



GG ENGINEERING LTD.

(An Authorized OEM for Tata Motors Limited)

An ISO 9001 : 2015 Certified Company

23rd August, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Dear Sir,

Scrip Code: 540614
Sub: Postal Ballot Notice

In Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith the Postal Ballot Notice.

Please take it on your record and Oblige us.

Thanking You,
Yours Faithfully,
For, **G G Engineering Limited**

Vinod Beriwal
Vinod Harmukhrai Beriwal
Managing Director
DIN:01817948



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. : L28900MH2006PLC159174



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 - 400104

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 together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for Migration of Company from BSE SME Exchange to the Main Board Platform of BSE Limited are proposed to be passed by the Members of G G Engineering Limited (**“the Company”**) through Postal Ballot.

The explanatory statement pursuant to Sections 102 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration. The said notice, along with Postal Ballot Form, has also been placed on the Company's website www.ggengg.in for perusal of Members.

The Board of Directors of the Company, at its meeting held on 19th August, 2019, has appointed M/s. Bhwnesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and signatures at the designated place in the Postal Ballot Form and return the same in original duly completed in enclosed self-addressed, Business Reply Envelope (if posted in India) so as to reach the Scrutinizer not later than the close of business hours i.e., 5.00 P.M. (IST) on 23rd September, 2019. Please note that Postal Ballot Form(s), received after the said date shall be deemed invalid.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company or in his absence to the Managing Director. Thereafter the results of the Postal Ballot would be announced by the Managing Director of the Company on or before 24th September, 2019 at the registered office of the Company. The aforesaid result will be communicated to the BSE Limited, Registrar and Share Transfer Agent and will also be displayed on the Company's website. www.ggengg.in

Item of Business requiring consent of members through Postal Ballot:

Resolution No.1 - Migration of Company from BSE SME Exchange to the Main Board Platform of BSE Limited:

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 Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to migrate the Company, currently listed on SME Exchange of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said Resolution.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company be and is/are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

Place: Mumbai
Date: 19.08.2019

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

Sd/-
Vinod Harmukhrai Beriwal
Managing Director
DIN- 01817948

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith along with Postal Ballot Form.
2. The Board of Directors of the Company ("the Board") at its meeting held on 19th August, 2019 has appointed M/s. Bhunesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) to act as "The Scrutinizer" for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members as received and List of Beneficial Owners as received from National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 16th August, 2019.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on 16th August, 2019, will be considered for the purpose of voting.
5. A Member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer on or before close of business hours i.e. 5.00 P.M. (IST), on 23rd September, 2019. Envelope containing Postal Ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. However, the Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.
6. Member cannot exercise his vote by proxy on Postal Ballot.
7. Copy of relevant documents referred in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M (IST) and 2.00 P.M (IST) to the date of declaration of the results of Postal Ballot.
8. Upon completion of scrutiny of the Postal Ballot voting, the Scrutinizer will submit his report to the Chairman or in his absence to the Managing Director. The results will be declared on or before 24th September, 2019 at the Registered Office of the Company and the Resolutions, if passed by the requisite majority shall be deemed to have passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms. The Last date specified by the company for receipt of duly completed Postal Ballot Forms shall be deemed to be the date of the General Meeting convened in that behalf. The results of the Postal Ballot shall also be communicated to Stock Exchange where the Company's shares are listed. The result will also be put up on the Company's website.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1:

Pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, an issuer, whose specified securities are listed on a SME Exchange and whose post issue face value capital is more than rupees ten crore and upto rupees twenty five crore, and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and Company meets listing requirements of Stock Exchange on which Company is proposed to list. Since the paid up Capital of the Company as on date is Rs. 10,31,00,450 /- and Company is also listed on SME platform of BSE for more than 2 Years. i.e. from 17th July, 2017 till date, Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company, enhanced recognition, increased participation of investors and also help the shareholders to enjoy sufficient return from their investments.

In view of above, you are requested to grant your consent to the Special Resolution as set out in Postal Ballot notice of the Company.

Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company propose the resolution for your approval. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Place: Mumbai
Date: 19.08.2019

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

Sd/-
Vinod Harmukhrai Beriwal
Managing Director
DIN- 01817948