



## GG ENGINEERING LTD.

(An Authorized OEM for Tata Motors Limited)

An ISO 9001 : 2015 Certified Company

Date: 04<sup>th</sup> September, 2020

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

Dear Sir,

**Scrip Code: 540614**  
**BSE Scrip ID: GGENG**

**Sub: Annual Report for the year 2019-20**

We are enclosing herewith Annual Report of G G Engineering Limited for the Financial year 2019-20.

Please take it on your record and oblige us.

For G G Engineering Limited

*Vinod Beriwal*

**Vinod Beriwal**  
**Managing Director**



**Enclosure: as above**



**G G ENGINEERING LIMITED**

**ANNUAL REPORT FOR THE YEAR OF 2019-20**

**CORPORATE IDENTITY NUMBER (CIN) - L28900MH2006PLC159174**

**Board of Directors**

Mr. Vinod Harmukhrai Beriwal – Managing Director

Mr. Kamal Beriwal – Whole Time Director

Mrs. Sangeeta Vinod Beriwal

Mrs. Rashi Gupta

Mr. Neeraj Mishra

Mr. Karan Mahesh Kapadia

Mr. Jaymin Piyushbhai Modi

Mr. Brijesh Dineshkumar Shah

**Chief Financial Officer (CFO)**

Mr. Uttam Kumar

**Company Secretary & Compliance Officer**

Ms. Apurva Singh

**Registered Office**

Office No. 203, 2<sup>nd</sup> Floor,  
Shivam Chambers CS Ltd. S.V. Road,  
Near Sahara Apartment,  
Goregaon (West),  
Mumbai - 400 104  
Email - gglimited@ggengg.in  
Tel: 91-22- 4924 1267; web: www. ggengg.in

**Plant**

715/716, GIDC Palej,  
District - Bharuch, Gujarat - 392220  
Tel: 91-2642- 277 720

**Registrars & Share Transfer Agents**

KARVY FINTECH PRIVATE LIMITED  
Karvy Selenium, Tower- B, Plot No. 31 & 32,  
Financial district, Nanakramguda,  
Serilingampally Mandal, Hyderabad,  
Telangana - 500 032  
Tel No.: +91 - 40 - 6716 2222  
Fax No.: +91 - 40 - 2343 1551  
Website: www.Karisma.@karvy.com  
E-mail ID: ggengg@karvy.com

**Statutory Auditors**

M/s. Goyal & Dedania,  
Chartered Accountants  
102, Unique Tower, Off S. V. Road,  
MTNL Exchange, Goregaon - West,  
Mumbai - 400 104  
Tel: +91-22-6698 9870 / 6698 9871  
E-mail: [nishant@cagoyal.com](mailto:nishant@cagoyal.com)/[accounts@cagoyal.com](mailto:accounts@cagoyal.com)  
Firm Registration No.-127312W  
Contact Person: Mr. Nishant Goyal

**Secretarial Auditors**

Bhuwadesh Bansal & Associates  
Company Secretaries  
002, Dreamland Park C wing CHS Ltd.  
Gokuldham Road, Near Vijay Park,  
Mira Road - East, Thane - 401 107,  
Tel: +91-07738181976  
Email Id: - [csbbansal@gmail.com](mailto:csbbansal@gmail.com)  
Contact Person: CS Bhuwadesh Bansal

**Important Communication to Members**

*The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their email address with the Company or M/s. Karvy Fintech Private Limited (RTA), to enable us to send all the documents through electronic mode in future.*

## NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of G G Engineering Limited will be held on Monday, 28th September, 2020 at 12.00 p.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

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The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet (Standalone & Consolidated) of the Company as at 31<sup>st</sup> March 2020 and statement of Profit & Loss Account for the year ended as on that date together with the reports of the Directors and Auditors thereon.
2. To appoint Mrs. Rashi Gupta (DIN: 06997278) as Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT**, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s. S G N & CO, Chartered Accountants (Firm Registration No. 134565W), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of one year till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS:-

4. To appoint Mr. Jaymin Modi as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Jaymin Modi (DIN: 07352950), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 2 (two) consecutive years on the Board of the Company."

5. To appoint Mr. Brijesh Dineshkumar Shah as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Brijesh Dineshkumar Shah (DIN: 07352957), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 2 (two) consecutive years on the Board of the Company."

Mumbai, 02<sup>nd</sup> September, 2020

CIN- L28900MH2006PLC159174

Registered Office:-

Office No. 203, 2<sup>nd</sup> Floor,

Shivam Chamber Chambers Coop Soc Ltd.,

Goregaon (west), Mumbai - 400 104

Email - gglimited@ggengg.in

By Order of the Board of Directors

For G G Engineering Limited

Sd/-

Vinod Beriwal  
Managing Director

## NOTES:-

- a. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- b. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- c. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- d. The Members can join the 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
- e. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- f. 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 the Circulars issued by the Ministry of Corporate Affairs 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. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- g. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.ggengg.in](http://www.ggengg.in) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- h. AGM 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- i. No proxy facility: The facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- j. No Route Map: Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at Office No. 203, 2<sup>nd</sup> Floor, Shivam Chambers Coop Soc Ltd., S.V Road, Goregaon West, Near Sahara Apartment Mumbai - 400104, which shall be the deemed venue of AGM.
- k. Dispatch of Notice, Annual Report, etc. to Shareholders: In compliance with the MCA Circular 20/2020 dated 5th May, 2020 and SEBI Circular no. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Annual Report including the notice of the e-AGM, indicating inter-alia, the process and manner of e-voting, is served only through electronic mode to members whose email IDs are registered with the Company / RTA of the Company/ Depository Participant(s) and are holding shares of the Company as on Friday 28<sup>th</sup> August, 2020 for the purpose. The Company will not be dispatching physical copies of the Notice and Annual Report to any Member. Members are requested to support Green Initiative by registering/ updating their e-mail addresses with the Depository Participant/RTA.

- l. The Company has notified closure of register of members and transfer books from Tuesday 22<sup>nd</sup> September, 2020 to Monday 28<sup>th</sup> September, 2020 (both days inclusive).
- m. The Scrutinizer, M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary (Membership No FCS6526 & COP No 9089) has been appointed as the Scrutinizer to scrutinize the remote e-voting/e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company [www.ggengg.in](http://www.ggengg.in), and [www.bseindia.com](http://www.bseindia.com) (where the Company is listed).
- n. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 24/09/2020 at 09.00 A.M and ends on 27/09/2020 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21<sup>st</sup> September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it subsequently.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password

to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csbbansal@gmail.com](mailto:csbbansal@gmail.com) <Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 gglimited@ggengg.in  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to gglimited@ggengg.in.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at gglimited@ggengg.in. The same will be replied by the company suitably.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT  
PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) Regulations, 2015**

Name	Mrs. Rashi Gupta
Directors Identification Number (DIN)	06997278
Date of Birth	29/01/1981
Date of First Appointment	21/11/2016
Expertise in specific functional area & experiences	Mrs. Rashi Gupta, aged 39 years, is a Director of our Company. She holds degree in Masters of Science. She is having more than 17 years of experience in administration activities. She takes keen interest in business policies and decision making. She is on Board of Company since November, 2016.
List of Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Dawn View Farms Private Limited</li> <li>2. Shashi Beriwal and Company Privatelimited</li> <li>3. Green Wood Estates Private Limited</li> <li>4. Kamal Ispat Private Limited</li> </ol>
Membership/ Chairmanships of Audit, Stakeholders and Remuneration Committee	Nil
No. of Equity Shares held in the company	Nil



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

Item No. 4:

Shri Jaymin Modi (DIN: 07352950), was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Shri Jaymin Modi fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Shri Jaymin Modi, as Independent Directors is now being placed before the Members for their approval. Shri Jaymin Modi is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

The Board of Directors recommends the Resolution in Item No. 4 of the Notice for approval by the Members.

None of the Promoters, Directors, Managers and Key Managerial Personnel of the Company or their relatives are interested in the resolution(s) No. 4 of the accompanying Notice.

The Board recommends passing of the resolution set out at Item No. 4 as Ordinary Resolution.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT  
PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) Regulations, 2015

Name	Mr. Jaymin Modi
Directors Identification Number (DIN)	07352950
Date of Birth	13/08/1992
Date of First Appointment	19/10/2019
Expertise in specific functional area & experiences	Mr. Jaymin Modi, aged 28 Years, is an Independent Director of our Company. He is Qualified Company Secretary and LLB from University of Mumbai. He is practising company secretary and more than 3 years experience. He is on Board of Company from October, 2019.
List of Directorship held in other Companies	1. Generic Engineering Construction and Projects Limited 2. Meritorious Corporate Advisors LLP 3. Welcon International Limited 4. Alan Scott Industries limited
Membership/ Chairmanships of Audit, Stakeholders and Remuneration Committee	1. Welcon International Limited
No. of Equity Shares held in the company	Nil

Item No. 5:

Shri Brijesh Dinesh Shah (DIN: 07352957), was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Shri Brijesh Dinesh Shah fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Shri Brijesh Dinesh Shah, as Independent Directors is now being placed before the Members for their approval. Shri Brijesh Dinesh Shah is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

The Board of Directors recommends the Resolution in Item No. 4 of the Notice for approval by the Members.

None of the Promoters, Directors, Managers and Key Managerial Personnel of the Company or their relatives are interested in the resolution(s) No. 4 of the accompanying Notice.

The Board recommends passing of the resolution set out at Item No. 5 as Ordinary Resolution.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT  
PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) Regulations, 2015

Name	Mr. Brijesh Dinesh Shah
Directors Identification Number (DIN)	07352957
Date of Birth	28/03/1993
Date of First Appointment	19/10/2019
Expertise in specific functional area & experiences	Mr. Brijesh Dinesh Shah, aged 27 Years,, is an Independent Director of our Company. He is Qualified Company Secretary and Masters in Business Law from University of Bangalore. He has worked with Bombay Stock Exchange Limited (BSE Ltd) as Assistant Manager in the Listing Sales & Operations department. He is currently working with Pillar Investment Co. Ltd as a Company Secretary and Compliance Officer. He is on Board of Company from October, 2019.
List of Directorship held in other Companies	1. Kuber Udyog Limited 2. Transglobe Foods Limited 3. Meritorious Corporate Advisors LLP
Membership/ Chairmanships of Audit, Stakeholders and Remuneration Committee	1. Kuber Udyog Limited 2. Transglobe Foods Limited
No. of Equity Shares held in the company	Nil

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

Sd/-  
Vinod Beriwal  
Managing Director

Mumbai, 02<sup>nd</sup> September, 2020

CIN- L28900MH2006PLC159174

Registered Office:-

OfficeNo. 203, 2<sup>nd</sup> Floor,

Shivam Chamber Premises CS Ltd.,

Goregaon (west), Mumbai - 400 104

Email - gglimited@ggengg.in

## DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting Annual Report together with the Audited Accounts and Auditors' Report for the year ended 31<sup>st</sup> March, 2020.

### 1. Financial Performance:-

The financial performance of the Company for the Year ended 31<sup>st</sup> March, 2020 is as summarized below:-

(In Lacs)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Gross Turnover & Other Income	1650.25	8221.91	2026.46	8221.91
Profit before Interest, Depreciation & Taxation	26.9	347.50	22.19	347.50
Less - Interest	-	-	-	-
Profit / (Loss) before Depreciation & Taxation	26.9	347.50	22.19	347.50
Less - Depreciation	21.33	19.14	85.70	19.14
Profit / (Loss) before tax	5.57	328.36	(63.51)	328.36
Less- Provision for Taxation (Incl. Deferred Tax)	(3.46)	21.04	(6.23)	102.04
<b>Net Profit / (Loss) for the year</b>	<b>9.03</b>	<b>226.32</b>	<b>(57.28)</b>	<b>226.32</b>

### 2. Performance Review:-

Your directors report that for the year under review, your Company has been able to achieve Turnover of Rs. 1650.25 Lakhs as compared to Rs. 8221.91 Lakhs in the previous year. The revenue from operations for the year 2020 decreased by 498.22% and Net Profit has decreased from Rs 9.03 Lakhs to Rs 226.33 Lakhs.

### 3. Impact of Covid-19 Pandemic and Mitigation Measures Implemented:-

Due to COVID-19 outbreak globally in 2020 and to restrict the spread of the pandemic in India, the Government announced national lockdown with effect from March, 2020, which caused disruption of supply of goods across business and industries. These restrictions had resulted in temporary shutdown of operations at all plants and offices for approximately 30 days. The Company has taken various steps to support its various stakeholders and maintain operations. In accordance with the Government's directive post partial lifting of the lockdown from April 2020 and after receiving the necessary approvals from the respective government departments, the Company had resumed partial operations. The necessary precautions and safety measures are put in place to maintain social distancing. The business of the Company is affected and reduced due to COVID-19 outbreak.

### 4. Extract of Annual Return:-

The Extract of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is enclosed as Annexure - I to this Report.

### 5. Capital Structure:-

There was a change in the Authorised Capital Structure during the Year.

During the year the Authorised Capital of the company is increased from existing Rs. 6,70,00,000/- (Rs. Six crores seventy Lakh) divided into 67,00,000 (sixty seven lakh) equity shares of Rs.10/- each to Rs. 10,50,00,000/- (Rs. Ten Crore Fifty Lakh only) divided into 1,05,00,000 (one crore five lakh) equity shares of Rs. 10/- each.

During the year under review, there is change in the paid up capital of the company. The paid up capital of the company is increased from Rs. 6,18,60,270/- (Six crore eighteen lakh sixty thousand two hundred & seventy) divided into 61,86,027 (Sixty one Lakh Eighty six thousands twenty seven Shares) equity shares of Rs. 10/- each to Rs. 103,10,450/- (Rupees Ten Crore Thirty one lakh four hundred & fifty) divided into 1,03,10,450 (one crore three lakh ten thousand and forty five) equity shares of Rs. 10/- each by allotment of 41,24,018 Bonus equity shares of Rs. 10/- each.

### 6. Bonus Issue:-

During the year under review, The Company issued Bonus Shares in the Ratio of 2:3 with approval of the shareholders on 19<sup>th</sup> June 2019. The Company has issued 41, 24,018 Bonus equity shares of Rs. 10/- each.

### 7. Dividend:-

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend distribution policy, has decided that it would be prudent, not to recommend any Dividend for the year under review.

**8. Reserve:-**

The Company has transferred current year's profit of Rs. 9.03 Lakhs to the Reserve & Surplus and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

**9. Directors and KMP:-**

Mrs. Rashi Gupta (DIN: 06997278) Director, retire from the Board by rotation and being eligible has offered herself for re-appointment at the ensuing Annual General Meeting.

During the year under review, there was Changes in the Composition of Board of Directors.

Mr. Jaymin Piyushbhai Modi (DIN: 07352950 and Mr. Brijesh Dineshkumar Shah (DIN: 07352957 was appointed in 19th October 2019 as additional (Independent Director).

Ms. Poonam Gupta resigned as Company Secretary and Compliance Officer of the Company w.e.f. 11<sup>th</sup> January, 2020.

During the year under review, Ms. Apurva Singh was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 13<sup>th</sup> February, 2020.

**10. Directors' Responsibility Statement:-**

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:-

- a) In the preparation of the annual accounts for the financial year 2019-20, the applicable accounting standards read with requirements set out under Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- b) Appropriate accounting policies have been selected and applied consistently and such judgments & estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the Profit of the Company for the accounting year ended on that date;
- c) Proper & sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing & detecting fraud and other irregularities; and
- d) The annual accounts of the Company have been prepared on a going concern basis.
- e) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

**11. Auditor:-**

Pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and pursuant to the recommendations of Audit Committee, it is proposed to appoint M/s. S G N & CO, Chartered Accountants, Mumbai (Firm Registration No. 134565W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting in the financial year 2020-21.

The Board of Directors recommended appointment of M/s. S G N & CO, Chartered Accountants, Mumbai (Firm Registration No. 134565W), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company. The Company has received an eligibility letter under section 141 of the Companies Act, 2013 and rules made thereunder that they are not disqualified.

**12. Auditors' Report:-**

The Notes on Financial statement referred to in the Auditors report are self - explanatory and do not call for any further comments. The Auditors Report does not contain any qualification, reservation or adverse remark.

**13. Subsidiary Company:-**

As on 31<sup>st</sup> March, 2020 the Company have a Subsidiary Company Named M/s. Shashi Beriwal and Company Private Limited.