



GG ENGINEERING LTD.

(An Authorized OEM for Tata Motors Limited)

An ISO 9001 : 2015 Certified Company

16th May, 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)





G G ENGINEERING LIMITED

(CIN - L28900MH2006PLC159174)

Registered Address - Office No. 203, 2nd Floor, Shivam Chambers Co-op Soc Ltd., S.V. Road,
Goregaon - West, Near Sahara Apartment, Mumbai - 400104

Tel. No: - 022-49241267;

Email: - gglimited@ggengg.in

Website: - www.ggengg.in

NOTICE OF POSTAL BALLOT

(Pursuant to Sec.110 of the Companies Act, 2013 read with Companies
(Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that G G Engineering Limited (the "Company") is seeking consent of its members for the Special Business to be transacted through Postal Ballot for the following purpose:

- 1) Increase the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.
- 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.
- 3) Issue of Bonus Equity Shares by way of Capitalisation of Reserves.

In terms of Section 110 of the Companies Act read with the Rules, the item of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its members in respect of the above matters through Postal Ballot. The Resolutions and the relevant Explanatory Statements setting out the material facts and the reasons for the Resolutions are appended along with a Postal Ballot Form for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer before 5.00 P.M. on 18th June, 2019. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

The voting through Postal Ballot will commence on 20th May, 2019 and end on 18th June, 2019.

The Scrutinizer will submit his report to the Director of the Company after completion of the Scrutiny. The results of Postal Ballot will be announced on 19th June, 2019 at 11.00 A.M. at the Registered Office of the Company. The resolutions will become effective on and from the date of announcement of result of the Postal Ballot. The result of the Postal Ballot will also be posted on the Company's website viz. www.ggengg.in

SPECIAL BUSINESS:-

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:

“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:

“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, 2009 (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 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.”

**By Order of the Board of Directors
For G.G. Engineering Limited**

**Sd/-
Vinod Harmukhrai Beriwal
Managing Director**

Mumbai, 16th May, 2019
CIN- L28900MH2006PLC159174
Registered Office:-
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. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
3. The Notice is being sent to all the Members, whose names would appear in the Register of Members/Record of Depositories as on Friday, the 10th May, 2019. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of Members as on 10th May, 2019.
4. The notice is being sent to all the members by post/courier (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members/Record of Depositories as on 10th May, 2019 and these will be considered for voting.
5. The voting through Postal Ballot will commence on 20th May, 2019 and end on 18th June, 2019.
6. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 P.M. on 18th June, 2019. The Postal Ballot received after the said date will be treated as not having been received.
8. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The Resolutions shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
9. The Board of Directors of the Company has appointed M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman & Managing Director of the Company.
10. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman & Managing Director of the Company, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolution. The result of the Postal Ballot will be declared on Wednesday, 19th June, 2019 at 11.00 A.M., at the Registered Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website www.ggengg.in besides communicating the same to the Bombay Stock Exchange Limited where the shares of the Company are listed.
11. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

**By Order of the Board of Directors
For G.G. Engineering Limited**

**Sd/-
Vinod Harmukhrai Beriwal
Managing Director**

Mumbai, 16th May, 2019

CIN- L28900MH2006PLC159174

Registered Office:-

Office No. 203, 2nd Floor,

Shivam Chambers Coop Soc Ltd.,

S.V. Road, Goregaon - West,

Near Sahara Apartment, Mumbai - 400104

Email - gglimited@ggengg.in

EXPLANATORY STATEMENT
Pursuant to Section 102(1) of the Companies Act, 2013

Item No.1:

Presently the existing Authorised Share Capital of the Company is 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. Due to issue of Bonus Equity Share in the ratio of 2:3, it is necessary to increase the Authorised Share Capital 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.

The alteration to the Capital Clause of Memorandum of Association of the Company is consequent upon increase in the Authorised Share Capital.

Due to issue of Bonus Equity Share in the ratio of 2:3, the Authorised Share Capital of the Company needs to be increased. A change to the Authorised Share Capital of the Company necessitates an amendment to Clause V of Memorandum of Association of your Company.

As per Provisions of the Companies Act, 2013, any increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company requires consent and approval of Members of the Company.

The Board of Directors recommends the Resolution in Item No. 1 of the Notice for approval by the Members. None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice.

The Board recommends passing of the resolution set out at Item No. 1 as an Ordinary Resolution.

Item No.2:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No. 2 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 2 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Item no.3:

Issue of Bonus Equity Shares by way of Capitalisation of Reserves

The equity shares of the Company are listed and actively traded on the BSE SME platform. The members are aware that the operations and performance of the Company has grown significantly over the past one year, which has generated considerable interest in the Company's equity shares in the Market. The market price of the Company's share has also increased significantly. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on May 16, 2019, considered it desirable to recommend issue of Bonus shares in the ratio of 2:3 subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus shares by capitalization of reserves is authorized by the existing Articles of Association of the Company.

The Board of Directors recommends the Resolution in Item No. 3 of the Notice for approval by the Members. None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution(s) No. 3 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 3 as an Ordinary Resolution.

**By Order of the Board of Directors
For G.G. Engineering Limited**

**Sd/-
Vinod Harmukhrai Beriwal
Managing Director**

Mumbai, 16th May, 2019
CIN- L28900MH2006PLC159174
Registered Office:-
Office No. 203, 2nd Floor,
Shivam Chambers Coop Soc Ltd.,
S.V. Road, Goregaon - West,
Near Sahara Apartment, Mumbai - 400104
Email - gglimited@ggengg.in