



G G ENGINEERING LIMITED

ANNUAL REPORT FOR THE YEAR OF 2018-19

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

Chief Financial Officer (CFO)

Mr. Uttam Kumar

Company Secretary & Compliance Officer

Ms. Poonam Gupta

Registered Office

Office No. 203, 2nd 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 – 392 220
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/accounts@cagoyal.com
Firm Registration No.-127312W
Contact Person: Mr. Nishant Goyal

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 at Office No. 203, 2nd Floor, Shivam Chamber Premises CS Ltd., Goregaon (west), Mumbai - 400 104 on Monday, 30th September, 2019 at 4.00 p.m. to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2019 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 ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s. Goyal & Dedania, Chartered Accountants (Firm Registration No. 127312W), as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this meeting 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 re-appoint Mr. Kamal Beriwal (DIN: 00310692) as the Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and other applicable provisions, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the said act and to the consent of the members of the Company to be obtained at a General Meeting and subject to such other approvals as may be necessary in this regard, Mr. Kamal Beriwal (DIN: 00310692) be and is hereby appointed as the Whole-Time Director of the Company for the period of Three (3) years with effect from 12th April, 2019 to 11th April, 2022.

I. Tenure:

From 12th April, 2019 to 11th April, 2022.

II. Remuneration:

The Whole Time Director shall be paid Salary, Perquisites and allowances not exceeding Rs. 15,00,000/- per annum.

III. Minimum Remuneration:

Notwithstanding anything to contrary herein contained wherein any financial year closing on or after 31st March, 2019, the company has no profits or its profits are inadequate in any financial year. The Company may pay to the Whole - Time Director, a minimum remuneration as the same substantive level, as mentioned in clause II. above and in additions thereto the perquisites benefits expressly exempt from the aforesaid limit as specified under section IV of the Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and passed on the prevailing Effective Capital of the Company from time to time.

IV. Terms:

Mr. Kamal Beriwal shall not be subject to retirement by rotation during his tenure as the Whole Time Director of the Company. So long as he functions as the Whole Time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

**Sd/-
Poonam Gupta
Company Secretary**

Mumbai, 19th August, 2019

CIN- L28900MH2006PLC159174

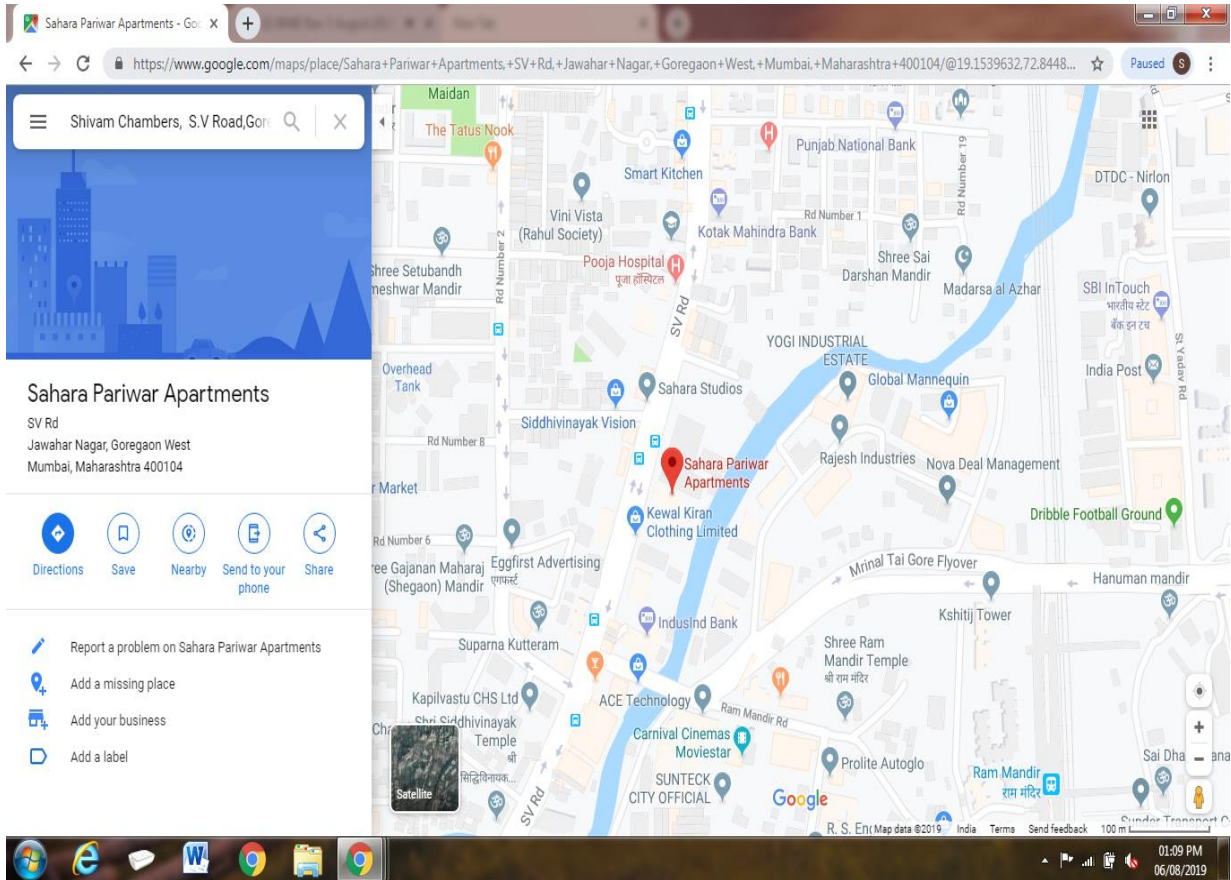
Registered Office:-

Office No. 203, 2nd Floor,
Shivam Chamber Premises CS Ltd.,
Goregaon (west), Mumbai - 400 104
Email - gglimited@ggengg.in

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. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY/PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- d. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- e. The Company has notified closure of register of members and transfer books from Thursday 26th September, 2019 to Monday 30th September, 2019 (both days inclusive).
- f. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.
- g. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their respective copy of the Annual Report to the Meeting and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.
- h. Non – Resident Indian Members are requested to inform the Company’s registrar and share transfer agents M/s. Karvy Fintech Private Limited immediately of -
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- i. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
- j. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- k. To support the ‘Green Initiative’, the Members holding shares in physical form and who have not registered their e-mail addresses are requested to register the same with the Company’s registrar and share transfer agents M/s. Karvy Fintech Private Limited.
- l. To comply with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory for all the investors including transferors to complete their KYC information. The Company have to update the member’s PAN No., Phone No., e-mail address and signature in the records. Kindly furnish the same via email at “gglimited@ggengg.in” or via hand delivery or courier the same to the registered office of the Company.
- m. M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretaries (Membership No. FCS 6526 & COP 9089), has been appointed as the Scrutinizer to conduct the voting process in a fair and transparent manner.

With reference to SS-2 for the easy Convenience of recipients of notice, Route Map to the venue of Annual General Meeting of the Company is as Under:



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

Item No. 4:

The Board of Directors, at its meeting held on 16th May, 2019, re-appointed Mr. Kamal Beriwal (DIN: 00310692), as the Whole Time Director of the Company, in terms of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act.

The Board is of the view that Mr. Kamal Beriwal has vast experience and knowledge and his re-appointment as the Whole Time Director on terms & conditions as mentioned below including remuneration, will be in the interest of the Company.

The Board commends an Ordinary Resolution set out at Item No. 4 of the Notice for the approval of Members. Save and except Mr. Kamal Beriwal, none of the other Directors, Key Managerial Personnel of the Company or their respective Relative is in any way concerned or interested in the said Resolution. The explanatory statement may also be regarded as a disclosure under Regulation 30 (7) of SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

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

Name	Mr. Kamal Beriwal
Directors Identification Number (DIN)	00310692
Background details	Mr. Kamal Beriwal, aged 37 Years, is the Promoter and Whole-Time Director of our Company. He holds the degree in Bachelor of Commerce by qualification. He is having more than 20 years of experience in the Business Administration & Finance. He looks after of routine operational activities of our Company. With his multifunctional experience, he guides company in growth strategies. He is on Board of Company since November, 2016.
Remuneration proposed	Rs. 15,00,000 /- per annum
Shareholding in G G Engineering Limited	990000 Equity Shares of Rs.10 each in the Company.
List of Directorship held in other Companies	Dawn View Farms Private Limited Green Wood Estates Private Limited Kamal Ispat Private Limited Shashi Beriwal and Company Private limited
Membership/ Chairmanships of Audit, Stakeholders and Remuneration Committee	None

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

Sd/-
Poonam Gupta
Company Secretary

Mumbai, 19th August, 2019

CIN- L28900MH2006PLC159174

Registered Office:-

OfficeNo. 203, 2nd 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 31st March, 2019.

1. Financial Performance:-

The financial performance of the Company for the Year ended 31st March, 2019 is as summarized below:-

(In Lacs)

Particulars	2018-19	2017-18
Gross Turnover & Other Income	8221.91	2242.61
Profit before Interest, Depreciation & Taxation	347.52	153.73
Less - Interest	-	-
Profit / (Loss) before Depreciation & Taxation	347.52	153.72
Less - Depreciation	19.15	9.92
Profit / (Loss) before tax	328.37	143.81
Less- Provision for Taxation (Incl. Deferred Tax)	102.04	41.87
Net Profit / (Loss) for the year	226.33	101.94
Add/ (less) - Balance brought forward from previous Year	122.17	20.23
Balance Carried to Balance Sheet	348.50	122.17

2. Performance Review:-

Your directors report that for the year under review, your Company has been able to achieve Turnover of Rs. 8221.91 Lakhs as compared to Rs. 2242.61 Lakhs in the previous year. The revenue from operations for the year 2019 increased by 366.62% and Net Profit has Increased from Rs 101.94 Lakhs to Rs 226.33 Lakhs.

3. Capital Structure:-

There was no change in the Authorised Capital Structure during the Year.

However the Company Converted 19,97,727 Warrants into Equity Shares pursuant to this Paid up Share Capital of the Company Increased from Rs. 4,18,83,000 (Rupees Four Crore eighteen Lakh eighty three thousands) Divided into 41,88,300 (Fourty one lakh eighty eight thousands three hundred Shares) 6,18,60,270 (Rupees Six Crore Eighteen Lakh Sixty thousands two seventy) to Divided into 61,86,027 (Sixty one Lakh Eighty six thousands twenty seven Shares).

During the year under review, the Company Converted 19,97,727 Warrants into Equity Shares and allotted Equity Shares as per the following table:-

Sr. No.	Date of Allotment	Number of Warrants Converted into Equity Shares	Nominal Amount Per Shares	Premium Amount per share	Value of Warrants Converted into Equity Shares
1.	18/07/2018	5,46,800	10/-	12/-	1,20,29,600
2.	20/07/2018	4,05,927	10/-	12/-	89,30,394
3.	16/01/2019	4,85,000	10/-	12/-	1,06,70,000
4.	21/01/2019	5,60,000	10/-	12/-	1,23,20,000
Total		19,97,727	-	-	4,39,49,994

During the year under review, the Company forfeited Rs. 50,006 (Rupees fifty thousands and six rupees) pursuant to not exercising of right to convert Warrants into Equity Shares within the due date.

4. 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.”

5. Reserve:-

The Company has transferred current year's profit of Rs. 226.23 Lakhs to the Reserve & Surplus and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

6. 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.

Mr. Kamal Beriwal (DIN: 00310692) Re-appointed as Whole Time Director of the Company for the period of 3 Year w.e.f. 12th April, 2019.

During the year under review, there was no Change in the Composition of Board of Directors.

During the year under review, Ms. Poonam Gupta was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 04th January, 2019

Ms. Apurwa Singh resigned as Company Secretary and Compliance Officer of the Company w.e.f. 04th January, 2019.

7. 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 2018-19, 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 31st March, 2019 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.

8. 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 Goyal & Dedania, Chartered Accountants, Mumbai (Firm Registration No. 127312W), as the Statutory Auditors of the Company to hold office from the conclusion of Twelveth Annual General Meeting until the conclusion of next Annual General Meeting in the financial year 2019-20.

The Board of Directors recommended appointment of M/S Goyal & Dedania, Chartered Accountants, Mumbai (Firm Registration No. 127312W), as the Statutory Auditors of the Company from the conclusion of forthcoming Annual General Meeting till the conclusion of 14th 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.

9. 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.

10. Subsidiary Company:-

As on 31st March, 2019 the Company does not have any Subsidiary Company.

11. Secretarial Auditors Report:-

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors of the Company have appointed M/s. Bhunwesh Bansal & Associates, Practicing Company Secretary firm (FCS -6526 & COP. No: 9089) as Secretarial Auditor to conduct Secretarial audit of the Company for the financial year ended on March 31, 2019. Secretarial Audit Report issued by M/s. Bhunwesh Bansal & Associate, Practicing Company Secretary firm in form MR-3 is enclosed as Annexure - II to this Annual Report.

12. Tax Provisions:-

The Company has made adequate provisions as required under the provisions of Income Tax Act, 1961 as well as other relevant laws governing taxation on the company.

13. Fixed Deposits:-

The Company has not accepted any deposits from the public in terms of Section 73,74, 75 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

14. Corporate Governance:-

Company is listed on BSE-SME. Hence, Corporate Governance Report is not applicable to the Company for financial year 2018-2019.

15. Conservation of energy, technology absorption and foreign exchange earnings and outgo:-

The particular as prescribed under sub-Section (3)(m) of section 134 of the Companies Act, 2013 read with Rule 8(3) the Companies (Accounts) Rules, 2014,

(i) Part A and B of the Rules, pertaining to conservation of energy and technology absorption, are not applicable to the Company.

(ii) Foreign Exchange Earnings and Outgo:

Foreign Exchange Earned - Rs. Nil

Foreign Exchange Used - Rs. Nil

16. Corporate Social Responsibility:-

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on Corporate Social Responsibility.

17. Particulars of Employees:-

None of the employee has received remuneration exceeding the limit as stated in Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

18. Number of Meetings of the Board of Directors:-

During the year ended March 31, 2019, Eighteen (18) Board Meetings were held. The dates on which the Board meetings were held are 15.05.2018, 18.05.2018, 29.05.2018, 18.07.2018, 20.07.2018, 27.07.2018, 17.08.2018, 12.09.2018, 04.10.2018, 10.11.2018, 06.12.2018, 04.01.2019, 16.01.2019, 21.01.2019, 24.01.2019, 25.01.2019, & 05.03.2019 .

19. Statement on Declaration Given By Independent Directors Under Sub-Section (6) of Section 149:-

The independent directors have submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-Section(6).

20. Particulars of Loan, Guarantees And Investments By Company:-

Details of Loans, Guarantees and Investments made, if any are disclosed in Notes to Financial Statements for the year ended 31st March 2019.

21. Related Party Transactions:-

During the year under review, besides the transactions reported in Notes to Accounts, forming part of the Annual Report. There were no other related party transactions with its promoters, directors, and management that had a potential conflict of interest of the Company at large.

22. 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.

23. Significant And Material Orders Passed By The Regulators or Court:-

There are no Significant and Material orders passed by the regulators or Courts that would impact the going concern status of the Company and its future operations.

24. Audit Committee:-

In accordance with the provisions of Section 177 of the Companies Act, 2013 the Company has constituted an Audit Committee comprising of the following Directors viz., Mr. Karan Mahesh Kapadia (Chairman), Mr. Neeraj Kumar Mishra and Mr. Vinod Harmukhrai Beriwal. Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

During the year 2018-19, Five (5) Audit Committee Meetings were held on 12.04.2018, 29.05.2018, 20.07.2018, 10.11.2018 & 21.01.2019.

25. Nomination and Remuneration Committee:-

In accordance with the provisions of Section 178(1) of the Companies Act, 2013, the Company has re-constituted a Nomination and Remuneration Committee comprising of the following Directors viz., Mr. Neeraj Kumar Mishra (Chairman), Mrs. Sangeeta Vinod Beriwal and Mr. Karan Mahesh Kapadia. Nomination and Remuneration Committee acts in accordance with the terms of reference specified from time to time by the Board.

During the year 2018-19, Two (2) Nomination and Remuneration Committee Meeting were held on 10.05.2018 and 04.01.2019.

26. Stakeholders Relationship Committee:-

In accordance with the provisions of Section 178(5) of the Companies Act, 2013, the Company has constituted a Stakeholders Relationship Committee comprising of the following Directors viz., Mr. Neeraj Kumar Mishra (Chairman), Mr. Karan Mahesh Kapadia and Mr. Vinod Harmukhrai Beriwal. Stakeholders Relationship Committee acts in accordance with the terms of reference specified from time to time by the Board.

During the year 2018-19, One (1) Stakeholders Relationship Committee Meeting were held on 04.01.2019.

27. Risk Management Policy:-

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. The Company on various activities also puts necessary internal control systems in place across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

28. Nomination And Remuneration policy of Directors, Key Managerial Personnel And other Employees:-

In adherence of Section 178(1) of the Companies Act, 2013, the Board of Directors of the Company in its Meetings, approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are – Company Philosophy, Guiding Principles, Nomination of Directors, Remuneration of Directors, Nomination and Remuneration of the Key Managerial Personnel (other than Managing/Whole-time Directors), Key-Executives and Senior Management and the Remuneration of Other Employees.

29. Details in Respect of Adequacy of Internal Financial Controls with Reference to the Financial Statement:-

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

Further, the testing of such controls shall also be carried out independently by the Statutory Auditors as mandated under the provisions of the Companies Act, 2013.

In the opinion of the Board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company.

30. Acknowledgement:-

The Board wishes to place on record its sincere appreciation for the assistance and co-operation received from Bankers, Government Departments and other Business Associates for their continued support towards the conduct of operations of the Company efficiently.

The Directors express their gratitude to the shareholders for their continuing confidence in the Company. The Directors also acknowledge the hard work and persuasive efforts put in by the employees of the Company in carrying forward Company's vision and mission.

**On behalf of the Board of Directors,
For G G Engineering Limited**

**Sd/-
Vinod Harmukhrai Beriwal
Chairman**

Place: Mumbai,

Date: May 16, 2019

Sub Total (A)(1):-	3060200	0	3060200	73.07	3935200		3935200	63.61	(9.46)
(2) Foreign									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals									
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....									
Sub Total (A)(2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3060200	0	3060200	73.07	3935200		3935200	63.61	(9.46)
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	0	0	0	0	0	0	0	0	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govet(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	348192	0	348192	8.31	360000	0	360000	5.82	(2.49)
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	508080	2000	510080	12.18	600827	0	600827	9.71	(2.47)
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	269828	0	269828	6.44	1287000	0	1287000	20.80	14.36
(c) Others (specify)	0	0	0	0	3000	0	3000	0.05	0.05
Sub-total (B)(2):-	1126100	2000	1128100	26.93	2250827	0	2250827		26.98
Total Public Shareholding (B) = (B)(1)+(B)(2)	1126100	2000	1128100	26.93	2250827	0	2250827	36.39	9.46
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total(A + B + C)	4188300	0	4188300	100	6186027	0	6186027	100	-

(ii) Shareholding of Promoters and Promoters group

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Mr. Vinod Harmukhrai Beriwal	765000	18.26	0	990000	16.00	0	(2.06)
2	Mrs. Sangeeta Vinod Beriwal	765000	18.26	0	965000	15.60	0	(2.66)
3	Mr. Kamal Beriwal	765000	18.26	0	990000	16.00	0	(2.06)
4	Mrs. Rashi Gupta	765000	18.26	0	990000	16.00	0	(2.06)
5	Mrs. Shashi Devi Beriwal	100	0	0	100	0.00	0	0.00
6	Mr. Ashok Beriwal	100	0	0	100	0.00	0	0.00

(iii). Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Vinod Harmukhrai Beriwal				
At the beginning of the year	765000	18.26		
At the End of the year	990000	16.00	990000	16.00
Mr. Kamal Beriwal				
At the beginning of the year	765000	18.26		
At the End of the year	990000	16.00	990000	16.00

(iii) Shareholding Pattern of top ten Shareholders (other than Directors and Promoters):

Sr. No.		Shareholding at the beginning of the year 31/03/2018		Cumulative Shareholding during the year 31/03/2019	
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year
1.	HARDIK MANOJ SHAH				
	At the beginning of the year	--	-	-	
	Purchase	-	-	500000	8.08
	At the End of the year	-	-	500000	8.08
2.	MANISHA MANOJ SHAH				
	At the beginning of the year	-	-		
	Purchase	-	-	320000	5.17
	At the End of the year	-	-	320000	5.17
3.	JIGNASA RAJESH SHAH				
	At the beginning of the year	-	-		
	Purchase	-	-	220000	3.56

	At the End of the year	-	-	220000	3.56
4.	PREMLATHA				
	At the beginning of the year	54000	12.90		
	Purchase	-	-	6000	0.097
	At the End of the year	54000	12.90	60000	0.97
5.	PRIYANKA VIJLANI				
	At The Beginning Of The Year	-	-		
	Purchase	-	-	-	-
	At The End Of The Year	-	-	40000	0.65
6.	NISHA .				
	At the beginning of the year	-	-		
	Purchase	-	-	36000	0.58
	At the End of the year	-	-	36000	0.58
7.	NISHA				
	At the beginning of the year	-	-		
	Purchase	-	-	172	0.04
	At the End of the year	23828	0.57	24000	0.39
8.	VIPUL MANSUKLAL PAUN				
	At the beginning of the year	-	-		
	Purchase	-	-	9000	0.145
	At the End of the year	12000	2.87	21000	0.34
9.	NAMRA PAUN				
	At the beginning of the year	-	-		
	Purchase	-	-	9000	0.145-
	At the End of the year	12000	2.87	21000	0.34
10.	PRITI BOKDIA				
	At the beginning of the year	-	-		
	Sale	-	-	3000	0.048
	At the End of the year	21000	0.50	18000	0.30

(iv) Shareholding of Directors and Key Managerial Personnel:

Sr.No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Vinod Harmukhrai Beriwal				
	At the beginning of the year	765000	18.26	-	-
	At the End of the year	765000	18.26	990000	16.00
2.	Mrs. Sangeeta Vinod Beriwal				
	At the beginning of the year	765000	18.26	-	-
	At the End of the year	765000	18.26	965000	15.60
3.	Mr. Kamal Beriwal				
	At the beginning of the year	765000	18.26	-	-
	At the End of the year	765000	18.26	990000	16.00
4.	Mrs. Rashi Gupta				
	At the beginning of the year	765000	18.26	-	-
	At the End of the year	765000	18.26	990000	16.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	354664	N.A	N.A	354664
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	354664	N.A	N.A	354664
Change in Indebtedness during the financial year				
• Addition	8785778	N.A	N.A	8691677
• Reduction	(94101)			
Net Change	8691677	N.A	N.A	8691677
Indebtedness at the end of the financial year				
i) Principal Amount	9046341	N.A	N.A	9046341
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	9046341	N.A	N.A	9046341

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to Managing Directors & whole time Director:

Sr. No.	Particulars of Remuneration	Name of MD - Mr. Vinod Harmukhrai Beriwal	Name of WTD- Mr. Kamal Beriwal	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,00,000	12,00,000	24,00,000
	(b) Value of perquisites u/s 17(2)Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act		10% of Net Profit for all Executive Directors - Managing and Whole Time Director; 5% of Net profit to any one Managing or Whole Time Director	
		-		-

A. Remuneration to other directors:

Sr. no.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Mr. Neeraj Kumar Mishra	Mr. Karan Mahesh Kapadia	
	<ul style="list-style-type: none"> • Fee for attending board / committee meetings • Commission • Others, please specify 	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2	Other Non-Executive, Executive and Non-Independent Directors	-	Mrs. Sangeeta Vinod Beriwal	Mrs. Rashi Gupta
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration			
	Overall Ceiling as per the Act	1% of Net Profit of the Company for all Non Executive Directors		

B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. no.	Particulars of Remuneration	Key Managerial Personnel	
		CFO Mr. Uttam Kumar	Total
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit		
	-others, specify...		
5.	Others, please specify	-	-
	Total	-	-

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Against the Company, Directors and other Officer in Default under the Companies Act, 2013: NONE

Annexure - II
SECRETARIAL AUDIT REPORT
FORM NO. MR - 3
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration personnel Rule, 2014)]

To,
The Members,
G G Engineering Limited
Office No. 203, 2nd Floor,
Shivam Chambers Co-op Soc Ltd.,
S.V. Road, Goregaon - West,
Near Sahara Apartment,
Mumbai - 400104

I have conducted the secretarial audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by G G Engineering Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/Statutory compliances and expressing my opinion thereon.

Based on my verification of G G Engineering Limited's books, papers, minute books, form and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, form and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (3) The Depository Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) Foreign Exchange Management Act 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulation and Guidelines prescribed under the Securities and Exchange Board of India Act 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993, regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit period)**

(6) Other laws applicable specifically to the Company:

1. Bombay Shops and Establishments Act.
2. Income Tax Act 1961.
3. Factory Act, 1948

I have also examined Compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to listing agreement entered into by the Company with BSE SME Platform.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with Proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the under review of audit period the Company has Converted Warrants into Equity Shares to Promoters and Non Promoters as below:-

Sr. No.	Date of Conversion	No. of Warrants converted in to Equity Shares	Conversion Price (in Rs.)	Date of Listing on BSE - SME Platform
1	18 th July, 2018	546800	22/-	26 th September, 2018
2	20 th July, 2018	405927	22/-	26 th September, 2018
3	16 th January, 2019	485000	22/-	14 th March, 2019
4	21 st January, 2019	560000	22/-	14 th March, 2019

I further report that during the audit period, there were no instances of:

- (i) Right/ debentures/ sweat equity.
- (ii) Redemption/ buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

Place: Mumbai

Date: 16th May, 2019

For Bhunesh Bansal & Associates

Sd/-
Bhunesh Bansal
Proprietor
FCS No. - 6526
CP No. - 9089

This Report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
G G Engineering Limited
Office No. 203, 2nd Floor,
Shivam Chambers Co-op Soc Ltd.,
S.V Road, Goregaon - West,
Near Sahara Apartment,
Mumbai - 400104

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 16th May, 2019

For Bhwnesh Bansal & Associates

Sd/-
Bhwnesh Bansal
Proprietor
FCS No. - 6526
CP No. - 9089

Independent Auditor's Report

To
The Members of G G Engineering Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of G G Engineering Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143(3) of the Act, we report that:
- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the financial statements dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
 - e. on the basis of the written representations received from the directors as on 31 March 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date as per annexure B expressed
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigations which would impact its financial position.
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Goyal & Dedania
Chartered Accountants
Firm's Registration No.: 127312W

Sd/-
Nishant Goyal
Partner
Membership No.: 111 250

Place: Mumbai

Date:16/05/2019

Annexure A

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties are held in the name of the Company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification/ material discrepancies noticed on physical verification have been properly dealt with in the books of account.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion the, company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security.
- (v) In our opinion, the Company has complied with the directives issued by the Reserve Bank of India, the provisions of Sections 73 to 76 and other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) as applicable, with regard to the deposits accepted. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal, in this regard.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii)(a) Undisputed statutory dues including income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) There are no dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion, the Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank or government or any dues to debenture-holders during the year.
- (ix) In our opinion and according to the information given to us, the moneys raise by way of initial public offer or further public offer (including debt instruments) have been applied for the purpose which they have taken and did not have any term loans outstanding during the year.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) In our opinion, managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 of the Act read with Schedule V to the Act.

- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) During the year, the company has made preferential allotment of shares. In respect of the same, in our opinion, the company has complied with the requirement of section 42 of the Act and the amounts raised have been used for the purposes for which the funds were raised
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with them.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Goyal & Dedania
Chartered Accountants
Firm's Registration No.: 127312W

Sd/-
Nishant Goyal
Partner
Membership No.: 111250

Place: Mumbai
Date: 16/05/2019

Annexure B

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the standalone financial statements of G G Engineering Limited ("the Company") as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Goyal & Dedania**
Chartered Accountants
Firm's Registration No.: 127312W

Sd/-
Nishant Goyal
Partner
Membership No.: 111250

Place: Mumbai
Date: 16/05/2019

Balance Sheet as at March 31, 2019

Particulars	Note No	As at March 31, 2019	As at March 31, 2018
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	6,18,60,270	4,18,83,000
Reserve and Surplus	3	6,99,83,061	2,33,77,650
Money received against share warrant	4	12,502	1,13,57,500
		13,18,55,832	7,66,18,150
Non Current Liabilities			
Long Term Borrowings	5	90,46,341	3,54,664
Deferred Tax Liabilities	6	32,91,318	11,87,214
		1,23,37,659	15,41,878
Current Liabilities			
Short Term Borrowings	7	2,90,12,130	1,92,78,150
Trade Payables	8	3,86,06,207	3,93,00,898
Other Current Liabilities	9	1,29,10,963	59,48,727
		8,05,29,301	6,45,27,775
Total		22,47,22,793	14,26,87,802
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	10	3,33,04,871	3,08,86,734
Non - Current investments	11	4,90,75,000	25,000
Long-term loans and advances	12	13,34,226	16,75,784
Other Non Current Assets	13	4,50,000	29,50,000
		8,41,64,097	3,55,37,518
Current assets			
Inventories	14	1,94,52,989	3,27,69,998
Trade receivables	15	9,42,76,869	6,78,87,993
Cash and cash equivalents	16	1,14,70,010	15,10,952
Short Term Loans and Advances	17	1,45,49,786	15,07,094
Other Current Assets	18	8,09,042	34,74,248
		14,05,58,696	10,71,50,284
Total		22,47,22,793	14,26,87,802

As per our attached report of even date.

Goyal & Dedania
Chartered Accountants

FRN 127312
Sd/-

Nishant Goyal
Partner
Membership No 111250
Place: Mumbai
Date: 16/05/2019

For & on behalf of the Board of Directors of
G G Engineering Limited

Sd/-
Vinod Beriwal
Managing Director
DIN No.: 01817948

Sd/-
Kamal Beriwal
Whole Time Director
DIN No.: 00310692

Sd/-
Poonam Gupta
Company Secretary

Sd/-
Uttam Kumar
Chief Finance Officer

Statement of Profit and Loss for the year ended March 31, 2019

Particular	Note No	As at March 31, 2019	As at March 31, 2018
Revenue:			
Revenue from Operations	21	82,05,41,465	22,21,62,274
Other income	22	16,49,718	20,98,788
Total Revenue		82,21,91,183	22,42,61,062
Expenses:			
Cost of materials consumed	23	5,75,58,306	4,00,33,384
Changes in Stock of Work in Progress and Stock in Trade	24	1,19,67,811	11,36,450
Purchase of Traded Goods		69,98,95,109	14,68,66,355
Employee benefits expense	25	51,47,052	53,34,252
Finance costs	26	35,19,731	26,63,654
Depreciation and Amortization expense	10	19,14,851	9,91,522
Other expenses	27	93,51,531	1,28,53,961
Total expenses		78,93,54,391	20,98,79,579
Profit before exceptional and extraordinary items and tax		3,28,36,791	1,43,81,483
Add: Prior Period Adjustment (Refer Note 10)		-	-
Profit before tax (V- VI)		3,28,36,791	1,43,81,483
Tax expense:			
(1) Current tax		81,00,000	30,00,000
(2) Deferred tax Liability/(Assets)	6	21,04,104	11,87,214
		1,02,04,104	41,87,214
Net Profit/(Loss) carried to next period/year			
Earnings per share (Nominal Value per share: Rs. 10)	29	2,26,32,687	1,01,94,269
Basic		3.66	2.64
Diluted		3.66	1.74

As per our attached report of even date.

For & on behalf of the Board of Directors of
G G Engineering Limited

Goyal & Dedania
Chartered Accountants

FRN 127312

Sd/-

Nishant Goyal
Partner
Membership No 111250
Place: Mumbai
Date: 16/05/2019

Sd/-
Vinod Beriwal
Managing Director
DIN No.: 01817948

Sd/-
Poonam Gupta
Company Secretary

Sd/-
Kamal Beriwal
Whole Time Director
DIN No.: 00310692

Sd/-
Uttam Kumar
Chief Finance Officer

Cash Flow Statement for the year ended March 31, 2019

Particulars		As at March 31, 2019	As at March 31, 2018
A. Cash Flow from Operating Activities:			
Net profit before Tax		3,28,36,791	1,43,81,483
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and Amortisation		19,14,851	9,91,522
Interest income		(1,74,281)	(1,11,985)
Dividend Income		-	(19,886)
(Increase)/Decrease in Long Term Loans and Advances		3,41,558	-
Profit in sale of fixed assets		-	(19,16,897)
Interest expense		35,19,731	26,63,654
Operating Profit before Working Capital Changes		3,84,38,651	1,59,87,891
Adjustments for movement in Working Capital:			
(Increase)/Decrease in Trade receivable & Other Current Assets		-	(5,42,45,009)
(Increase)/Decrease in Trade receivable		(2,63,88,876)	-
(Increase)/Decrease in Short Term Loans and Advances		(1,30,42,692)	-
(Increase)/Decrease in Other Current Assets		26,65,206	-
(Increase) / Decrease in Inventories		1,33,17,009	(76,86,304)
Increase/(Decrease) in Trade Payables and other current liabilities		-	2,37,37,334
Increase / (Decrease) in Trade Payables		(6,94,691)	-
Increase/ (Decrease) in Other Current Liabilities		69,62,237	-
		2,12,56,844	(2,22,06,088)
Cash Generated from Operations		(56,00,133)	(15,11,187)
Direct Taxes paid (net of refund)			
Net Cash from Operating Activities		1,56,56,711	(2,37,17,275)
B. Cash Flow from Investing Activities:	(A)		
Sale of Fixed Assets		-	40,00,000
Purchase of Fixed Assets		(43,32,855)	(1,42,53,638)
Long term Loans and Advances given		(4,90,50,000)	5,72,643
Interest Income		1,74,281	1,11,985
Dividend Income		-	19,886
Net Cash used in Investing Activities		(5,32,08,574)	(95,49,124)
C. Cash Flow from Financing Activities:	(B)		
Repayment of Long term borrowings		-	(34,92,614)
Interest Paid		(35,19,731)	(26,63,654)
Proceeds from Long term borrowings		86,91,677	3,54,664
Proceeds from Short term borrowings		97,33,980	76,09,600
Proceeds from Share Warrant		(1,13,44,999)	1,13,57,500
Proceeds from Issue of Shares		1,99,77,270	1,12,80,000
Proceeds from Issue of Shares - Securities Premium		2,39,72,724	1,11,60,000
Proceeds/ (repayment) from/ (of) long term borrowings		-	(31,37,950)
Net Cash used in Financing Activities		4,75,10,922	3,24,67,545
	(C)		
Net Increase/(Decrease) in Cash and Cash equivalents		99,59,058	(7,98,854)
Cash and Cash equivalents - Opening Balance		15,10,952	6,60,669
Cash and Cash equivalents - Closing Balance		1,14,70,010	15,10,952

As per our attached report of even date.

For & on behalf of the Board of Directors of
G G Engineering Limited

Goyal & Dedania
Chartered Accountants

FRN 127312
Sd/-

Nishant Goyal
Partner
Membership No 111250
Place: Mumbai
Date: 16/05/2019

Sd/-
Vinod Beriwal
Managing Director
DIN No.: 01817948

Sd/-
Poonam Gupta
Company Secretary

Sd/-
Kamal Beriwal
Whole Time Director
DIN No.: 00310692

Sd/-
Uttam Kumar
Chief Finance Officer

General Information

GG Engineering Limited ("the Company") is a company limited by shares having its registered office at Office No. 203, 2nd Floor, Shivam Chambers CS Ltd. S.V. Road, Near Sahara Apartment, Goregaon (West), Mumbai – 400 104. It has factory at Bharuch, Gujrat where it has business of assembling and selling of electrical generator sets and acoustic enclosures. From Ghaziabad, Uttar Pradesh, the company is trading into Iron and Steel Metals. Its equity shares are listed in India on SME platform of Bombay Stock Exchange.

Note 1

Summary of Significant Accounting Policies

a. Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7(1) of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III (Division I) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

b. Tangible Assets

Tangible Assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any, except in case of land which is carried at revalued amount. Cost comprises of the purchase price including import duties and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management. Subsequent costs related to an item of Property, Plant and Equipment are recognised in the carrying amount of the item if the recognition criteria are met.

Items of Property, Plant and Equipment that have been retired from active use and are held for disposal are stated at the lower of their net carrying amount and net realisable value and are shown separately in the financial statements under the head 'Other current assets'. Any write-down in this regard is recognised immediately in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets, based on technical evaluation done by management's expert, which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset. The useful life, residual value and the depreciation method are reviewed at least at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.

The estimates of useful lives of tangible assets are as follows :

Assets	Useful Life
Factory Building	60 years
Plant & Machinery	15 years
Electrical Installations	15 years
Office Equipments	5 years
Furniture	10 years
Computer	3 years
Motor Car	10 years

c. Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments, such reduction being determined and made for each investment individually.

d. Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

e. Foreign Currency Translation

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

f. Revenue Recognition

Sale of goods: Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods and are recognised net of trade discounts, rebates, sales taxes and excise duties.

Sale of Services: In contracts involving the rendering of services, revenue is measured using the proportionate completion method when no significant uncertainty exists regarding the amount of the consideration that will be derived from rendering the service and are recognised net of service tax.

g. Other Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend: Dividend income is recognized when the right to receive dividend is established.

h. Current and deferred Tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. In situations, where the Company has unabsorbed depreciation or carry forward losses under tax laws, all deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

i. Provisions and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

j. Earning per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

k. Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter-segment revenue is accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses is identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, are included under "Unallocated corporate expenses/income".

l. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

Note 2: Share Capital

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Rs.	Number	Rs.
Authorized Share Capital				
Equity Shares of Rs. 10 each	67,00,000	6,70,00,000	67,00,000	6,70,00,000
Issued, Subscribed & Paid up				
Equity Shares of Rs. 10 each	61,86,027	61,86,0270	41,88,300	4,18,83,000
	61,86,027	61,86,0270	41,88,300	4,18,83,000

The reconciliation of the number of shares outstanding and the amount of share capital:

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	41,88,300	4,18,83,000	3,060,300	30,603,000
Shares Issued during the year	19,97,727	1,99,77,270	1,128,000	11,280,000
Shares outstanding at the end of the year	61,86,027	6,18,60,270	4,188,300	41,883,000

Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of Shareholders holdings pattern

Name of Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of Shares Held	% of holding	No. of Shares held	% of Holding
VinodBeriwal	9,90,000	16.00%	765,000	18.27%
SangeetaBeriwal	9,65,000	15.60%	765,000	18.27%
Kamal Beriwal	9,90,000	16.00%	765,000	18.27%
RashiGupta	9,90,000	16.00%	765,000	18.27%
Hardik Shah	5,00,000	8.08%	-	-
Manisha Shah	3,20,000	5.17%	-	-
	47,55,000	76.87%	30,60,000	73.06%

Fresh Issue of shares

The Company has issued 12,000 equity shares in April, 2017 at Rs. 10 per share.

IPO-Fresh Issue of shares

The Company has completed the initial Public offering of Fresh Issue of 11,16,000 equity shares of Rs. 10 each at issue price of Rs. 20 each. Its equity shares at listed in India on SME platform of Bombay Stock Exchange w.e.f July 17, 2017.

Note 3: Reserve & Surplus Securities Premium Account

Particulars	As at March 31, 2019	As at March 31, 2018
Balance as per Previous Year	11,160,000	-
Add : Shares issued during the year	2,39,72,724	11,160,000
Balance carried forward to next Year	3,51,32,724	11,160,000

Surplus in Statement of Profit and Loss Account

Particulars	As at March 31, 2019	As at March 31, 2018
Balance as per Previous Year	1,22,17,650	2,023,381
Add : Net Profit/(Loss) for the current year	2,26,32,687	10,194,269
Balance carried forward to next Year	3,48,50,337	12,217,650

Note 4: Money received against share warrant

Particulars	As at March 31, 2019	As at March 31, 2018
Balance as per Previous Year	11,357,500	-
Add : Warrants issued during the year*	3,26,04,996	11,357,500
Less: Shares Issued against Warrants during the year (Refer Note 2)	4,39,49,994	
Balance carried forward to next Year	12,502	11,357,500

* The company has issued 20 Lacs convertible warrant at issue price of Rs. 22 per warrant on October 13, 2017. Subsequently, the price was revised to Rs. 37 on February 2, 2018 as per regulation 76(3) of SEBI (ICDR), Regulation, 2009.

The Company has Converted 19,97,727 convertible warrant in to Equity Shares during the Year.

Note 5: Long Term Borrowings

Particulars	As at March 31, 2019	As at March 31, 2018
Secured, Term Loan		
Rupees Loan	87,85,778	-
Secured against personal guarantee of Directors and hypothecation of imported Plant and Machinery, at the rate of interest: PLR+3.25% p.a.		
Installments Payable within one year of Rs. 23.04 Lacs is disclosed as Current Maturities of long term debt in Note No.9.		
Rupees Loan	2,60,563	3,54,664
Secured against Car, repayable within 5 years as per repayment schedule at the rate of interest of 8.49%.		
	90,46,341	3,54,664

Note 6: Deferred tax liabilities (Net)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred tax liabilities		
Depreciation	32,13,793	1,497,345
Other timing difference	77,526	-
Deferred tax assets		
Other timing difference	-	-
		310,131
	32,91,318	1,187,214

Deferred tax assets and deferred tax liabilities have been offset as they relate to same governing taxation laws.

Note 7 : Short Term Borrowings

Particulars	As at March 31, 2019	As at March 31, 2018
Loan repayable on demand, secured		
From Banks		
Cash Credit Facility		
(Secured against personal guarantee of Directors and Residential Flat of Directors at the rate of interest of 13.5% to 15% p.a.)	2,90,12,130	19,278,150
Loan repayable on demand, Unsecured		
From Director	-	-
	2,90,12,130	19,278,150

Note 8: Trade Payables (Refer Note 18)

Particulars	As at March 31, 2019	As at March 31, 2018
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises:	3,86,06,207	39,300,898
Trade Payable	3,86,06,207	39,300,898

Note 9: Other Current Liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
Current Maturities of long term debt (refer note 5)	23,94,501	86,459
Bank Overdraft	-	70,634
Statutory dues Payable(including TDS and Employee Provident Fund)	29,96,032	364,216
Advance from Trade Debtors	17,88,350	3,105,490
Provision for Expenses	4,04,722	313,652
Income Tax Payable (Net of advance tax : Rs. 2772641.4/- Previous Year: Rs. 9,91,724/-)	53,27,359	2,008,276
	1,29,10,963	5,948,727

Note 11: Non-Current Investments

Particulars	As at March 31, 2019	As at March 31, 2018
Other Investments		
Other non-current investments - Unquoted (2,500 Equity Shares of The Saraswat Co operative Bank Ltd. @Rs. 10/- each at cost)	25,000	25,000
Equity Shares Shashi Beriwal and Company Private Limited (2,41,579 Equity Shares of the company issued at Rs. 95 each having face value of Rs. 10 each)	2,29,50,005	-
Money paid against Equity Shares Shashi Beriwal and Company Private Limited (Money paid for 2,74,737 Equity Shares of the Company issued at Rs.95 each having face value of Rs.10 each allotted on April 2, 2019)	2,60,99,995	-
	4,90,75,000	25,000
Fixed Deposit with Banks		
Aggregate value of Unquote Shares	25,000	25,000

Note 12: Long Term Loans & Advances

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Security Deposits	7,96,629	949,829
Other Loans and Advances	-	-
Balances with Government Departments	5,37,597	725,955
	13,34,226	1,675,784

Note 13: Other Non Current Assets

Particulars	As at March 31, 2019	As at March 31, 2018
Fixed Deposit with Banks maturity of more than 12 months	4,50,000	29,50,000
	4,50,000	29,50,000

Note 14: Inventories

Particulars	As at March 31, 2019	As at March 31, 2018
Raw Materials	1,70,12,508	18,361,706
Work in Progress	-	7,122,860
Finished Goods	24,40,481	7,285,432
Total	1,94,52,989	32,769,998

Note 15: Trade Receivables

Particulars	As at March 31, 2019	As at March 31, 2018
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	9,42,76,869	66,262,507
	9,42,76,869	66,262,507
Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good	-	1,625,486
	-	1,625,486
Total	9,42,76,869	67,887,993

Note 16: Cash and cash equivalents

Particulars	As at March 31, 2019	As at March 31, 2018
Cash on hand	13,44,401	1,474,236
Balances with Scheduled Banks. In Current Account	1,01,25,609	36,716
	1,14,70,010	1,510,952

Note 17: Short Term Loans and Advances

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Advance to Vendors	65,69,393	15,07,094
Advance to Employees	27,500	-
Others		
Shri Siddhivinayak Overseas Private Limited @ 12% p.a payable on demand	59,52,893	-
Kamlesh Kumar Rath, no interest is charged	20,00,000	-
Total	1,45,49,786	15,07,094

Note 18: Other Current Assets

Particulars	As at March 31, 2019	As at March 31, 2018
Interest accrued but not due		
Statutory Due Receivable	29,758	40,627
Others	-	3,43,788
	7,79,284	30,89,833
Total	8,09,042	34,74,248

Note 19: Capital and Other Commitments

Capital and Other Commitments	As at March 31, 2019	As at March 31, 2018
Capital Commitments	-	-
Other Commitments	-	-

Note 20: The disclosure pursuant to the said Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
Interest paid other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
Interest paid under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
Interest due and payable towards suppliers registered under MSMED Act for payments already made.	-	-
Further interest remaining due and payable for earlier years.	-	-

Note 21: Revenue from Operations

Particulars	As at March 31, 2019	As at March 31, 2018
Sale of Products		
Sales of Finished Goods		
Sale of Fabricated Structure and Diesel Generators	10,56,41,932	69,230,107
Less: Excise duty/GST	-	1,631,698
	10,56,41,932	67,598,409
Sale of Traded Goods		
Sale of Iron and Steel Metals	71,07,46,186	150,985,979
Other Operating Revenues		
Commission on Sale of Iron and Steel Metals	41,53,347	3,577,886
Total	82,05,41,465	222,162,274

Note 22: Other Income

Particulars	As at March 31, 2019	As at March 31, 2018
Interest Income (on Non Current Investment)	1,74,281	111,985
Interest Received from Customer	14,75,437	-
Dividend Income (from Others)	-	19,886
Other Non Operative Income		
Miscellaneous	-	50,020
Profit on Sale of Asset	-	1,916,897
	16,49,718	2,098,788

Note 23: Cost of Materials Consumed

Particulars	As at March 31, 2019	As at March 31, 2018
Raw Material Consumed		
Stock of Raw Material at the beginning of the year.	1,83,61,706	9,538,951
Purchases of Raw Materials	5,62,09,108	48,856,139
Less: Stock of Raw Material at the close of the year.	1,70,12,508	18,361,706
Total Raw Material Consumed	5,75,58,306	40,033,384

Note 24: Increase/ decrease in Finished Stocks

Particulars	As at March 31, 2019	As at March 31, 2018
Stock at the beginning of the year	72,85,432	15,544,743
Less: Stock at the end of the year	24,40,481	7,285,432
	48,44,951	8,259,310

Note 24: Increase/ decrease Work in Progress

Particulars	As at March 31, 2019	As at March 31, 2018
Stock at the beginning of the year	71,22,860	-
Less: Stock at the end of the year	-	71,22,860
	71,22,860	(71,22,860)

Note 25: Employee Benefit Expense

Particular	As at March 31, 2019	As at March 31, 2018
Salaries, Wages and Bonus	49,77,868	52,16,028
Contribution to Employee Provident Funds	61,650	-
Staff welfare expenses	1,07,534	1,18,224
	51,47,052	53,34,252

Note 26: Finance Cost

Particular	As at March 31, 2019	As at March 31, 2018
Bank Interest	33,98,079	1,972,663
Other Borrowing Cost	1,21,652	690,991
	35,19,731	2,663,654

Note 27: Other Expenses

Particular	As at March 31, 2019	As at March 31, 2018
Labour Charges	3,07,329	691,226
Directors Remuneration	24,00,000	24,00,000
Repairs & Maintenance - Machinery	49,610	140,116
Repairs & Maintenance - others	3,52,743	6,03,838
Power & Fuel	4,92,844	7,57,205
Advertisement and Sales Promotion Expense	2,17,007	1,021,324
Conveyance & Travelling	7,40,833	821,737
Freight Charges / Transport (Net of Income)	14,47,060	18,11,472
Insurance Charges	2,60,066	105,809
Other Expenses	5,000	361,141
Audit Fees:		
Statutory Audit Fees	55,000	75,000
Professional Charges	6,48,226	1,506,264
Rent Expense	5,08,574	376,000
Rate and Taxes	74,431	6,47,796
Telephone & Internet Charges	40,734	131,873
Printing and Stationery Expenses	1,40,624	247,331
Miscellaneous Expenses	7,37,623	11,55,831
Net Loss on Foreign Currency Transaction and Translation	8,73,829	-
	93,51,531	12,853,961

Note 28: Segment Reporting

The Company has considered the business segment as the primary reporting segment on the basis that the risk and returns of the Company is primarily determined by the nature of products and services.

The business segment have been identified on the basis of the nature of products and services, the risks and returns, internal organization and management structure and the internal performance reporting systems.

The business segment comprises of the following:

Genset Manufacturing: It has factory at were it has business of assembling and selling of electrical generator sets and acoustic enclosures.

Iron and Steel Trading: From Ghaziabad,Uttar Pradesh, the Company is trading into iron and Steel Metals. There are no Geographical segments to be considered, since the entire business is in India.

Primary Segment: Business	F.Y 2018-19			F.Y 2017-18		
	Genset Manufacturing	Iron and Steel Trading	Total	Genset Manufacturing	Iron and Steel Trading	Total
Revenue						
External	10,56,41,932	71,07,46,186	81,63,88,118	67,598,409	150,985,979	218,584,388
Other operating revenue	8,77,888	32,75,459	41,53,347	-	3,577,886	3,577,886
Total	10,65,19,820	71,40,21,645	82,05,41,465	67,598,409	154,563,865	222,162,274
Segment result - segments in profit						
Tax expense	2,07,06,621	1,21,30,168	3,28,36,790	6,851,927	7,529,556	14,381,483
Profit after tax			1,02,04,104			4,187,214
			2,26,32,685			10,194,269
Other information Segment assets	11,51,76,469	10,95,46,323	22,47,22,793	85,584,606	57,103,196	142,687,802
Segment liabilities						
Unallocated corporate liabilities	8,03,34,669	1,25,32,291	9,28,66,960	7,779,242	57,103,196	66,069,652
				-	-	1,187,214
Total liabilities	8,03,34,669	1,25,32,291	9,28,66,960	7,779,242	57,103,196	67,256,867
Capital expenditure	43,32,855	-	43,32,855	14,253,638	-	14,253,638

Depreciation and amortization included in segment expense	19,14,852	-	19,14,852	991,522	-	991,522
Non-cash expenditure other than depreciation and amortization included in segment expense	-	-	-	-	-	-

Note 29: Earnings per Shares

Earnings per Shares	As at March 31, 2019	As at March 31, 2018
Basic EPS		
Profit for the year	2,26,32,687	10,194,269
Weighted number of shares outstanding	61,86,027	3,859,333
Basic and Diluted LPS (Rs.)	3.66	2.64
Diluted EPS		
Profit for the year	2,26,32,687	10,194,269
Weighted number of shares outstanding	61,86,027	5,859,333
Basic and Diluted LPS (Rs.)	3.66	1.74

Note 30: CIF Value of Imports

CIF Value of Imports	As at March 31, 2019	As at March 31, 2018
Capital Goods	-	12,515,250
Total	-	12,515,250

Note 31: Related Party Transaction

Relationship	Name of KMP
Managing Director	Vinod Beriwal
Director	Sangeeta Beriwal
Whole Time Director	Kamal Beriwal
Director	Rashi Gupta

Transactions	For the year ended March 31, 2019	For the year ended March 31, 2018
Directors Remuneration		
Vinod Beriwal	1,200,000	1,200,000
Sangeeta Beriwal	-	-
Rashi Gupta	-	-
Kamal Beriwal	1,200,000	1,200,000
Loan Taken from Director		
Vinod Beriwal	-	-
Rashi Gupta	-	2,000,000
Loan Repaid to Director		
Vinod Beriwal	-	-
Rashi Gupta	-	2,000,000
Investment in Shashi Beriwal & Company Private Limited		
Equity Shares Shashi Beriwal and Company Private Limited	2,29,50,005	-
Money paid against Equity Shares Shashi Beriwal and Company Private Limited	2,60,99,995	-
Balance Outstanding at the end		
Rashi Gupta	-	-
Vinod Beriwal	-	-

Note 32: Previous year figures have been re-grouped and reclassified wherever necessary to conform to this year's classification.

As per our attached report of even date.

For & on behalf of the Board of Directors of
G G Engineering Limited

Goyal&Dedania
Chartered Accountants

FRN 127312
Sd/-

NishantGoyal
Partner
Membership No 111250
Place: Mumbai
Date: 16/05/2019

Sd/-
VinodBeriwal
Managing Director
DIN No.: 01817948

Sd/-
Poonam Gupta
Company Secretary

Sd/-
Kamal Beriwal
Whole Time Director
DIN No.: 00310692

Sd/-
Uttam Kumar
Chief Finance Officer

G G ENGINEERING LIMITED

CIN - L28900MH2006PLC159174

Regd. Off.: Office No. 203, 2nd Floor, Shivam Chamber Premises CS Ltd., Goregaon (west), Mumbai - 400 104
Email: gglimited@ggengg.in, Website: www. ggengg.in

ATTENDANCE SLIP

(To be presented at the entrance)

ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 30, 2019 AT 4.00 P.M.

OfficeNo. 203, 2nd Floor, Shivam Chamber Premises CS Ltd., Goregaon (west), Mumbai - 400 104
Email: gglimited@ggengg.in

Folio No. _____ DP ID No. _____ Client
IDNo. _____

Name of the Member

Signature _____

Name of the Proxy holder _____

Signature _____

1. Only Member/Proxy holder can attend the Meeting.
 2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.
-

G G ENGINEERING LIMITED

CIN - L28900MH2006PLC159174

Regd. Off.: OfficeNo. 203, 2nd Floor, Shivam Chamber Premises CS Ltd., Goregaon (west), Mumbai - 400 104

Email: gglimited@ggengg.in, Website: www. ggengg.in

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form No.MGT-11)

Name of the Member(s):.....

Registered address:

E-mail Id :

Folio No. / Client ID No. : DP ID No.....

I / We, being the member(s) of Shares of G.G. Engineering Limited, hereby appoint:

1. Name: E-mail Id:

Address:.....

Signature:

or failing him

2. Name: E-mail Id:

Address:.....

Signature:

or failing him

3. Name: E-mail Id:

Address:.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Monday, 30th September, 2019 at 4.00 P.M. at Office No. 203, 2nd Floor, Shivam Chamber Premises CS Ltd., Goregaon (west), Mumbai - 400104 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	Resolutions	Vote	
		For	Against
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2019.		
2.	Re-Appointment of Mrs. Rashi Gupta as Director of the Company.		
3.	Ratify the appointment of Statutory Auditors of the Company		
4.	Re-Appointment of Mr. Kamal Beriwal as Whole Time Director		

Signed this day of 2019

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).

Thanking you,

For G G Engineering Limited

Director/ Authorised Signatory

BOOK POST

To,

G.G.ENGINEERING LIMITED

CIN-L28900MH2006PLC159174

Regd. Off.: OfficeNo. 203, 2nd Floor, Shivam Chamber Premises CS Ltd., Goregaon (west), Mumbai - 400 104

Email: gglimited@ggengg.in, Website: www.ggengg.in Tel: +91-22-49241267
