



## GG ENGINEERING LTD.

An ISO 9001: 2015 Certified Company  
CIN: L28900MH2006PLC159174  
cs@ggelimited.com

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29<sup>th</sup> May, 2023

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

**Scrip Code: 540614**

**Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended on 31<sup>st</sup> March, 2023**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and BSE Notice No. 20230316-14 dated 16<sup>th</sup> March, 2023, we are enclosing herewith the Annual Secretarial Compliance Report for the financial year ended on 31<sup>st</sup> March, 2023 issued by M/s. Kumar G & Co. , Company Secretaries, for the financial year ended on 31<sup>st</sup> March, 2023.

Please take the same on your records.

Thanking you

Yours Faithfully,

For **G G Engineering Limited**

**Atul Sharma**  
**Managing Director**  
**DIN: 08290588**

**Encl.: a/a**

# KUMAR G & Co.

## Company Secretaries

80/37A, First Floor, Near Bhagat Singh Park

Malviya Nagar, New Delhi 110017

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### SECRETARIAL COMPLIANCE REPORT OF G G ENGINEERING LIMITED FOR THE YEAR ENDED MARCH 31, 2023

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, 2023 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:

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

for the period ended March 31, 2023 in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- ~~Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;\*~~
- ~~Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;\*~~
- ~~Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;\*~~
- ~~Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;\*~~
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- 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	<b>Secretarial Standards:</b> 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	Yes	Nil

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	Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable		
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes Yes	Nil Nil
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>• The Listed Entity is maintaining a functional website</li><li>• Timely dissemination of the documents/information under a separate section on the website</li><li>• 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</li></ul>	Yes* Yes* Yes*	Nil Nil Nil
4	<b>Disqualification of Director:</b> 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	<b>Details related to Subsidiaries of Listed Entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>(a) identification of material subsidiary companies</li><li>(b) Disclosure requirement of material as well as other subsidiaries</li></ul>	NA NA	Nil Nil
6	<b>Preservation of Documents:</b> 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	<b>Performance Evaluation :</b> 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	<b>Related Party Transactions:</b> <ul style="list-style-type: none"><li>(a) The Listed Entity has obtained prior approval of Audit Committee for all related party transactions;</li><li>or</li><li>(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.</li></ul>	Yes Yes	Nil Nil
9	<b>Disclosure of events or information:</b> 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.	Yes	Nil
10	<b>Prohibition of Insider Trading:</b> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> 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.	Yes	Nil
12	<b>Additional Non-compliances, if any:</b>		

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No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil
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\* 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
<b>1</b>	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	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	NA	Nil
	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	NA	Nil
	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	Nil
<b>2</b>	<b>Other conditions relating to resignation of Statutory auditor</b>		
	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.	NA NA NA	Nil Nil Nil
	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	Nil
<b>3</b>	The Listed Entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in	NA	Nil

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Annexure - A in SEBI Circular CIR/ CFD/CMD1/ILLI2otg dated 18th October, 2019.		
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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 (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	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 23(9)	Delay in disclosure to Stock Exchange	-	-	Disclosure of Related Party Transactions made after the date of publication of its standalone financial results i.e. on April 28, 2023.	-	Company has been advised to stay vigilant of the timelines as prescribed by SEBI.	-	-
3.	SEBI (LODR), 2015	Regulation 30	-	-	-	Board meeting timings not mentioned in outcome of Board meeting held on August 3, 2022.	-	Company has been advised to be compliant of the SEBI Regulations.	-	-
4.	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. 28,880/-	No comments required. Since the company has already paid	-	-

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								the fine amount.		
5.	SEBI (LODR), 2015	Regulation 23(9)	Selection of incorrect year in XBRL reporting.	BSE Limited	Penalty was imposed, but was later waived off	The financial year in XBRL reporting was selected as 2021-22 instead of 2022-23 due to which the period pre-filled as 30th September, 2021 instead of 30th September, 2022.	-	No comments required.	-	-

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	Remarks
1.	Disclosure of encumbered shares under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	The Company had submitted the Disclosure of encumbered shares on a yearly basis under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with BSE Ltd on 4 <sup>th</sup> May, 2022, which was delayed by 23 days.	BSE Limited	Imposed penalty for delay in filing	Delay in filing of Disclosure of encumbered shares under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Rs.10,800/-	The Company had submitted the Disclosure of encumbered shares on a yearly basis under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with BSE Ltd on 4 <sup>th</sup> May, 2022, which was delayed by 23 days	The Company has submitted the disclosure on 4 <sup>th</sup> May, 2022 and also paid the penalty of Rs. 10,800/- for delay in filing.	Acknowledged

## 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.

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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*

PANKAJ  
KUMAR  
GUPTA

Digitally signed by  
PANKAJ KUMAR GUPTA  
Date: 2023.05.29  
16:43:39 +05'30'

GUPTA P. K.  
ACS : 14629 | CP : 7579  
UDIN: A014629E000410827

Date : May 29, 2023  
Place : New Delhi