

Date: June 22, 2020

To
The General Manager
BSE Limited,
1st Floor, P.J Towers
Dalal Street,
Mumbai-400001

Scrip Code: 504028

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2020.

Reference: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019.

Dear Sir/Madam,

With reference to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report duly signed by Mr. Deep Shukla, proprietor of M/s Deep Shukla & Associates, Practicing Company Secretary for the year ended March 31, 2020.

This is for your information and record.

For GEE Limited

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AGARW
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Digitally signed
by PAYAL
AGARWAL
Date: 2020.06.22
21:12:32 +05'30'

Payal Agarwal
Whole Time Director & CFO
DIN: 07198236



DEEP SHUKLA & ASSOCIATES
COMPANY SECRETARIES

B-4, The Parle Colony Co-op. Hsg. Society Ltd.,
Sahakar Road, Next to Gokul Arcade,
Vile Parle (East), Mumbai - 400057.
Tele : 022 - 26834250 / 2683 2266
Office Mobile : 95948 63281
E-mail : deepsoffice@gmail.com / deepsoffice@yahoo.com

Annual Secretarial Compliance Report of "GEE LIMITED" for the year ended March 31, 2020 in terms of SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019

We, Deep Shukla & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **Gee Limited** [CIN: L99999MH1960PLC011879] ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other relevant document(s)/ filing, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (*till November 09, 2018*); [**Not applicable during the review period**]

- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*w.e.f. November 09, 2018*); [*Not applicable during the review period*]
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (*to the extent applicable*);
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [*Not applicable during the review period*]
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [*Not applicable during the review period*]
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [*Not applicable during the review period*]
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [*Not applicable during the review period*]
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (*to the extent applicable*);
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended;
- (k) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008; [*Not applicable during the review period*]
- (l) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/guidelines issued thereunder;

And based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

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

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For: M/s. Deep Shukla & Associates
Company Secretaries



Place: Mumbai
Date: 20/06/2020

Deep Shukla
{Proprietor}
FCS: 5652
CP NO. 5364
UDIN: F005652B000360006