

60th Annual Report 2020-2021



GWELD

SEAL OF TRUST

GEE LIMITED

The Board of Directors

Shankarlal Agarwal

Executive Director & Chairman
DIN : 01205377

Umesh Agarwal ⁽¹⁾

Executive Director
DIN : 01209962

K. M. Panthaki ⁽³⁾

Non Executive - Independent Director
DIN : 02319162

Milind Parekh ⁽⁵⁾

Non Executive - Independent Director
DIN : 00001513

Sanwarmal Agarwal

Executive Director & Managing Director
DIN : 01007594

Omprakash Agarwal ⁽²⁾

Executive Director
DIN : 01261429

Amit Agarwal

Non Executive - Independent Director
DIN : 01006387

Sujit Sen ⁽⁴⁾

Non Executive - Independent Director
DIN : 01248228

Payal Agarwal

Executive Director & Chief Financial Officer
DIN : 07198236

Anilkumar Agarwal

Non Executive - Independent Director
DIN : 07659883

Vinod Aggarwal ⁽⁶⁾

Non Executive - Independent Director
DIN : 00172615

- | | |
|----------------------|---------------------------------------|
| 1. Umesh Agarwal | - Appointed w.e.f. 27th October 2020 |
| 2. Omprakash Agarwal | - Appointed w.e.f. 27th October 2020 |
| 3. Kobad Panthaki | - Resigned w.e.f. 15th December 2020 |
| 4. Sujit Sen | - Appointed w.e.f. 12th February 2021 |
| 5. Milind Parekh | - Appointed w.e.f. 12th February 2021 |
| 6. Vinod Aggarwal | - Appointed w.e.f. 6th April 2021 |

The above disclosure has been given in accordance with Section 158 of Companies Act 2013, and reference of any of the above directors made in this document be read along with the above disclosure of their respective Director Identification Numbers.

Auditors

M/s P.B. Shetty & Co
Chartered Accountants

Cost Auditors

Rana Ghosh
Cost Accountants

Registered Office

Plot No. E-1, Road No. 7, Wagle Industrial Estate,
Thane (West) - 400 604

Secretarial Auditor

M/s. Deep Shukla & Associates
Practising Company Secretaries

Works

Dhulagarh Industrial Park,
NH-6, Dhulagori, P.O. & Village - Kanduaah,
Howrah - 711 302. West Bengal, India.

Plot No. B-12, MIDC,
Kalyan Bhiwandi Road,
Saravali, Kalyan - 421 311
Maharashtra, India.

Bankers

The Thane Janata Sahakari Bank Ltd.
DBS Bank Ltd.
ICICI Bank Ltd.



Mumbai Plant



Kolkata Plant

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 60th Annual Report of the Company together with the Audited Statement of Accounts for the Financial Year ended 31st March 2021.

1.FINANCIAL STATEMENTS & RESULTS:

a. FINANCIAL RESULTS

The Company's performance during the year ended 31st March, 2021 as compared to the previous financial year, is summarized below:

(Rs. In Lakhs)

Particulars	For the financial year ended 31 st March, 2021	For the financial year ended 31 st March, 2020
Income	25,413.11	27,330.70
Less: Expenses	23,638.35	26,261.60
Profit/ (Loss) before tax	1,774.76	1,069.10
Less: Provision for tax	(483.06)	(114.83)
Income Tax of earlier years w/off	(25.52)	(27.26)
Profit after Tax	1,266.18	981.54

b. NATURE OF BUSINESS:

The Company continues to be engaged in the activities pertaining to manufacturing and dealing in all kinds of welding consumables and allied equipment and appliances.

There was no change in nature of the business of the Company, during the year under review.

c. DIVIDEND:

The Board of Directors after considering the business needs and also to consolidate financial strength of the company have decided not to recommend any dividend to equity shareholder of the company for the year financial year 2020-21.

d. UNPAID DIVIDEND & IEPF:

The details with respect to Unpaid Dividend A/c of the Company in respect of the last seven years along with the dates when it is due for transfer to Investor Education & Protection Fund (IEPF) is as per below table:-

Year	Due date of transfer to IEPF
2017-18	26-Oct-25
2015-16	02-Oct-23
2014-15	25-Oct-22
2013-14	31-Aug-21

Company has already transferred amount lying in Unpaid Dividend Account for the financial year 2012-13

e. TRANSFER TO RESERVES:

The Company has transferred an amount of Rs. 2,00,00,000 out of profits of the Company for the financial year 2020-21 to General Reserve Account.

f. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

During the year under review, your Company did not have any subsidiary, associate and joint venture company.

g. DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

h. LOANS FROM DIRECTORS OR DIRECTORS' RELATIVES:

During the financial year under review, the Company has not borrowed any amount(s) from Directors.

i. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure I** which forms part of this Report.

j. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

The details of transactions/contracts/arrangements referred to in Section 188(1) of Companies Act, 2013 entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, are furnished in Form AOC-2 and is attached as **Annexure-II** and forms part of this Report.

k. ANNUAL RETURN:

Pursuant to amendment of Rule 12 of Companies (Management and Administration) Rules, 2014 by MCA, wherein, instead of attaching an extract of annual return (to be prepared in Form MGT – 9) to the Directors' Report, the Company shall host a copy of annual return on the website, if any of the Company and a web link of the same to be given in the Directors' Report.

Accordingly, a copy of Annual Return is available on the website of the Company at the below link:

<http://www.geelimited.com/investor-info/Corporate-Announcement-Disclosure:>

l. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES:

Full particulars of loans, guarantees and investments covered under Section 186 of the Companies Act 2013 provided during the financial year under review has been furnished in which forms part of this report.

m. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

n. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNELa) BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

There were changes in Directorship of the Company during the year under review which are as follows:

i. Appointment during the year:

- Mr. Umesh Agarwal and Mr. Omprakash Agarwal were appointed as the Additional Executive Directors of the Company with effect from 27th October 2020, up to the date of ensuing Annual General Meeting.
- Mr. Sujit Sen and Mr. Milind Parekh were appointed as the Additional Independent Directors with effect from 12th February 2021, up to the date of ensuing Annual General Meeting. The Company has received their declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act.

- Mr. Vinod Agarwal was appointed as the Additional Independent Directors with effect from 6th April 2021, up to the date of ensuring Annual General Meeting. The Company has received their declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act.
- Ms. Shivani Sharma was appointed as the Company Secretary and Compliance Officer of the Company with effect from 27th October 2020.

ii. Resignations during the year:

- Mr. Kobad Panthaki resigned from the position of an Independent Director of the Company with effect from 15th December 2020.
- Mr. Sadik Jafar Thange resigned from the position of Company Secretary and Compliance officer of the Company with effect from 31st August 2020.

iii. Retirement by rotation in the upcoming AGM:

In accordance with the provisions of the Act, none of the Independent Directors are liable to retire by rotation.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Shankarlal Agarwal shall retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Your Directors recommend his appointment for your approval.

b. DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

Further, the Board is of the opinion that all the Independent Directors of the Company possess requisite qualification, experience, expertise and holds high standards of integrity.

Except the Independent Directors who are exempted from passing the online proficiency self-assessment test, the Company has received confirmation from the Independent Directors that they have appeared & passed the proficiency test/ or they shall appear and pass out the tests within the due dates as prescribed under the Companies Act, 2013 and the Rules made thereunder.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

a. BOARD MEETINGS:

The Board of Directors met 5 (Five) times during the financial year ended 31st March 2021 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The Company has complied with the applicable Secretarial Standards - I in respect of all the above-Board meetings.

b. AUDIT COMMITTEE:

Details with respect to Audit Committee Composition and Meetings are mentioned in the Corporate Governance report.

c. NOMINATION AND REMUNERATION COMMITTEE:

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

The salient features of the Remuneration Committee and changes therein are mentioned in the Corporate Governance Report and the Remuneration Policy is available on Company's website and can be accessed in the link provided herein below:

<http://www.geelimited.com/upload/media/Investor/policies/GEE-Policy-on-Nomination-and-Remuneration.pdf>

d. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

The Board has carried out an annual performance evaluation of its own performance, and of the directors individually, as well as the evaluation of all the committees i.e. Audit, Nomination and Remuneration, Stakeholders Relationship and CSR Committee in its meeting dated 12th February 2021.

The Board has adopted a formal evaluation mechanism for evaluating its performance and as well as that of its Committees and individual directors, including the Chairman of the Board. This exercise was carried out by feedback survey from each director covering Board functioning such as composition of Board and its Committees, experience and competencies, governance issues etc. Separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board who were evaluated on parameters such as attendance, contribution at the meeting etc.

e. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The details with respect to Stakeholder Relationship Committee Composition and Meetings are mentioned in the Corporate Governance report.

f. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors of the Company has framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

g. RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

h. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The CSR Policy of the Company is available on the Company's web-site and can be accessed in the link provided herein below:

<http://www.geelimited.com/upload/media/Investor/policies/GEE-Policy-on-Corporate-Social-Responsibility-2019.pdf>

The Company has initiated activities in accordance with the said Policy, the details of which have been prescribed in **Annexure III.**

4. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2021:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P.B. Shetty & Co., Chartered Accountants, the Statutory Auditors of the Company have been appointed for a term of five consecutive year and they continue to be the Statutory Auditors of the Company upto the end of AGM for the Financial Year 2021-2022.

There are no observations / qualifications made by the Statutory Auditors in their report for the financial year ended 31st March 2021 and therefore, do not call for any further comments from the Board under Section 134(3) of the Companies Act, 2013.

b. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH 2021:

Pursuant to the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary.

M/s. Deep Shukla & Associates (FCS No. 5652), Company Secretaries had been appointed to issue Secretarial Audit Report for the financial year 2020-21.

Secretarial Audit Report in Form MR-3 and Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, issued by M/s. Deep Shukla & Associates (FCS No. 5652), Practicing Company Secretaries are enclosed in **Annexure-IV** for the financial year 2020-21. The said report does contain following observation:

- 1) Non-compliance with Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. non compliance with respect to Board Composition.

The Board would like to highlight that due to ongoing pandemic of COVID-19, it became difficult for the Company to find suitable candidate for the position of Independent Directors. As soon as the Company came across suitable candidates, the Board composition was complied with.

The Company had received e-mail dated 5th March 2021 and 17th May 2021 for violation of the said regulation and the Company has paid penalty of Rs. 3,89,400 and Rs. 5,31,000 respectively to the Bombay Stock Exchange.

c. MAINTENANCE OF COST RECORDS

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to maintain Cost Records under Rule 3 of the said Rules. Accordingly, the Company has duly maintained the Cost Records in the format prescribed in Form CRA-1 under Rule 5 of the said Rules.

d. COST AUDITORS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Notifications/Circulars issued by the Ministry of Corporate Affairs from time to time, as per the recommendation of the Audit Committee, the Board of Directors at their meeting dated August 18, 2020, appointed Mr. Rana Ghosh, Cost Accountants as the Cost Auditors of the Company for the financial year 2020-21.

Further, the Board has re-appointed Mr. Rana Ghosh Cost Accountants as the Cost Auditor of the Company for the financial year 2021-22.

e. REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143(12):

There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143(12) of the Act read with Companies (Accounts) Rules, 2014.

5. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. CHANGE IN SHARE CAPITAL OF THE COMPANY

There has been no change in the Authorised share capital of the Company and Paid up share capital of the Company during the year. However, the Board of Directors in their meeting held on 11th August 2021 have recommended declaration of Bonus Equity shares to the existing shareholders of the Company as on the "Record date" in the ratio of one bonus Equity share for every 10 Equity shares held.

b. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

c. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2021, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates 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, 2021 and of the profit/loss of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. the directors, in the case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. 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.

d. DISCLOSURE REGARDING INTERNAL COMPLAINTS COMMITTEE:

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

e. CORPORATE GOVERNANCE:

We ensure that, we evolve and follow the corporate governance guidelines and best practices sincerely, not only to boost long-term shareholder value, but also to respect minority rights. We consider it our inherent responsibility to disclose timely and accurate information regarding our operations and performance, as well as the leadership and governance of the Company.

In compliance with Regulation 34(3) read with Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance enclosed as Annexure – V forms part of this Annual Report.

f. PARTICULAR OF REMUNERATION OF DIRECTOR'S, KMP'S AND EMPLOYEES:

This information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as amended, forms part of this report as per Annexure-VI

g. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In compliance with Regulation 34(2) read with Schedule V (B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Report on Management Discussion & Analysis which as Annexure –VII forms part of this Annual Report.

h. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished and the same is not applicable.

i. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished and the same is not applicable.

j. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished and the same is not applicable.

k. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

6. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

For and on behalf of the Board

Sd/-
Sanwamal Agarwal
Managing Director
DIN:01007594

Sd/-
Payal Agarwal
Whole Time Director & CFO
DIN:07198236

Date: August 11, 2021
Place: Thane

Annexure I : Conservation of Energy, Technology Absorption and Foreign Exchange Earning

Disclosure pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of Directors' Report for the year ended 31st March 2021

(A) Conservation of energy:

Steps taken or impact on conservation of energy	GEE Limited is committed to making continuous efforts that contribute towards an integrated development, on an ongoing basis, by adopting various innovative measures at its plants, which lead to positive consequences, such as reduction of wastages, optimum consumption of energy.
Steps taken by the company for utilizing alternate sources of energy	
Capital investment on energy conservation equipment's	

(B) Technology Absorption:

Efforts made towards technology absorption	GEE Limited understands the importance of technology absorption and continues to pursue the goal of technological innovation with renewed vigor,in terms of upgradation,improvement and cost reduction.
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
Details of technology imported	Nil
Year of import	Not Applicable
Whether the technology has been fully absorbed	Not Applicable
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
Expenditure incurred on Research and Development	Nil

c) Foreign exchange earnings and Outgo:

	April 01, 2020 to March 31, 2021 [Current F.Y.]	April 01, 2019 to March 31, 2020 [Previous F.Y.]
	Amount in Rs.	Amount in Rs.
Actual Foreign Exchange earnings	32,58,22,600	27,64,04,626
Actual Foreign Exchange outgo	23,07,20,369	18,52,91,266

For and on behalf of the Board

Sd/-
Sanwamal Agarwal
Managing Director
DIN:01007594

Sd/-
Payal Agarwal
Wholetime Director & CFO
DIN:07198236

Annexure II : Particulars of contracts or arrangements made with related parties

FORM NO. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	
a)	Name of the Related Party	
b)	Nature of Relation	
c)	Nature of contracts/arrangements/transactions	
d)	Duration of the contracts/arrangements/transactions	
e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
f)	Date of approval by the Board, if any	
g)	Amount paid as advances, if any	

2. Details of material contracts or arrangements or transactions:

Sr. No.	Particulars	
a)	Name of the Related Party	
b)	Nature of Relation	
c)	Nature of contracts/arrangements/transactions	
d)	Duration of the contracts/arrangements/transactions	
e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
f)	Date of approval by the Board, if any	
g)	Amount paid as advances, if any	

For and on behalf of the Board

Sd/-
Sanwamal Agarwal
Managing Director
DIN: 01007594

Sd/-
Payal Agarwal
Whole-Time Director & CFO
DIN: 07198236