



## GG ENGINEERING LTD.

(An Authorized OEM for Tata Motors Limited)

An ISO 9001 : 2015 Certified Company

19<sup>th</sup> June, 2019

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

Scrip Code: 540614

Sub: Detail of the Postal Ballot Results pursuant to Regulation 44 of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, please find enclosed herewith details of voting results of the Postal Ballot declared by the Company on 19<sup>th</sup> June, 2019. The following resolutions set out in the Postal Ballot notice were approved by the Shareholders of the Company with requisites majority:-

1. Increase in the Authorised Share Capital:

In accordance of Section 61 of Companies Act, 2013, the Shareholders approved to increase in the Authorised Share Capital of the Company from Rs. 6.70 Crore to Rs. 10.50 Crore.

2. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate under Section 186 of the Companies Act, 2013.:

In accordance of Section 186 of Companies Act, 2013, the Board of Directors has decided to increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.




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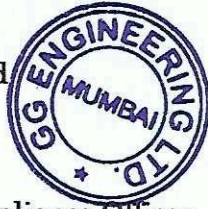
### 3. Issue of Bonus Equity Shares:

In accordance of Section 63 of Companies Act, 2013, the Shareholders approved to issue Bonus Equity Shares to the existing Shareholders of the Company in the ratio of 2:3.

This is for your information and records.

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

  
Ms. Poonam Gupta  
Company Secretary and Compliance Officer





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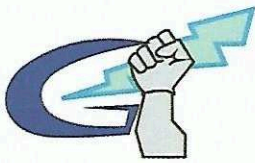
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Date of the Result of Postal Ballot.	19 <sup>th</sup> June, 2019
Total number of shareholders on record date	As on record date i.e. 10 <sup>th</sup> May 2019, No. of shareholders were 117
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable Not Applicable

### Detail of Agenda

Sr No.	Agenda Item	Resolution type (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Remarks
1.	Increase the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.	Ordinary	Postal Ballot	Resolution passed with requisite majority as per table below
2.	Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate under Section 186 of the Companies Act, 2013.	Special	Postal Ballot	Resolution passed with requisite majority as per table below
3.	Issue of Bonus Equity Shares by way of Capitalisation of Reserves.	Ordinary	Postal Ballot	Resolution passed with requisite majority as per table below

*Chans*



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### Resolution 1

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Resolution required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution					No			
Category	Mode of Voting	No. of shares held(1)	No. of votes polled (2)*	% of Votes polled on outstanding shares (3) = [(2)/(1)]*100*	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes polled(6) = [(4)/(2)]*100	% of Votes in against on votes polled(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3935200	0	0	0	0	0	0
	Postal Ballot(if applicable)		3935100	99.99	0	0	0	0
	Total		3935100	99.99	3935100	0	100	0
Public-Institutional Holders	E-Voting	0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Others	E-Voting	2250827	0	0	0	0	0	0
	Postal Ballot(if applicable)		1200000	53.31	1200000	0	100	0
	Total		1200000	53.31	1200000	0	100	0
Total		6186027	5135100	83.01	5135100	0	100	0

\*Under this column, the valid votes polled are mentioned

The Number of votes in favour of the Ordinary Resolution is 5135100 (100% of the total valid votes). Thus, the Ordinary Resolution has therefore been approved by the shareholders with the requisite majority.




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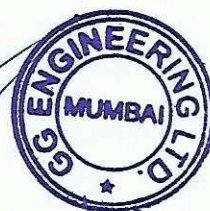
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### Resolution 2

Resolution required: (Ordinary/Special)					Special Resolution			
Whether promoter/promoter group are interested in the agenda/resolution					No			
Category	Mode of Voting	No. of shares held(1)	No. of votes polled (2)*	% of Votes polled on outstanding shares (3) =[(2)/(1)]*100*	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes polled(6) =[(4)/(2)]*100	% of Votes in against on votes polled(7) =[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3935200	0	0	0	0	0	0
	Postal Ballot(if applicable)		3935100	99.99	0	0	0	0
	Total	3935200	3935100	99.99	3935100	0	100	0
Public-Institutional Holders	E-Voting	0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Others	E-Voting	2250827	0	0	0	0	0	0
	Postal Ballot(if applicable)		1200000	53.31	1200000	0	100	0
	Total	2250827	1200000	53.31	1200000	0	100	0
Total		6186027	5135100	83.01	5135100	0	100	0

\*Under this column, the valid votes polled are mentioned

The Number of votes in favour of the-Special Resolution is 5135100 (100% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.



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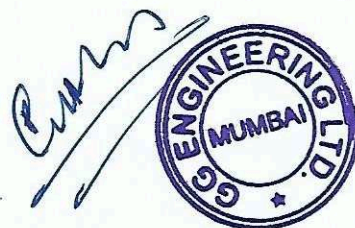
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### Resolution 3

Resolution required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution					No			
Category	Mode of Voting	No. of shares held(1)	No. of votes polled (2)*	% of Votes polled on outstanding shares (3) = [(2)/(1)]*100*	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes polled(6) = [(4)/(2)]*100	% of Votes in against on votes polled(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3935200	0	0	0	0	0	0
	Postal Ballot(if applicable)		3935100	99.99	0	0	0	0
	Total	3935200	3935100	99.99	3935100	0	100	0
Public-Institutional Holders	E-Voting	0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Others	E-Voting	2250827	0	0	0	0	0	0
	Postal Ballot(if applicable)		1200000	53.31	1200000	0	100	0
	Total	2250827	1200000	53.31	1200000	0	100	0
Total		6186027	5135100	83.01	5135100	0	100	0

\*Under this column, the valid votes polled are mentioned

The Number of votes in favour of the Ordinary Resolution is 5135100 (100% of the total valid votes). Thus, the Ordinary Resolution has therefore been approved by the shareholders with the requisite majority.





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### RESULT OF POSTAL BALLOT

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) the approval of the shareholders were sought by postal ballot as per the details furnished in the Postal Ballot Notice dated 16<sup>th</sup> May, 2019 sent to all the shareholders.

The Company has appointed Mr. Bhuvnesh Bansal, Practicing Company Secretary, Mumbai as Scrutinizer for conducting the Postal Ballot, who has submitted his report. The result was announced by Mr. Vinod Harmukhrai Beriwal, Managing Director of the Company on 19<sup>th</sup> June, 2019 at the Registered Office of the Company. The details of the Postal Ballot results are as follows:-

#### Resolution No. 1 - Ordinary Resolution


Increase the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.

#### Summary of the ballot papers received with their pattern of voting

Sr. No.	Particulars	No. of Postal Ballot Form / E-Voting	No. of shares voted
a)	Postal Ballot Forms received	10	5135100
b)	E-Voting Confirmations	-	-
	Total	10	5135100
c)	Less : Invalid no. of votes casted	0	0
d)	Valid no. of votes casted (Net)	10	5135100
e)	Total no. of votes with assent for the Resolution	10	5135100
f)	Total no. of votes with dissent for the Resolution	0	0

#### Resolution No. 2 - Special Resolution

Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate under Section 186 of the Companies Act, 2013.

Works : 715/716, G.I.D.C. Palej, Dist. Bharuch, Gujarat - 392220, INDIA.

Telefax: +91 2642 277720 E-mail : info@ggengg.in Website : www.ggengg.in

Regd. Off.: Office No : 203, 2nd Floor, Shivam Chambers Co-op Soc, Near Sahara, S. V. Road, Goregaon (west), Mumbai - 400104.

CIN No. : L28000MH2006PLC150174



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### Summary of the ballot papers received with their pattern of voting

Sr. No.	Particulars	No. of Postal Ballot Form / E-Voting	No. of shares voted
a)	Postal Ballot Forms received	10	5135100
b)	E-Voting Confirmations	-	-
	Total	10	5135100
c)	Less : Invalid no. of votes casted	0	0
d)	Valid no. of votes casted (Net)	10	5135100
e)	Total no. of votes with assent for the Resolution	10	5135100
f)	Total no. of votes with dissent for the Resolution	0	0

### Resolution No. 3 - Ordinary Resolution

Issue of Bonus Equity Shares by way of Capitalisation of Reserves.

### Summary of the ballot papers received with their pattern of voting

Sr. No.	Particulars	No. of Postal Ballot Form / E-Voting	No. of shares voted
a)	Postal Ballot Forms received	10	5135100
b)	E-Voting Confirmations	-	-
	Total	10	5135100
c)	Less : Invalid no. of votes casted	0	0
d)	Valid no. of votes casted (Net)	10	5135100
e)	Total no. of votes with assent for the Resolution	10	5135100
f)	Total no. of votes with dissent for the Resolution	0	0

The Resolutions considered as passed with requisite majority by the Shareholders of the Company by way of Postal Ballot.

Thanking You

Yours faithfully,

For G G Engineering Limited

  
Ms. Poonam Gupta  
Company Secretary





SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies  
(Management and Administration) Rules, 2014]

To  
The Chairman  
G G ENGINEERING LIMITED  
Office No. 203, 2<sup>nd</sup> Floor,  
Shivam Chambers Coop Soc Ltd.,  
S.V. Road, Goregaon - West,  
Near Sahara Apartment,  
Mumbai - 400104

Dear Sir,

I, Bhuvnesh Bansal, Practicing Company Secretary, was appointed by the Board of Directors of your Company at its meeting held on 16<sup>th</sup> May, 2019 as the Scrutinizer for the Postal Ballot held pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management And Administration) Rules, 2014, for the purpose of passing a Resolutions under Section 61, 63, 64 and 186 of the Companies Act, 2013 as contained in Notice of Postal Ballot dated 16<sup>th</sup> May, 2019.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to postal Ballot. My responsibility as a Scrutinizer for the Postal Ballot process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated below.

The Resolution as proposed is reproduced hereunder:-

1. **Increase the Authorised Share Capital and consequent alteration 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 provision of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provision of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 6,70,00,000 (Rupees Six Crore Seventy Lakh only) divided into 67,00,000 (Sixty Seven Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each, be and is hereby increased to Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakh only) divided into 1,05,00,000 (One Crore Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

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

[1]



"V. The Authorised Share Capital of the Company is Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakh only) comprising of 1,05,00,000 (One Crore Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each."

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

2. **Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate under Section 186 of the Companies Act, 2013.**

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 20 Crores (Rupees Twenty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

3. **Issue of Bonus Equity Shares by way of Capitalisation of Reserves.**

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

[2]



**"RESOLVED THAT**, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by 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 from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.10/- (Rupee Ten) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 2 (Two) equity share for every 3 (Three) existing equity share held by the Members.

**RESOLVED FURTHER THAT**, the Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares, but the total number of such new equity shares representing such fractions shall be allotted by board to a nominee to be selected by the Board who would have been entitled to such fractions, in case the same were issued. Such nominee will as soon as possible sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fractions thereof.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in case of Members who hold shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository participants.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus shares to Non- resident Members, Foreign Institutional investors (FIIs) & other foreign investors, be subject to the approval of the RBI, as may be necessary.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that

[3]



may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

1. I submit my report as under:-

- 1.1 The Company has made necessary arrangement for conducting postal ballot process in a fair and transparent manner.
- 1.2 The shareholders of the Company had to vote on resolutions through the Postal Ballot forms physically voting facility.
- 1.3 The Company has completed the dispatch of Postal Ballot forms on 17<sup>th</sup> May, 2019 along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/list of beneficiaries as on 10<sup>th</sup> May, 2019.
- 1.4 All Postal Ballot forms received up to the close of working hours on 18<sup>th</sup> June, 2019, the last date and time fixed by the Company for receipt of the forms, were considered for the scrutiny.
- 1.5 The Postal Ballot forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms.
- 1.6 Particulars of all the Postal Ballot forms received from the members have been entered in a Register separately maintained for the purpose.

2. The results of the Postal Ballot conducted are as under:-

**Resolution 1**

Increase the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.

(A) Postal Ballot

(i) Voted **in Favour** of the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
10	5135100	100%

(ii) Voted **against** the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

[4]



(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 2

Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate under Section 186 of the Companies Act, 2013.

(A) Postal Ballot

(i) Voted in Favour of the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
10	5135100	100

(ii) Voted against the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 3

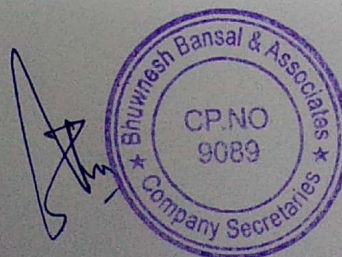
Issue of Bonus Equity Shares by way of Capitalisation of Reserves.

(A) Postal Ballot

(i) Voted in Favour of the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
10	5135100	100

[5]



(ii) Voted **against** the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

3. Based on the above facts, the Resolutions for the following purposes:

- I. Increase the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.
- II. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate under Section 186 of the Companies Act, 2013.
- III. Issue of Bonus Equity Shares by way of Capitalisation of Reserves.

Contained in the Notice dated 16<sup>th</sup> May, 2019 may be considered as passed with requisite majority by the Shareholders of the Company by way of Postal Ballot.

4. I have handed over the Postal Ballot forms and other related papers / registers and records for safe custody to the Director authorized by the Board to supervise the Postal Ballot process.

Place: Mumbai  
Date: 19/06/2019

For Bhuwesh Bansal & Associates



A handwritten signature in blue ink, appearing to be "Bhuwesh Bansal".

Bhuwesh Bansal  
Proprietor  
FCS No. - 6526  
CP No. - 9089