



GG ENGINEERING LTD.

An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

September 2, 2023

Listing Compliance Department

BSE Limited

Scrip Code: 540614

Phirozee Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai - 400 001

Sub: Outcome of Board Meeting held on Saturday, September 2, 2023

Dear Sir/Ma'am,

In terms of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company in their meeting held on today i.e. Saturday, September 02, 2023, *inter-alia* considered and approved the following businesses:

1. raising of funds by way of creating, issuing and allotting up to 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 persons belonging to 'Promoter and Non-Promoter, Public Category' on preferential basis at an issue price of Rs. 1.32/- (Rupees One and Thirty-Two Paise Only) per Warrant, subject to shareholders' approval and other statutory approvals, in accordance with provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up-to-date and applicable provisions of Companies Act, 2013 and rules made there-under, aggregating amount of up to Rs. 99,00,00,000/- (Rupees Ninety-Nine Crores only) for cash.

The names of the proposed allottees of Warrants, to be allotted on preferential basis, are as per **Annexure I** attached herewith.

Warrants, being allotted to the Proposed Allottees, at the option of Board of Directors or Board Committee, may get listed on the Stock Exchanges in terms of Chapter V of SEBI (ICDR) Regulations.

*The information in connection with the Preferential Issue pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as **Annexure II** to this letter.*

2. increase the Authorized Share Capital of the Company from Rs. 90,00,00,000 (Rupees Ninety Crores) to Rs. 165,00,00,000 (Rupees One Hundred Sixty-Five Crores Only) and consequent amendment in Clause V of the Memorandum of Association of the company;
3. strategic changes in the key management team, on the basis of the recommendation of the Nomination and Remuneration Committee of the Company, and subject to the shareholder's approval, wherever stipulated, the following appointment /re-designate/ resigns, were approved:
 - i. Appointment of Mr. Anshu Jain (DIN:07671363) as an Additional Director (Category: Executive) of the Companies Act, 2013 with immediate effect i.e. September 2, 2023.

Reg. Off : Off No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd., S.V Road, Goregaon West, Mumbai, Maharashtra-400104

Corporate Office: Office No. 306, 3rd Floor, Shivam House, Karam Pura Commercial Complex, New Delhi - 110015

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- ii. Further, appointment of Mr. Anshu Jain (DIN:07671363) as Whole Time Director and Chief Executive Officer (CEO) of the Company with immediate effect for a period of 5 years (commencing from September 2, 2023 ending on September 1, 2028).
- iii. Appointment of Mr. Virender Sharma (PAN: CCKPS4992K) as Chief Financial Officer (CFO) of the company with immediate effect i.e. September 02, 2023.
- iv. Resignation of Mr. Kamal Beriwal (DIN: 00310692) from the directorship of the company with immediate effect i.e. September 02, 2023.
- v. Mr. Deepak Kumar Gupta (DIN:00057003) resigned from the position of Whole-time Director (Executive Director) with immediate effect i.e. September 02, 2023, though he 'll continue to serve the Company as Director (Non-Executive) henceforth.

Details with respect to Regulation 30 read with Schedule III of the Listing Regulations, SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed as Annexure III.

4. The draft Notice of 17th Annual General Meeting of the Company to be held on Friday, September 29, 2023, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") along with Directors Report, Secretarial Audit Report, and Corporate Governance Report with certificates and other matters/items incidental thereto.

Copy of the Notice along with the Annual Report of the Company shall be circulated separately in due course.

The Board Meeting commenced at 5:45 P.M. and concluded at 6:35 P.M.

You are requested to take the above information on record and oblige.

Thanking you,
Yours Faithfully,

For **GG Engineering Limited**

Atul Sharma
(Managing Director)
DIN: 08290588

Encl: as above



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Annexure I

The names of the proposed allottees of Warrants, to be allotted on preferential basis

S. No.	Name of the Proposed Allottees	Warrants Quantity *
Promoters		
1.	Mr. KAMAL BERIWAL	2,00,00,000
Non-Promoter, Public		
2	ARYADEEP TIE UP PRIVATE LIMITED	4,50,00,000
3	AYODHYA VINCOM PRIVATE LIMITED	4,50,00,000
4	CHILLYPOT TRADING PRIVATE LIMITED	4,50,00,000
5	FARTILE TRADING PRIVATE LIMITED	4,50,00,000
6	KIWI DELCOM PRIVATE LIMITED	4,50,00,000
7	MARIANGO TRADING PRIVATE LIMITED	4,50,00,000
8	MOCKTAIL TRADING PRIVATE LIMITED	4,50,00,000
9	MOPPINGTOPPING TRADING PRIVATE LIMITED	4,50,00,000
10	ONE TREE HILL PROPERTIES PRIVATE LIMITED	4,50,00,000
11	ORCHARD ROAD PROPERTIES PRIVATE LIMITED	4,50,00,000
12	PINCERS COMMODITIES PRIVATE LIMITED	4,50,00,000
13	SANDHIL CONSULTANCY SERVICES PRIVATE LIMITED	4,50,00,000
14	STARLINK MANAGEMENT SERVICES PRIVATE LIMITED	4,50,00,000
15	TUMPKINSHARP TRADING PRIVATE LIMITED	4,50,00,000
16	ULTIMATEANNEX TRADING PRIVATE LIMITED	5,00,00,000
17	WAYBROAD TRADING PRIVATE LIMITED	5,00,00,000
Total		75,00,00,000

**maximum quantity of warrants proposed to be allotted to respective allottee in the proposed Preferential Issue*



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Annexure II

Details in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

S. No.	Particulars	Disclosures
1	Type of securities proposed to be Issued	Fully Convertible Warrants ('Warrants')
2	Type of issuance	Preferential Allotment
3	Total number of securities proposed to be issued or total amount for which the securities will be issued	Up to 75,00,00,000 (Seventy-Five Crores only) warrants at issue price of Rs. 1.32/- (Rupees One and Thirty-Two Paise Only) each to persons belonging to Non-Promoter, Public Category for aggregate amount of 99,00,00,000/- (Rupees Ninety-Nine Crores only)
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
4	Name and number of the Investor(s)	As per the list attached as Annexure-I
5	Issue price	Rs. 1.32/- (Rupees One and Thirty-Two Paise Only)
6	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Not Applicable
7	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Upto 75,00,00,000 (Seventy-Five Crores only) warrants at issue price of Rs. 1.32/- (Rupees One and Thirty-Two Paise Only) each, convertible into Equal number of Equity Shares of the face value of Re. 1/- each, within a maximum period of 18 months from the date of allotment of such Warrants.
8	Nature of Consideration	Cash



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Annexure - III

Appointment of Mr. Anshu Jain:

S. No.	Particulars	Details
1	Name & DIN	Mr. Anshu Jain (PAN: 07671363)
2	Date of Appointment	Appointed w.e.f. September 2, 2023 as Whole Time Director and Chief Executive Officer (CEO) of the company.
3	Reasons for change:	Appointment of Anshu Jain as Whole Time Director and Chief Executive Officer (CEO) of the company.
4	Brief Profile	Mr. Anshu Jain is a Bachelor of Commerce (B. Com), he has good experience of 15 years of experience in the field of Business Administration, Accounts and other allied matters.
5	Disclosure of relationship between directors (in case of appointment of a director)	He is not related to any of the Directors on the Board.
6	Name of the listed entities in which director holds directorship including the category of directorship and membership of the committee, if any	Not Applicable
7	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19	Mr. Anshu Jain is not debarred from holding the office of Whole Time Director & CEO by virtue of any SEBI order or any other such authority.

Appointment of Mr. Virender Sharma:

S. No.	Particulars	Details
1	Name & DIN	Mr. Virender Sharma (PAN: CCKPS4992K)
2	Date of Appointment	Appointed w.e.f. September 2, 2023 as Chief Financial Officer (CFO) of the company.
3	Reasons for change:	Appointment of Virender Sharma as Chief Financial Officer (CFO) of the company.
4	Brief Profile	Mr. Virender Sharma is a Bachelor of Commerce (B.Com). Further he has good experience of 5 years of experience in the field of Accounts, Finance, Taxation, Business administration and other allied matters.
5	Disclosure of relationship between directors (in case of appointment of a director)	He is not related to any of the Directors on the Board.
6	Name of the listed entities in which director holds directorship including the category of directorship and membership of the committee, if any	Not Applicable
7	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19	Mr. Virender Sharma is not debarred from holding the office of CFO by virtue of any SEBI order or any other such authority.

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Resignation of Mr. Kamal Beriwal:

S.No.	Particulars	Details
1	Name & DIN	Mr. Kamal Beriwal (DIN: 00310692)
2	Date of Resignation	September 2, 2023
3	Reasons for change:	Resignation due to personal reasons.
4	Brief Profile	Not Applicable
5	Disclosure of relationship between directors (in case of appointment of a director)	Not Applicable
6	Name of the listed entities in which resigning director holds directorship including the category of directorship and membership of the committee, if any	Not Applicable