



GG ENGINEERING LTD.

(An Authorized OEM for Tata Motors Limited)

An ISO 9001 : 2015 Certified Company

April 26, 2021

To
Manager (CRD)
BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400 001

Ref: Scrip Code- 540614

Subject: Notice of Postal Ballot / Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

In terms of the subject referred regulation and in continuation of our earlier letter dated 24th April, 2021, please find enclosed herewith the Notice of Postal Ballot dated 24th April, 2021, alongwith Explanatory Statement appended thereto ("Notice"), seeking approval of Members by way of Ordinary Resolution(s) for:

1. Sub-division of the Equity Shares from the face value of Rs 10/- each to the face value of Rs 2/- each.
2. Alteration of Capital Clause of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration), Rules, 2014 ("the Rules") for the time being in force (including any statutory modification(s) or re-enactment(s) thereof), Ministry of Corporate Affairs ("MCA") General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 respectively ("MCA Circulars"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), Secretarial Standards-2 (SS-2) and subject to other applicable laws and regulations, the Postal Ballot Notice is being sent through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depository Participant(s) and whose names appear in the Register of Members/Record of Depositories as on the cut-off date.

The Company has engaged the services of NSDL e-Voting system, for providing remote e-voting facility to all its Members, to enable them to cast their votes electronically, during the below mentioned period:

Cut-off date	23 rd April, 2021
Remote e-voting commencement date and time	28 th April, 2021 (9.00 a.m. IST)
Remote e-voting conclusion date and Time	27 th May, 2021 (5.00 p.m. IST)

Members who have not yet registered/updated their email addresses so far, may do so by following the procedure set out in notes to the Notice.

The results of Postal Ballot through remote e-voting only, shall be announced on or before 5.00 p.m. (IST), on Saturday, 29th May, 2021.

This intimation is also being uploaded on the Company's website at www.ggengg.in.

You are requested to kindly take the above on your records.

FACTORYADDRESS:715/716, GIDC, PALEJ, DIST. BHARUCH GUJARAT 392220. INDIA.

WEBSITE: www.ggengg.in **EMAIL:** vinod@ggengg.in

TELE FAX: 02642-277720. **Mobile:**+91 9824399410



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(An Authorized OEM for Tata Motors Limited)

An ISO 9001 : 2015 Certified Company

Thanking you,
Yours faithfully,
For, **G.G. Engineering Limited**

VINOD
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AI BERIWAL

Digitally signed by
VINOD HARMUKHRAI
BERIWAL
Date: 2021.04.26
17:28:05 +05'30'

Vinod Harmukhrai Beriwal
(Managing Director)
(DIN: 01817948)

FACTORY ADDRESS: 715/716, GIDC, PALEJ, DIST. BHARUCH GUJARAT 392220. INDIA.

WEBSITE: www.ggengg.in **EMAIL:** vinod@ggengg.in

TELE FAX: 02642-277720. **Mobile:** +91 9824399410



G G ENGINEERING LIMITED

(CIN- L28900MH2006PLC159174)

Registered Office: Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd., S.V Road, Goregaon West,
Near Sahara Apartment, Mumbai - 400 104

Tel. No: - +91-22-49241267; Email: - gglimited@ggengg.in Website: - www.ggengg.in

POSTAL BALLOT NOTICE

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

To
All Members,
G G Engineering Limited

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration), Rules, 2014 ("the Rules") for the time being in force (including any statutory modification(s) or re-enactment(s) thereof), Ministry of Corporate Affairs ("MCA") General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 respectively ("MCA Circulars"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), Secretarial Standards-2 (SS-2) and subject to other applicable laws and regulations, that the Ordinary Resolution(s) appended below are proposed to be passed by the Members of G G Engineering Limited ("the Company") by way of Postal Ballot only through remote electronic voting process (e-voting).

In view of the unprecedented situation caused by the outbreak of COVID-19 pandemic, MCA has advised the Companies to consider all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of Postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a General Meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only, by postal ballot upto 30th June, 2021.

Accordingly, the Company is sending Postal Ballot Notice by email to all its Members whose names appear on the Register of Members/ Record of Depositories as on Friday, 23rd April, 2021 ("cut-off date") and who have registered their email addresses with the Company / KFin Technologies Private Limited, ("KFintech") Registrar and Transfer Agent ("RTA") of the Company or their respective Depository Participant(s). Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and postage pre-paid business reply envelope will not be sent to the Members and Members are required to communicate their assent or dissent only through Remote E-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (including any Committee(s) thereof) of the Company, at its meeting held on 24th April, 2021, has appointed M/s. Bhunesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089), as the Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner. The proposed Resolution(s) and the Explanatory Statement stating the facts as required in terms of Section 102 and Section 110 of the Act are appended hereto, for your consideration and approval and / or consent. Members are requested to read and follow the instructions carefully on remote e-voting provided in this Postal Ballot Notice.

SPECIAL BUSINESS - PROPOSED RESOLUTIONS:

Item No. 1: Approval for sub-division of Equity Shares of the Company from the Face Value of Rs 10/- (Rupees Ten only) per Equity Share to Rs 2/- (Rupees Two only) per Equity Share:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 61 (1) (d) read with Section 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 in accordance with 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 concerned authorities or bodies, the consent of the Members of the Company be and is hereby accorded for sub-dividing each of the Equity Share of the Company having a face value of Rs 10/- (Rupees Ten only) each into 5 (Five) Equity Shares of the face value of Rs 2/- (Rupees Two only) each (“Sub- division”).

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares (classified) of the Company, the authorised, issued, subscribed and paid up equity share capital of face value of Rs 10/- (Rupees Ten only) each shall stand sub-divided into 5 (Five) equity shares of the face value of Rs 2/- (Rupees Two only) each, from the record date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall be deemed to include a Committee of Directors) and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon 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 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” of the sub-division or such other date as may be determined by the Board including any committee thereof, 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 Members 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 of the Company (which expression shall also include a Committee thereof) and/or any Director and/or any other Key Managerial Personnel of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s)

where the shares of the Company are listed, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

Item No. 2: Alteration of the Capital Clause of the Memorandum of Association:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, if any, the existing Clause V of the Memorandum of Association of the Company be and are hereby amended and substituted by the following Clause V:-

V. The Authorised Share Capital of the Company is Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakh only) comprising of 5,25,00,000 (Five Crore Twenty Five Lakh) Equity Shares of Rs. 2/- (Rupees Two) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel or the Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution.”

Place: Mumbai
Date: 24.04.2021

By order of the Board of Directors
For, G G Engineering Limited

Sd/-
Vinod Harmukhrai Beriwal
Managing Director
DIN- 01817948

Registered Office:-
G G Engineering Limited
Office No. 203, 2nd Floor,
Shivam Chambers Coop Soc Ltd.,
S.V. Road, Goregaon - West,
Near Sahara Apartment, Mumbai - 400104
Email - gglimited@ggengg.in

NOTES:

1. The Explanatory Statement as required, *inter-alia*, under Section 102 of the Act setting out the material facts relating to the proposed Ordinary Resolution(s), is appended to and forms part of this Notice. Unless otherwise stated or the context so requires, the contents of this Notice, Resolution(s) and Explanatory Statement are to be read together.
2. The Notice and Explanatory Statement will be made available on the website of the Company i.e. www.ggengg.in All dates and times mentioned herein, are as per Indian Standard Time.
3. In compliance with Section 108 and other applicable provisions of the Act, read with the related Rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other law(s) as applicable, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged services of KFin Technologies Private Limited for this purpose. Members whose names appear on the Register of Members/Record of Depositories as on the cut-off date will be entitled to cast their vote(s). Members seeking to inspect documents referred hereunder can send an email to gglimited@ggengg.in upto Thursday, 27th May, 2021. A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only.
4. Remote e-voting commences on Wednesday, 28th April, 2021 (09.00 a.m. IST) and ends on Thursday, 27th May, 2021 (5.00 p.m. IST). Members are requested to follow the procedure as stated in the Procedure and Instructions for remote e-voting for casting their vote(s).
5. A Member cannot exercise his/her vote(s) through proxy on Postal Ballot.
6. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Director or Company Secretary or any other authorised personnel of the Company. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Saturday, 29th May, 2021. The said results would be displayed on the website of the Company at www.ggengg.in, and simultaneously intimated to the Depositories, and BSE Limited.
7. The resolution(s) passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Thursday, 27th May, 2021 and as if they have been passed at a General Meeting of the Members.
8. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in the newspapers viz. Active Times and Mumbai Lakshdeep. Requisite related filings made with the Stock Exchange(s), will be made available on the website of the Company www.ggengg.in and can be accessed by the Members.
9. *Members who have not registered/updated their email IDs so far are requested to register/ update the same to get all notices, communication, etc. from the Company, electronically, as per the following procedure:*

Physical Holding	Contact Company's RTA i.e. KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), by sending an email at inward.ris@kfintech.com along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy) and Aadhar Card (self-attested scanned copy).
Demat Holding	Contact respective Depository Participant(s).

10. Since the scrip of the Company is compulsorily traded in demat mode, Members holding shares in the physical mode are requested to dematerialize the same to ensure safe and speedy transaction in securities.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

Instructions and other information relating to remote e-voting are as under:

- A. The remote e-voting facility will be available during the following voting period:
- Commencement of remote e-voting: From 9.00 a.m. (IST) on Wednesday, 28th April, 2021
 - End of remote e-voting: 5.00 p.m. (IST) on Thursday, 27th May, 2021
- B. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the E-Voting Website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12" then your user ID is IN300*** 125****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** Then you User ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

ANNEXURE TO THE NOTICE
[Explanatory Statement pursuant to section 102 of the Companies Act, 2013]

Item No: 1 & 2

As the members are aware, the equity shares of your company are listed on the BSE Limited and are also regularly traded on the said Exchange.

With a view to broad base the investor base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the Company's Shares, the Board of Directors in its meeting held on April 24, 2021 recommended sub-division of the nominal value and paid-up value of (Authorised, Issued, Subscribed and paid-up) of the company from 1 (one) equity share of Rs. 10/- [Rupees Ten only] each into 5 (Five) equity shares of Rs. 2/- (Rupees Two only) each.

The aforesaid sub-division of equity shares of Rs. 10/- each into equity shares of Rs. 2/- (Rupees Two only) each would require amendment to existing Capital Clause V of the Memorandum of Association.

After approval of the resolutions set out at Item Nos. 1 and 2, the Board of Directors or Committee thereof will be fixed the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

Pursuant to the provisions of Section 13, and Section 61 of the Companies Act, 2013 approval of the members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association.

The Board recommends the Resolutions at item No. 1 and 2 of this Notice, for approval of the Members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Place: Mumbai
Date: 24.04.2021

By order of the Board of Directors
For, G G Engineering Limited

Sd/-
Vinod Harmukhrai Beriwal
Managing Director
DIN- 01817948

Registered Office:-
G G Engineering Limited
Office No. 203, 2nd Floor,
Shivam Chambers Coop Soc Ltd.,
S.V. Road, Goregaon - West,
Near Sahara Apartment, Mumbai - 400104
Email - gglimited@ggengg.in