

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 50th ANNUAL GENERAL MEETING OF THE MEMBERS OF G. G. AUTOMOTIVE GEARS LIMITED WILL BE HELD ON WEDNESDAY, 21st September, 2024 AT 11:30 PM. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("VC/OAVM") FACILITY TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS: -

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon.**

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. To appoint a Director in place of Mr. Anmol Gajra (DIN: 07835836), who retires by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anmol Gajra (DIN: 07835836), who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

- 3. To Re-appoint Mr. Kennedy Ram Gajra (DIN NO: 02092206) as a Managing 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 provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and all other applicable circulars, notifications and guidelines issued by the Ministry of Corporate Affairs or any other authorities from time to time and other necessary approvals, permissions and sanctions, as may be required, and such conditions and modifications as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions are agreed to by the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any 'Committee' thereof and any person authorized by the Board in this behalf) and, further to the recommendation of Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kennedy Ram Gajra (DIN NO: 02092206) as Managing Director of the Company, whose office will be liable to determination by retirement by rotation, for the period of three years i.e. 1st July 2024 to 30th June 2027 and payment of remuneration for the aforesaid period on the terms and conditions which shall be upto Rs. 168 Lakh as set out in Explanatory Statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/or revise the remuneration of Mr. Kennedy Ram Gajra (DIN NO: 02092206) as a Managing Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments as may be necessary and expedient to give effect to the said resolution”.

4. Revision in the Managerial Remuneration of Mr. Anmol Gajra (DIN- 0783583) being Whole-Time Director of Company.

To consider and if thought fit to pass, with or without modification(s), the following as a **SPECIAL RESOLUTION**: -

“RESOLVED THAT in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) at their respective meetings, approval of the Members of the Company be and is hereby accorded to increase the maximum remuneration of Mr. Anmol Gajra, Whole Time Director of Company upto Rs. 168 Lakhs w.e.f. 1st October, 2024 till his remaining tenure, i.e. upto 31st May, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/or revise the remuneration of Mr. Anmol Gajra (DIN NO: 0783583) as a Whole Time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments as may be necessary and expedient to give effect to the said resolution”.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Anmol Gajra shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.”

5. Appointment of Mr. Pravin Kumar Shishodiya as a Non-Executive Director 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 provisions of Section 152 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other

applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Pravin Kumar Shishodiya as a Non-Executive Director of the Company having (DIN- 03011429) is appointed w.e.f. 1st April, 2024.

RESOLVED FURTHER THAT Director of the Company are hereby authorized to file all necessary documents with the Registrar of Companies and other statutory authorities, to make necessary entries in the Statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution."

6. **Appointment of Mr. Kamlesh Joshi as a Non-Executive Independent 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 provisions of Section 149 and Section 152 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Kamlesh Joshi as a Non-Executive Independent Director of the Company having (DIN- 01783387) is appointed w.e.f. 24th August, 2024.

RESOLVED FURTHER THAT the Directors of the Company are hereby severally authorized to file all such necessary documents with the Registrar of Companies and other statutory authorities, to make necessary entries in the Statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution."

7. **Appointment of Ms. Divyanshi Joshi as a Non-Executive Independent 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 provisions of Section 149 and Section 152 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Ms. Divyanshi Joshi as a Non-Executive Independent Director of the Company having is appointed w.e.f. 24th August, 2024.

RESOLVED FURTHER THAT Directors of the Company are hereby severally authorized to file all such necessary documents with the Registrar of Companies and other statutory authorities, to make necessary entries in the Statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution."

8. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Director of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By order of the Board of Directors of
G. G. AUTOMOTIVE GEARS LIMITED

Sd/-

LATA NARANG

Place : Dewas, Madhya Pradesh.

COMPANY SECRETARY & COMPLIANCE OFFICER

Date : 07th August, 2024

MEM NO. A66669

IMPORTANT NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020,

Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. 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 Obligations & Disclosure Requirements) Regulations 2015 (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 AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized 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 EGM/AGM will be provided by Purva.
3. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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 AGM/EGM. 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 AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM 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 Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com/>.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available - https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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

	<p>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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 & 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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(v) **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 or 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> ● 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).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) 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.
 - 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

(designated email address by company) 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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. of Company 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/EGM.
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 (company email id). 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 (company email id). 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/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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 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 or contact at **022- 022-49614132 and 022-35220056**.

Information of Director seeking re-appointment at the ensuing Meeting, as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

Name of Director	Kennedy Ram Gajra	Anmol Gajra	Parveen Kumar Shishodiya
Director Identification Number (DIN)	02092206	07835836	02138042
Date of birth	05/12/1962	15/01/1995	16/02/1960
Age	62 years	29 years	64 years
Nationality	Indian	Indian	Indian
Qualifications	Gear Manufacturing course from Gleason, USA, Graduate from Bombay University.	B.A.(Hons.) Business Economics – Lancaster University, UK and MSC Management –Cass Business School, London, UK.	Chartered Accountant (CA)- Member of Institute of Chartered Accountants India.
Date of first Appointment on the Board	25/10/1990	01/06/2017	27/01/2010

Tenure with the Company	34 years	7 years	14 years
Nature of his expertise in specific functional areas;	Wide Managerial experience in the Field Manufacturing of Railway Gears.	Experience in Manufacturing of Railway Gears.	Experience in the manufacturing industry stands poised to significantly enhance its trajectory, solidifying his reputation as a cornerstone figure in the sector's evolution.
Relationships between Directors inter-se	Father of Anmol Gajra	Son of Kennedy Ram Gajra	N.A.
List of the directorships held in other listed companies	NIL	NIL	NIL
Number of board Meetings attended during the year	7	7	7
Chairman/ Member in the Committees of the Boards of companies in which he is Director	Nil	Nil	N.A.
Number of Shares held in the Company as on March 31, 2024	19,76,857	1,332	Nil

Name of Director	Kamlesh Joshi	Divyanshi Joshi
Director Identification Number (DIN)	01783387	
Date of birth	24.07.1975	16.06.1999
Age	49 Years	25 Years
Nationality	Indian	Indian
Qualifications	Fellow member of the Institute of Company Secretaries of India (FCS-5096), 'Master of Commerce in Taxation' and Bachelor of Legislative Laws (Honours) from Devi Ahilya University, Indore.	Company Secretary, Member of Institute of Company Secretaries of India (ICSI).
Date of first Appointment on the Board	24/08/2024	24/08/2024

Tenure with the Company	N.A.	N.A.
Nature of his expertise in specific functional areas;	Worked with Khaitan Chemicals and Fertilizers Limited as Company Secretary and Senior General Manager (Key Managerial Personnel) for 25 years (1998 to 2023). Headed various departments such as Secretarial, Legal, Purchase, Finance, Procurement of Raw Materials & Agri Commodities, Stores Purchase, Personal & HR Function, Import & Export, Sale of Refined Oil and De-Oiled Cake, Chemicals and Derivatives Business.	Three years of experience in corporate governance, legal compliance, and company law. She has consistently demonstrated excellence in advising companies on complex legal and regulatory matters, ensuring adherence to the Companies Act and fostering a culture of transparency and ethical governance.
Relationships between Directors inter-se	N.A.	N.A.
List of the directorships held in other listed companies	NIL	NIL
Number of board Meetings attended during the year	N.A.	N.A.
Chairman/ Member in the Committees of the Boards of companies in which he is Director	Nil	Nil
Number of Shares held in the Company as on March 31, 2024	Nil	Nil

Place: Dewas, Madhya Pradesh

Date: 07th August, 2024

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 3

The Board of Directors of the Company (the 'Board'), at its meeting held on 23rd May, 2024 reappointed Mr. Kennedy Ram Gajra (DIN NO: 02092206), Managing Director of the Company, for the period of three years i.e. 1st July 2024 to 30th June 2027, subject to approval by shareholders in the ensuing Annual General Meeting. Shareholders' approval is also to be received for payment of remuneration as is recommended by the Nomination and Remuneration committee in its meeting held on 23rd May, 2024. In addition Regulation 17 (6) of SEBI (Listing obligations Disclosures Requirements), 2015, states that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, where there is more than one such director, if the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity. The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the company and also increased the limits of yearly Managerial remuneration in case of no profit or inadequate profit. The Companies Amendment Act, 2017 replaces the Central Government approval with the requirement of obtaining shareholders' approval through a special resolution.

Approval of the shareholders is, therefore, being sought for the revision of remuneration of Mr. Kennedy Ram Gajra (DIN NO: 02092206), Managing Director of the company as specified in the resolution and for payment of overall managerial remuneration in excess of 11% of net profits, including in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of the company computed in accordance with Schedule V of the Companies Act, 2013 which shall be approved for the remaining tenure of the appointment. Major terms of Remuneration of Mr. Kennedy Ram Gajra (DIN NO: 02092206), Managing Director shall be as per Terms & Conditions entered into an agreement with Mr. Kennedy Ram Gajra (DIN NO: 02092206) as Managing Director. Mr. Kennedy Ram Gajra (DIN NO: 02092206), Managing Director is 62 years of age and associated with the Company from last 34 years and during such association, he has served the Company. Considering his association with the Company and adequate experience in various fields, the Board recommends confirmation. 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.

The Board recommends the resolution at Item no. 3 to be passed as Special Resolution.

Item No. 4

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel Mr. Anmol Gajra, as a Whole Time Director as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee. Mr. Anmol Gajra has contributed to Companies success and wellbeing through his immense hard work and expertise leading to

companies progress, thus the Nomination and Remuneration Committee has decided to revise his remuneration upto Rs. 168 Lakhs. Considering his association with the Company and adequate experience in various fields, the Board recommends confirmation. The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the company and also increased the limits of yearly Managerial remuneration in case of no profit or inadequate profit.

The Board recommends the resolution at Item no. 4 to be passed as Special Resolution.

Item No. 5

To approve the appointment of Mr. Praveen Kumar Shishodiya, (DIN: 03011429) as a Non-Executive Director of the Company based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, it is proposed to appoint Mr. Praveen Kumar Shishodiya as a Non-Executive Director of the Company. In terms of Section 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment as a Non-Executive Director requires the approval of shareholders. The Company has received from Mr. Praveen Kumar Shishodiya, 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 in Form DIR-8. In the opinion of the Board Mr. Praveen Kumar Shishodiya fulfils the conditions for appointment as a Non-Executive Director as specified in Companies Act, 2013.

The proposed as a Non-Executive Director Mr. Pravin Kumar Shishodiya, a seasoned Chartered Accountant with over three decades of expertise, has been immersed in manufacturing since the outset of his professional journey. Renowned as a catalyst for industry rejuvenation, he has successfully restored multiple ailing enterprises, bolstering their financial robustness and orchestrating lucrative divestitures at premium valuations. With a notable tenure in the sugar sector exceeding two decades, his profound insights and adept stewardship have left an indelible mark on numerous ventures. His forthcoming involvement promises to be instrumental, serving as a pivotal asset to the industry's advancement.

Pravin Kumar Shishodiya's wealth of experience in the manufacturing industry stands poised to significantly enhance its trajectory, solidifying his reputation as a cornerstone figure in the sector's evolution. Mr. Praveen Kumar Shishodiya also brings a strong governance perspective and regulatory interface and knowledge, specifically in the Banking/Financial Services and Management domains.

The Board recommends the resolution at Item no. 5 to be passed as Ordinary Resolution.

Item No. 6

To approve the appointment of Mr. Kamlesh Joshi, (DIN: 01783387) as an Independent Director of the Company for a term of Five consecutive years Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, it is proposed to appoint Mr. Kamlesh Joshi as an Independent Director of the Company. In terms of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment

of Independent Directors requires the approval of shareholders. The Company has received from Mr. Kamlesh Joshi, 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 in Form DIR-8. In the opinion of the Board Mr. Kamlesh Joshi fulfils the conditions for appointment as Independent Director as specified in Companies Act, 2013 and is independent of the management. The proposed Independent Director has significant professional expertise and rich experience across a wide spectrum of functional areas and hence the Board considered that his association with the Company would be of immense benefit to the Company. A brief profile of the proposed Independent Director is provided below:

Mr. Kamlesh Joshi is a fellow member of ICSI (FCS – 5096) and has done Master of Commerce in Taxation and Bachelor of Legislative Law (Honours) from Delhi Ahilya University, Indore.

Mr. Kamlesh Joshi has worked with Khaitan Chemicals and Fertilizers Limited as Company Secretary and Senior General Manager (Key Managerial Personnel) for 25 years (1998 to 2023). During his service tenure he has headed various departments such as Secretarial, Legal, Purchase, Finance, Procurement of Raw Materials & Agri Commodities, Stores Purchase, Personal & HR Function, Import & Export, Sale of Refined Oil and De-Oiled Cake, Chemicals and Derivatives Business.

The Board recommends the resolution at Item no. 6 to be passed as Special Resolution.

Item No. 7

To approve the appointment of Ms. Divyanshi Joshi as an Independent Director of the Company for a term of Five consecutive years Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, it is proposed to appoint Ms. Divyanshi Joshi as an Independent Director of the Company. In terms of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Independent Directors requires the approval of shareholders. The Company has received from Ms. Divyanshi Joshi, 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 in Form DIR-8. In the opinion of the Board Ms. Divyanshi Joshi fulfils the conditions for appointment as Independent Director as specified in Companies Act, 2013 and is independent of the management. The proposed Independent Director has significant professional expertise and rich experience across a wide spectrum of functional areas and hence the Board considered that his association with the Company would be of immense benefit to the Company. A brief profile of the proposed Independent Director is provided below:

Ms. Divyanshi Joshi is a distinguished professional, recognized as an All India Ranker in the Company Secretary (CS) examination, graduated from DAVV University as a Bachelor of Law (L.L.B) and Bachelor of Commerce. She is having 3 years of experience in corporate governance, legal compliance, and company law. She has consistently demonstrated excellence in advising companies on complex legal and regulatory matters, ensuring adherence to the Companies Act and fostering a culture of transparency and ethical governance.

Stepping into the role of an Independent Director, she brings a rare combination of top-tier academic achievement and practical experience. Their strong foundation in legal frameworks, coupled with hands-on experience in corporate compliance, makes them exceptionally qualified to provide independent oversight and strategic guidance to the board of Company.

She is well-equipped to contribute to board discussions with a legal and compliance perspective that is both insightful and informed by a thorough understanding of statutory obligations.

The Board recommends the resolution at Item no. 7 to be passed as Special Resolution.

Item No. 8

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 50 Crores (Rupees Fifty Crores), as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.8 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no.4 of the accompanying notice.

The Board recommends the resolution at Item no. 8 to be passed as Special Resolution.

By order of the Board of Directors of
G. G. AUTOMOTIVE GEARS LIMITED

Sd/-
LATA NARANG
COMPANY SECRETARY & COMPLIANCE OFFICER
MEM NO. A66669

Place : Dewas, Madhya Pradesh.

Date : 07th August, 2024