

## **NOTICE OF THE 51<sup>ST</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 51<sup>st</sup> Annual General Meeting of the Members of **GG AUTOMOTIVE GEARS LIMITED** will be held on Thursday, September 18, 2025, the at 11:00 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business (hereinafter referred to as "e-AGM"):

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pravin Kumar Shishodiya (DIN: 03011429), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **Re-appointment of Mr. Anmol Gajra (DIN: 07835836) as Whole-Time Director of the Company.**

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 provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such modifications, variations as may be approved and acceptable, the consent of the members of the Company be and is hereby accorded to re-appointment Mr. Anmol Gajra (DIN: 07835836) as Whole-Time Director of the Company for a period of three years from 1st June, 2026 to 31st May, 2029 for payment of remuneration for to the aforesaid period of an amount upto Rs.168 Lakhs and on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting the office of Mr. Anmol Gajra will be liable to determination by retirement by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and



writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**4. Appointment of Mr. Shriram Mishra (DIN: 11251485) as an Independent Director (Non-Executive) of the Company.**

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

**“RESOLVED THAT** Mr. Shriram Mishra (DIN: 11251485), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration committee as an Additional Independent Director (Non-Executive) of the Company with effect from 22 August, 2025 and who holds office up to the date of approval of the members of the Company, in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 164 of the Articles of Association of the Company, be and is hereby appointed as Independent Director (Non-Executive) of the Company and who is not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Act, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Act and pursuant to the applicable provisions of SEBI (LODR) Regulations 2015, Mr. Shriram Mishra (DIN: 11251485) be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold the office for five consecutive years from 22 August 2025.

**5. Appointment of M/s HSPN & Associates LLP, Company Secretaries as Secretarial Auditor of the Company for the Period of Five (5) Years.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (‘SEBI Listing Regulations’) and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of



the Company be and is hereby accorded for appointment of M/s. HSPN & Associates LLP, Company Secretaries, (Peer review No. 6035/2024) as the Secretarial Auditor of the Company, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report, for a period of five (5) consecutive years, commencing from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 56<sup>th</sup> AGM to be held in the year 2030, to conduct the Secretarial Audit for the Financial Year 2025- 2026 till Financial Year 2029-2030, at such remuneration including applicable taxes and out-of-pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as may be mutually agreed between the Board of Directors or any Committee of the Board and the Secretarial Auditors from time-to-time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to avail or obtain from the Secretarial Auditors, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration as may be mutually agreed."

By order of the Board of Directors of  
**GG Automotive Gears Limited**

**Sd/-**

**Lata Narang**  
**Company Secretary & Compliance Officer**  
**Membership No. A66669**

**Place:** Dewas, MP

**Date:** 22.08.2025

**Registered Office:**

Plot No. 2A, I.S. Gajra Industrial Area  
No.1, A. B. Road, Dewas – 455001,  
Madhya Pradesh (M. P.), India

**NOTES:**

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2025 dated September 19, 2025, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and

Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, the provisions of the Act and SEBI Listing Regulations, the 51<sup>st</sup> e-AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of members at a common venue. The deemed venue for the 51<sup>st</sup> e-AGM shall be the registered office of the Company.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the 51<sup>st</sup> e-AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this 51<sup>st</sup> e-AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this 51<sup>st</sup> e-AGM and hence the proxy form, attendance slip and route map of 51<sup>st</sup> e-AGM are not annexed to this notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 51<sup>st</sup> e-AGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 51<sup>st</sup> e-AGM will be provided by Purva.
4. The Members can join the 51<sup>st</sup> e-AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 51<sup>st</sup> e-AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the 51<sup>st</sup> e-AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the 51<sup>st</sup> e-AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 51<sup>st</sup> e-AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the 51<sup>st</sup> e-AGM through VC / OAVM and cast their votes through e-voting.
  
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 51<sup>st</sup> e- AGM has been uploaded on the website of the Company at <https://ggautomotive.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The 51<sup>st</sup> e-AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the 51<sup>st</sup> e-AGM) i.e. <https://evoting.purvashare.com/>.
  
8. In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the 51<sup>st</sup> e-AGM along with the Annual Report for Financial Year 2024 – 2025 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Company shall send the physical copy of Annual Report Financial Year 2024 – 2025 to those Members who request the same at **[compliance@ggautomotive.com](mailto:compliance@ggautomotive.com)** mentioning their Folio No. / DP ID and Client ID at the cost of shareholders. The Notice convening the 51<sup>st</sup> e-AGM along with the Annual Report Financial Year 2024 – 2025 will also be available on the website of the Company at <https://ggautomotive.com/>, websites of the Stock Exchanges i.e. BSE Limited, respectively. Further, due to changes under Regulation 36 of the Listing Regulations vide SEBI's Circular effective December 13, 2024, Shareholders who have not registered their e-mail addresses will receive a letter with a web link and exact path to access the full Annual Report.
  
9. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Thursday, September 11, 2025 may cast their vote by remote e-voting. The remote e-voting period commences on Monday, September 15, 2025, at 9:00 a.m. (IST) and ends on Wednesday, September 17, 2025, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by Purva for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote



e-voting before the 51<sup>st</sup> e-AGM and e-voting during the 51<sup>st</sup> e-AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Thursday, September 11, 2025. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the 51<sup>st</sup> e-AGM i.e. Thursday, September 18, 2025. The Notice of the 51<sup>st</sup> e-AGM indicating the instructions for the remote e-voting process can be downloaded from the PURVA website or the Company's website [www.ggautomotive.com](http://www.ggautomotive.com)

10. The SEBI has mandated submission of Permanent Account (PAN) every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to PURVA.
11. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, and all other documents referred to in the Notice can be inspected in electronic mode by sending a request via email to **[compliance@ggautomotive.com](mailto:compliance@ggautomotive.com)**.
12. Voting at the 51<sup>st</sup> e-AGM: Members who could not vote through remote e-voting may avail the e-voting system provided in the 51<sup>st</sup> e-AGM by PURVA.
13. The Board has appointed Shri Hemant Shetye, having Membership No. FCS -2827 and Certificate of Practice No. 1483, Designated Partner of M/s. HSPN & Associates LLP and failing him Mr. Kunal Sakpal having Membership No. ACS-75123 and Certificate of Practice No. 27860, Partner of M/s. HSPN & Associates LLP, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process before the 51<sup>st</sup> AGM as well as e-voting process during the 51<sup>st</sup> AGM fairly and transparently.
14. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone / mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self – attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
15. It is hereby informed that, SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 has directed to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the

documents/process/or otherwise, for a period of six months starting from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat mode. Hence, such shareholders are requested to re-lodge the transfer deed(s) along with requisite documents with our RTA.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 51<sup>st</sup> e-AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:**

**Purva e-Voting System – For Remote e-voting and e-voting during e-AGM.**

1. The voting period begins on Monday, September 15, 2025 at 9:00 a.m. (IST) and ends on Wednesday, September 17, 2025 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, September 11, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders









holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IdeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
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	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> <p>5. For OTP based login click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>          You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR **SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- 6) After entering these details appropriately, click on "SUBMIT" tab.
- 7) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- 8) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 9) Click on the EVENT NO. 128 for the GG Automotive Gears Limited. On which you choose to vote.
- 10) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO / ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- 11) Click on the "NOTICE FILE LINK" if you wish to view the Notice.



- 12) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 13) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**14) Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@ggautomotive.com](mailto:compliance@ggautomotive.com), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC / OAVM to attend the meeting will be available where the EVENT NO. 128 for the G.G. AUTOMOTIVE GEARS LIMITED will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / Ipads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [compliance@ggautomotive.com](mailto:compliance@ggautomotive.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [compliance@ggautomotive.com](mailto:compliance@ggautomotive.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e- Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA email id.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.



All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai – 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-49700138.

By order of the Board of Directors of  
**GG Automotive Gears Limited**

**Sd/-**

**Lata Narang**  
**Company Secretary & Compliance Officer**  
**Membership No. A66669**

**Place:** Dewas, MP

**Date:** 22.08.2025

**Registered Office:**

Plot No. 2A, I.S. Gajra Industrial Area  
No.1, A. B. Road, Dewas – 455001,  
Madhya Pradesh (M. P.), India



## EXPLANATORY STATEMENT

### PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“ACT”) AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“REGULATIONS”)

#### ITEM NO.3

Mr. Anmol Gajra (DIN: 07835836) was reappointed as Whole Time Director of the Company for a period of Three Years w.e.f 01/06/2023 and shareholders had given their consent in the Annual General Meeting held on 21<sup>st</sup> August, 2023. Mr. Anmol Gajra (DIN: 07835836), aged 30 years, is Educated and Qualified [(B.A.(Hons.) Business Economics – Lancaster University, UK and MSC Management –Cass Business School, London, UK.}] and have been associated with G.G. Automotive Gears Limited since 2017 as a Whole-time Director (designated as Executive Director) on the Board of the Company. Mr. Anmol Gajra (DIN: 07835836), tenure as Whole Time Director designated as Executive Director of the Company will be expired on May 31, 2026.

At the meeting of the Board of Directors of the Company held on Friday, August 22, 2025 the board re-appointed Mr. Anmol Gajra (DIN: 07835836) as a Whole Time Director designated as Executive Director for a period of 03 (Three) years with effect from June 01, 2026 on the terms and conditions as set out below, based on the recommendations of the Nomination & Remuneration Committee and subject to the approval by the shareholders of the Company. The re-appointment which is proposed to be resolved as special resolution in the 51<sup>st</sup> Annual General Meeting of the company will be his Third tenure as Whole time Director of the Company.

The main terms and conditions for the appointment of Mr. Anmol Gajra as Wholetime Director are as follows: –

MAJOR TERMS OF REMUNERATION OF Mr. Anmol Gajra, Wholetime Director:

TERMS & CONDITIONS:

<b>Nature of Industry</b>	The Company manufactures traction gears and pinions.
<b>Date of commencement of Commercial production</b>	The Company has already commenced commercial production in 1974.
<b>Financial performance</b>	PBT for past 3 years is as follows: 2021-22: Rs.41.72 (Rs in Lakhs) 2022-23: Rs.181.45 (Rs in Lakhs) 2023-24: Rs.635.36 (Rs in Lakhs)
<b>Foreign investments or collaboration</b>	Nil

The terms of remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013, Rules made there under read with Schedule V to the Companies Act, 2013.

A brief profile of Anmol Gajra along with information as required under Regulation 36 and SS-2 are provided under **'Annexure'** to this AGM Notice.

Anmol Gajra is a son of Mr. Kennedy Ram Gajra (MD & CEO). Save and except Anmol Gajra, Mr. Kennedy Ram Gajra (MD & CEO) and his relatives to the extent of their shareholding interest, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 3 of this Notice for Members' approval.

#### **ITEM NO.4**

The Board of Directors of the Company pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) has approved the appointment of, Shri Ram Mishra (DIN: 11251485) as an Additional Independent Director (Non-Executive) of the Company for the period of Five (5) years with effect from August 22, 2025, to hold office upto the conclusion of the ensuing Annual General Meeting and thereafter, subject to the approval of the members of the Company, as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation.

Brief resume of Mr. Shriram Mishra, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein as Annexure to the AGM Notice.

A brief profile of Mr. Shriram Mishra along with information as required under Regulation 36 and SS-2 are provided under **'Annexure'** to this AGM Notice.

The Company has received from Mr. Shriram Mishra, consent in writing to act as director in Form DIR-2 and declaration to the effect that he is not disqualified to be appointed as director under Companies Act, 2013 in Form DIR-8 and declaration to the effect that he



meets the criteria of independence as provided in the Act and the SEBI (LODR) Regulations, 2015. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board Mr. Shriram Mishra fulfils the conditions for appointment as an Independent Director (Non-Executive) as specified in Companies Act, 2013 and other Applicable Laws for the time being in.

The Board is of the view that Mr. Shriram Mishra knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment to the Members.

Save and except Mr. Shriram Mishra, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Mr. Shriram Mishra is not related to any other Director / KMP of the Company.

The Board of Directors recommends the Special Resolution as set out at Item No. 4 of this Notice for Members' approval.

#### **ITEM NO.5**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') vide SEBI Notification dated December 12, 2024, every listed entity shall basis on the recommendation of the Board of Directors appoint/re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders' approval at the Annual General Meeting.

Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India ('ICSI') and should not have incurred any of the disqualifications as specified by SEBI.

Therefore, the Audit Committee and the Board of Directors at their respective meetings held on August 22, 2025 have recommended and approved the appointment of M/s. HSPN & Associates LLP, Company Secretaries, (Peer review No. 6035/2024) as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 56<sup>th</sup> AGM to be held in the year 2030, to conduct Secretarial Audit for the period from April 1, 2025 till March 31, 2030, subject to approval of Members of the Company, The Firm have further confirmed that they are not disqualified to be appointed as the Secretarial Auditors in terms of Companies Act, 2013 and the rules made thereunder.



The Brief profile and Disclosure pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated 11th November, 2024 has been annexed with the Notice of AGM.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends passing of the Ordinary resolution set out in Item No.5 for your approval.

By order of the Board of Directors of  
**GG Automotive Gears Limited**

**Sd/-**

**Lata Narang**

Company Secretary & Compliance Officer  
Membership No. A66669

**Place:** Dewas, MP

**Date:** 22.08.2025

**Registered Office:**

Plot No. 2A, I.S. Gajra Industrial Area  
No.1, A. B. Road, Dewas – 455001,  
Madhya Pradesh (M. P.), India

## Annexure to the Notice of the 51<sup>ST</sup> AGM of the Company

### Profile of Directors seeking appointment/re-appointment at the 51<sup>ST</sup> Annual General Meeting:

Name of Directors	Mr. Anmol Gajra	Mr. Shriram Mishra	Mr. Pravin Kumar Shishodiya
Date of Birth	15/01/1995	15/08/1960	16/02/1960
Date of Appointment	01/06/2026	22/08/2025	01/04/2024
DIN	07835836	11251485	03011429
Qualifications	B.A.(Hons.) Business Economics – Lancaster University, UK and MSC Management – Cass Business School, London, UK	B.E. (Civil), M. Tech. (Highways), MBA (Finance)	Chartered Accountant
Brief Resume & Expertise in specific Functional areas	Experience in Manufacturing of Railway Gears.	Mr. Shriram Mishra holds following Degrees: B.E. (Civil), M. Tech. (Highways), MBA (Finance). Mr. Shriram Mishra has 39 years of experience in the Infrastructure Industry. He has served as engineer for the different Authorities including PWD.	Mr. Praveen Kumar Shishodiya is Chartered Accountant (CA)- Member of Institute of Chartered Accountants India. Experienced in the manufacturing industry stands poised to significantly enhance its trajectory, solidifying his reputation as a

			cornerstone figure in the sector's evolution.
Skills and Capabilities required for the Role and the manner in which he/she meets such requirements	Experience in Manufacturing of Railway Gears.	Mr. Shriram Mishra has 39 years of experience in the Infrastructure Industry. He has served as engineer for the different Authorities including PWD.	Experienced in the manufacturing industry stands poised to significantly enhance its trajectory, solidifying his reputation as a cornerstone figure in the sector's evolution.
Terms and conditions of Appointment /Re-appointment	Re-appointment as Executive Director under sec 152(6) of Companies Act 2013	Not Liable to retire by rotation	Liable to retire by rotation
Details of remuneration sought to be paid	As per the terms of appointment and as may be decided by the Board of directors from time to time within the limits of the Provisions of the Companies Act, 2013 and rules made thereunder.	Mr. Shriram Mishra is entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof, reimbursement of expenses incurred in connection with attending Board/Committee	Praveen Kumar Shishodiya is entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof, reimbursement of expenses incurred in connection with attending Board/Committee meetings,

		meetings, remuneration as determined for each financial year by the Nomination and Remuneration Committee and the Board within the limits approved by the Members of the Company from time to time and as permitted by law.	remuneration as determined for each financial year by the Nomination and Remuneration Committee and the Board within the limits approved by the Members of the Company from time to time and as permitted by law.
Details of remuneration last drawn	27 (Rs. in Lakhs)	Nil	Nil
No. of Board meetings attended during the FY 2024-25	7/7	NA	7/7
List of Directorship held in other Companies (alongwith listed entities from which the person has resigned in the past three years)	Nil	NIL	2
Chairman / Membership of Committees in other Companies (alongwith listed entities from which the person has resigned in the past three years)	Nil	NIL	As Mentioned in the CG Report forming part of the Annual Report
No. of Shares held in the Company	NIL	NIL	1332



(including shares held as a beneficial owner)			
Relationship with any Director, Manager and Key Managerial Personnel of the Company	Son of Kennedy Ram Gajra (Managing Director and CEO)	NIL	NIL

**Disclosure of Information pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated 11<sup>th</sup> November, 2024**



<b>Name of the Auditor</b>	M/s. HSPN & Associates LLP, Company Secretaries
<b>Reason for change viz. appointment, resignation, removal, death or otherwise.</b>	Appointment as Secretarial Auditor of the Company
<b>Date of appointment/cessation (as applicable) and term of appointment</b>	<u>Date of Appointment:</u> 22 <sup>nd</sup> August, 2025 <u>Term of appointment:</u> M/s. HSPN & Associates LLP, Company Secretaries is appointed as Secretarial Auditors of the Company for the FY 2025 – 2026 to FY 2029 – 2030.
<b>Brief Profile</b>	M/s. HSPN & Associates LLP (“HSPN”) formerly has a wide and extensive corporate experience of over 30 years evolving and growing by each passing year. M/s. HSPN & Associates LLP is a corporate law service firm with special expertise fields of Corporate Laws & Procedures, Secretarial Compliance Audit, SEBI Regulations, SEBI Listing Regulations, FEMA Compliances, Takeover Regulations, Prohibition of Insider Trading Regulation, Corporate Restructuring, Mergers/Amalgamations and other related compliances.
<b>Disclosure of Relationship with other Directors and Key Managerial Personnel of the Company</b>	Not Applicable