of 75,00,00,000 (Seventy-Five Crores only) Fully Convertible Warrants ('Warrants') carrying a right exercisable by the Warrant holder to subscribe to one Equity Share having face value of Re.1/- per Warrant to the 'Promoter and Non-Promoter (Public Category)', for cash, at an issue price of Rs. 1.32/- (Rupees One and Thirty-Two Paise Only) each, in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up Rs. 99,00,00,000/- (Rupees Ninety Nine Crores only), as approved by the Board of Directors of the Company in their meeting held on September 02, 2023 subject to approval of shareholders of the Company, stock exchanges approval and any other regulatory authority approval, and in terms of requirements of sub-regulation 2 of Regulation 163 of Part III of Chapter V of the ICDR Regulations, we, M/s. Kumar G & Co., Company Secretaries, hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of ICDR Regulations, to the preferential issue.

for **KUMAR G & Co.**

Company Secretaries

GUPTA P. K.

M. No.: A14629 | CP : 7579

UDIN: A014629E000940356

Date : September 5, 2023

Place: New Delhi