



GG ENGINEERING LTD.

An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

27th May, 2024

Listing Compliance Department
BSE Limited
Phirozee Jeejeebhoy Towers
Dalal Street Fort,
Mumbai-400001

Scrip Code: 540614

Sub: Annual Secretarial Compliance Report for the year ended March 31,2024 as per Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (“Listing Regulation”)

Dear Sir/ Madam,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) read with the relevant Circular(s) issued by SEBI/Exchanges from time to time, please find attached herewith the Annual Secretarial Compliance Report of the Company, issued by a Company Secretary in practice issued in the prescribed form for the year ended March 31, 2024.

We request you to take this on record and to treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

For **GG Engineering Limited**

ATUL Digitally
signed by
ATUL

Atul Sharma
Managing Director
DIN: 08290588

Encl.: a/a

SECRETARIAL COMPLIANCE REPORT OF G G ENGINEERING LIMITED FOR THE YEAR ENDED MARCH 31, 2024

The Members,

G G Engineering Limited

Office No. 203,2nd Floor, Shivam Chambers Coop Soc Ltd.
 S.V Road, Goregaon West, Near Sahara Apartment
 Mumbai, Maharashtra- 400104

We, Kumar G & Co, *Company Secretaries* have conducted the Secretarial Compliance Audit of the applicable SEBI Regulations and the circulars/ guidelines issued thereunder for the period ended March 31, 2024 of G G Engineering Limited (“the listed entity”).

The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

- a) all the documents and records made available to us, and explanation provided by the listed entity,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the period ended March 31, 2024 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;*
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;*
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

***Not Applicable to the period under review as there is no such transaction.**

We hereby report that, during the review period the compliance status of listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS
1	Secretarial Standards: The Compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	Nil
2	Adoption and timely updation of the Policies:		

	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	Nil Nil
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed Entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes* Yes* Yes*	Nil Nil Nil
4	Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the Listed Entity	Yes	Nil
5	Details related to Subsidiaries of Listed Entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	NA NA	Nil Nil
6	Preservation of Documents: The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil
7	Performance Evaluation: The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	Nil
8	Related Party Transactions: <ul style="list-style-type: none"> (a) The Listed Entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The Listed Entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. 	Yes Yes	Nil Nil
9	Disclosure of events or information: The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder except as provided under separate paragraph herein.	Yes	Nil
10	Prohibition of Insider Trading: The Listed Entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11	Actions taken by SEBI or Stock Exchange(s), if any: No Action(s) has been taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein	Yes	Nil
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as provided under separate paragraph herein.	Yes	Nil

* with some delays and omissions, which were advised for correction during the audit process

Compliances related to resignation of Statutory Auditors from Listed Entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

S. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No instance of resignation of statutory auditors during the year under review
2	Other conditions relating to resignation of Statutory auditor		
	i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non receipt of information / explanation from the company, the auditor has informed the Audit committee the details of information / explanation sought and not provided by the management, as applicable. c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above communicate its views to management and the auditor. ii) Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	No instance of resignation of statutory auditors during the year under review
3	The Listed Entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure - A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No instance of resignation of statutory auditors during the year under review

Based on the above examination, we hereby report that, during the period under Review:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance requirement (Regulation/ circular/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of action i.e. Advisory/Fine/S how cause notice/warnings etc	Details of violations	Fine Amount	Observations/Remarks by PCS	Management Response	Remarks
1.	SEBI (LODR), 2015	Regulation 30	Intimations of various Board Approvals sent only through Board Meeting Outcome	-	-	Intimations of various Board Approvals sent only through Board Meeting Outcome, no separate intimations was made for each and every item approved	-	No remarks required. Though, company is advised to adopt the practice of reporting separate disclosures, for each and every material approvals, as a measure of good corporate governance practice.	-	-
2.	SEBI (LODR), 2015	Regulation 34	Delay in disclosure to Stock Exchange	-	-	Disclosure of Annual Report made after the Due date.	4,720/-	No comments required since the company has already paid the fine amount.	-	-
3.	SEBI (LODR), 2015	Regulation 13(1)	Delay in redressal of Investor grievance	BSE Limited	Penalty for delay	There was delay in redressal of investor grievance due to technical problem at CDSL.	Rs. 81,480/-	No comments required since the company has already paid the fine amount.	-	-
4.	SEBI(PIT), 2015	Reg 3(5) & (6)	Delay in filing of Structured Digital Database (SDD) Compliance Certificate	-	-	There was delay in filing SDD Compliance Certificate for the following quarters: 1) For quarter ending June 30, 2023, it was delayed filed by one day i.e. on July 22, 2023 2) For quarter ending September 30, 2023, it was delayed filed	-	Company has been advised to stay vigilant of the timelines as prescribed by SEBI.	-	-



						by 9 days i.e. on October 30, 2023				
5.	SEBI (LODR), 2015	Regulation 32	Deficiency/ Non-filing of Statement of Deviation or Variation	-	-	1) Quarter ended September 30, 2023: Inadvertently, the company failed to attach the statement of proceeds of Rights issue while submitting Statement of Deviation or Variation. Moreover, it didn't take any steps to upload the statement later on. 2) Quarter ended December 31, 2023: Company failed to submit Statement of Deviation or Variation	-	Company has been advised to be compliant of the SEBI Regulations and take necessary remedial actions in case of any non-compliance .	-	-
6.	SEBI (LODR), 2015	Regulation 24A, 29 and 30 read with SEBI Circulars	Delay in filing disclosures in XBRL format	-	-	1) XBRL of Secretarial Compliance Report for the year March 31, 2023 was delayed filed by 2 days i.e. on July 1, 2023 2) Change in management XBRL for matters pertaining to Board meeting held on July 5, 2023 was delayed filed on July 13, 2023. 3) Prior intimation of Board meeting was given on July 14, 2023	-	Company has been advised to stay vigilant of the timelines as prescribed by SEBI.	-	-



						but it's XBRL was delayed filed on July 17, 2023. 4) Prior intimation of Board meeting was given on August 29, 2023 but it's XBRL was delayed filed on August 31, 2023				
7.	SEBI (LODR), 2015	Regulation 33 & 52	Delayed submission of Declaration or Statement of Impact of Audit Qualifications not submitted for Year ended March 2023	BSE Limited	Query received from BSE Limited on April 28, 2023	<p>1) The company received a mail from BSE on April 28, 2023 to upload Declaration or Statement of Impact of Audit Qualifications, not submitted for both Consolidated and Standalone Financial results for the Year ended March 2023. The company submitted such statement on April 29, 2023 but didn't mention whether it pertains to Standalone or Consolidated Financial results.</p> <p>2) Company again received mail from BSE on May 19, 2023 requiring it to clearly mention whether the statement uploaded pertained to Standalone or Consolidated</p>	-	Company has been advised to be compliant of the SEBI Regulations and take necessary remedial actions in case of any non-compliance.	Company has re-submitted the disclosures in accordance with the requirements of Exchange.	-



						Financial results. The company again submitted the revised statement on June 8, 2023.				
8.	SEBI (LODR), 2015	Regulation 30	Non-filing in XBRL format	-	-	Company failed to submit certain XBRL filings to Stock Exchange including change in management, Allotment of Rights shares, Notice of AGM, Annual report, Prior intimation in case of Unaudited Financial results, Allotment of warrants, Issuance of securities pursuant to conversion of warrants etc.		Company has been advised to file such XBRL on immediate basis and be vigilant for such further XBRL filings as mentioned in SEBI circulars.	-	-
9.	SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023	SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023	Insufficient disclosure	BSE Limited	-	Letter of resignation of Mr. Deepak Kumar Gupta as Whole-time director was not attached while submitting outcome of Board meeting held on September 2, 2023 to Stock Exchange	-	Company has been advised to be compliant of the SEBI circular.	-	-
10.	SEBI (Substantial acquisition of shares and takeovers) regulations, 2011 "Takeover	Regulation 29 (1)	Delayed filing	-	-	Intimation was delayed reported to the stock exchange on August 7, 2023 by Mr. Praveen Kurele while the transaction	-	No comments required, since the lapse was on the part of Acquirer.	-	-

	Code”					was executed on September 13, 2022.				
11.	SEBI (LODR), 2015	Regulation 30(6) read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023	Delayed Submission of Proceedings of General Meetings.	BSE Limited	Query received from BSE Limited on April 6, 2024	The company received a mail regarding delayed submission of proceedings of Annual General Meeting held on September 29, 2023 i.e. beyond 24 hours of conclusion of AGM, seeking company to submit the revised corporate announcement along with explanation for delay.	-	Company has been advised to stay vigilant of the timelines as prescribed by SEBI.		

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance requirement (Regulations/circular/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of action i.e. Advisory/Fine/Show cause notice/warnings etc	Details of violations	Fine Amount	Observations/Remarks by PCS	Management Response
-	-	-	-	-	-	-	-	-	-

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

for **KUMAR G & Co.**
Company Secretaries

GUPTA P. K.
M.No. : A14629 | CP : 7579
UDIN: A014629F000428922

Date : May 23, 2024
Place : New Delhi