

62nd Annual Report 2022-2023



GWELD

SEAL OF TRUST

GEE LIMITED

The Board of Directors

Shankarlal Agarwal

Whole Time Director & Chairman of the Company
DIN : 01205377

Sanwarmal Agarwal

Executive Director & Managing Director
DIN : 01007594

Omprakash Agarwal

Executive Director
DIN : 01261429

Umesh Agarwal

Executive Director
DIN : 01209962

Amit Agarwal

Non Executive - Independent Director
DIN : 01006387

Milind Parekh

Non Executive - Independent Director
DIN : 00001513

Vinod Aggarwal

Non Executive - Independent Director
DIN : 00172615

Sujit Sen

Non Executive - Independent Director
DIN : 01248228

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 R. Dokania & Co.
Chartered Accountants

Cost Auditors

S. CHHAPARIA & ASSOCIATES
Cost Accountants

Registered Office

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

Secretarial Auditor

M/s. Chandi Maheswari
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

HDFC Bank Ltd.
DBS Bank Ltd.
ICICI Bank Ltd.



Mumbai Plant



Kolkata Plant

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 62nd Annual Report of the Company together with the Audited Statement of Accounts for the Financial Year ended 31st March 2023.

1. FINANCIAL STATEMENTS & RESULTS:

a. FINANCIAL RESULTS

The Company's performance during the year ended 31st March, 2023 as compared to the previous financial year, is summarized below:

(Rs. In Lakhs)

Particulars	For the financial year ended 31 st March, 2023	For the financial year ended 31 st March, 2022
Income	39,699.21	32,460.13
Less: Expenses	38,545.26	30,499.19
Profit/ (Loss) before tax	1154.16	1,960.93
Less: Provision for tax	(366.51)	(457.39)
Income Tax of earlier years w/off	(0.94)	(3.95)
Profit after Tax	850.94	1,507.49

b. OPERATIONS:

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 financial year 2022-23.

d. UNPAID DIVIDEND & IEPF:

The amount lying in 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	Amount unpaid	Due date of transfer to IEPF
2017-18	29,355.30	26-Oct-25

Company has already transferred amount lying in Unpaid Dividend Account for the financial year 2015-16.

e. TRANSFER TO RESERVES:

The Company has transferred an amount of INR 200 Lakhs out of profits of the Company for the financial year 2022-23 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 DIRECTOR'S OR DIRECTOR'S 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. 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>

k. 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.

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 the financial statements 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 PERSONNEL

a) BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

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

i. Appointment:

- The tenure of Appointment of Mr. Anil Kumar Agarwal (DIN: 07659883) has ended on April 16, 2023. So, the Board has recommended his re-appointment in the Board Meeting held on February 10, 2023 subject to the approval of the shareholders in ensuing Annual General Meeting of the Company. However, he has resigned from the Company as on 31.08.2023.
- Mrs. Nileema Mahanot, Company Secretary & Compliance Officer of the Company has resigned from the post of Company Secretary as on March 10, 2023.
- Mr. Aditya Jalan was appointed as the Company Secretary of the Company with effect from June 01, 2023.

- Mr. Sanwmal Agarwal Director of the Company being longest in office since last appointment, is liable to retire by rotation and being eligible offers himself for re-appointment subject to the approval of shareholders in ensuing Annual general meeting.

ii. **Retirement by rotation**

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

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, and 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 there under.

3. **DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES**

a. **BOARD MEETINGS:**

The Board of Directors met 7 (Seven) times during the financial year ended 31st March 2023 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. **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

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

e. **VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:**

The Board of Directors of the Company has, 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, 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.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

f. **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.

g. 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/investor-info/Code-of-Conduct-Policies>

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

h. 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 10th February 2023.

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.

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 2023:

There are no observations / qualifications made by the Statutory Auditors in their report for the financial year ended 31st March 2023 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 2023:

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. Chandni Maheswari (ACS No. 42292) had been appointed to issue Secretarial Audit Report for the financial year 2022-23.

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. Chandni Maheswari (ACS No. 42292) Practicing Company Secretary are enclosed in **Annexure-IV** for the financial year 2022-23. The said report does contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

The following are the Qualifications/observations given by the Secretarial Auditor in the Secretarial Audit Report of FY ended on 31.03.2023 and the Board's Comment/Actions on the same-

Qualifications/observations of Secretarial Auditor	Comment/ Actions of the Board
Late Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (LODR), 2015.	The Board is aware of the same & the same was complied w.e.f 7 th June, 2022
Non Compliance with relation to Board Composition (no woman Director in the Board)	The Board is aware of the same and taking corrective measures to comply with the same.
The Company had not hosted compliances Regulation 46(2) (hosting details on website of the Company).	The Board is aware of the same & the same has been complied for the FY 2021-22

The Company did not have Company Secretary as Compliance Officer for the period 1st April, 2022 to 30th April, 2022.	The Board is aware of the same and the same was complied w.e.f 1st May, 2022.
Non - Intimation of Resignation of Statutory Auditor & Appointment of Company Secretary within the prescribed time	The Board is aware of the same & the same has been complied with.
The Company has not yet published its Financial Results for the quarter and year ended 31st March, 2023, 30th June, 2023 & 30th September, 2023 respectively. Consequently, the Company has not complied with Reg. 33 SEBI (LODR) Regulations, 2015, Reg. 23(9) SEBI (LODR) Regulations, 2015 and hence Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 till date.	The Board is aware of the same and taking corrective measures to comply with the same.
The Company Secretary of the Company had resigned w.e.f closing of business hours on 10th March, 2023 and the new Company Secretary was appointed on 1st June, 2023.	The Board is aware of the same & the same has been complied with.
62nd AGM of the Company for the FY ended 31st March, 2023 has not been conducted within the prescribed time limit as per Companies Act, 2013 neither any extension has been sought by ROC in this regard.	The Board is aware of the same and taking corrective measures to comply with the same.
The composition of the Audit Committee, CSR Committee & Stakeholders Relationship Committee is not proper effective from 1 2023 till 5	The same has been compiled by the Board as on 05.09.2023.
The Company had not conducted any Board or Committee meetings in the April'23	The Board is aware of the same and taking corrective measures to with the same.

c. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s R. Dokania & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company till the ensuing Annual General Meeting for the FY 2022-23 as a result of casual vacancy in the office of the Statutory Auditors arisen by the resignation of M/s. Singhi & Co., Chartered Accountants erstwhile Statutory Auditors of the Company who were appointed by the Company in EGM held on December 15th, 2023 and Resigned from the Company 21.10.2023.

The Board now recommends the re-appointment of M/s R. Dokania & Co., Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 years till the AGM to be held in the year 2028.

d. 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.

e. COST AUDITORS:

The Board has re-appointed M/s. S. Chhaparia & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2023-24.

f. REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143(12): OTHER DISCLOSURES

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 were no changes in the share capital of the Company during year under review.

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, 2023, 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, 2023 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. Proper systems have been devised 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.

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.

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.