

Date: 07.06.2023

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Fort,
Mumbai-400001

Scrip Code: 504028

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2023
Reference: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (LODR) Regulations, 2015

Respected Sir/Madam,

With reference to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (LODR) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report of GEE Limited, duly signed by Mrs. Chandni Maheswari, Practicing Company Secretary for the financial year ended March 31, 2023.

Please take the above on records and oblige.

For **GEE LIMITED**

SANWARMAL
L AGARWAL

Digitally signed by SANWARMAL AGARWAL
DN: c=IN, st=Maharashtra,
2.5.4.20=58c86546b36760c4ead8ccf76691e389b6a88
92f627e446257a37a95c9cd284c, postalCode=400607,
street=Thane,
pseudonym=28d224b071d7dabecf9368bf615c6d1,
serialNumber=28d23a454d32d8032aea8a59be455a2
47f468994445dd350c13820976d2dd947, o=Personal,
cn=SANWARMAL AGARWAL
Date: 2023.06.07 16:09:54 +05'30'

Sanwarmal Agarwal
Managing Director & Compliance Officer
DIN: 01007594





Secretarial Compliance Report of GEE Ltd for the financial year ended March 31, 2023.

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by GEE LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at Plot No E-1, Road No 7, Wagle Industrial Estate, Thane - 400604 Secretarial Review Was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I/we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Chandni Maheswari have examined:

- (a) all the documents and records made available to us and explanation provided by GEE Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st Mach 2023 ("Review Period") in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018; **Not Applicable for the period**
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period**
- v. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021; **Not Applicable for the period**
- vi. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period**



- vii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the period**
- viii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended, regarding the Companies Act and dealing with client;
- ix. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby report that, during the Review Period:

1. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

SN	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Annual Secretarial Compliance Report	Regulation 24A of SEBI (LODR), 2015	Late Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (LODR), 2015	BSE	Fine	Late Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (LODR), 2015 for FY 2021-22	Rs. 2,360	As informed by the management, the Company had made payment of the same.	The Company had made the payment of the same on 15th July, 2022	
2.	Related Party Transactions	Regulation 23 (9) of SEBI (LODR), 2015	Late Submission of Related Party Transactions Report under Regulation 23 (9) of SEBI (LODR), 2015	BSE	Fine	Late Submission of Related Party Transactions Report under Regulation 23 (9) of SEBI (LODR), 2015	Rs. 76,700	As informed by the management, the Company had made payment of the same.	As informed by the management the Company had made payment of the same on 12th August, 2022	



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

S N	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Board Composition	Regulation 17(1)	Non-Compliance with relation to Board Composition	BSE	Freezing of Demat A/c & Fine	Non-Compliance with relation to Board Composition	Rs. 29,500	As informed by the management the Company had made payment of the same and also complied with the Regulation	The Company had made payment of the same and also complied with the Regulation	
2.	Hosting details on Website of the Company	Regulation 46(2)	The Company had not hosted compliances on its website for the FY 2021-22	NA	NA	The Company had not hosted compliances on its website for the FY 2021-22	NA	The same has been updated by the Company	The same has been updated by the Company	
3.	Appointment of Company Secretary as Compliance Officer	Regulation 6	The Company did not have Company Secretary as Compliance Officer for the period 1 st April, 2022 to 30 th	NA	NA	The Company did not have Company Secretary as Compliance Officer for the period 1 st April, 2022 to 30 th	NA	The same was complied w.e.f 1 st May, 2022	The same was complied w.e.f 1 st May, 2022	



			April, 2022			April, 2022				
4.	Intimation of Resignation of Statutory Auditor & Appointment of Company Secretary	Regulation 30	Non-Intimation of Resignation of Statutory Auditor & Appointment of Company Secretary within the prescribed time	NA	NA	Non-Intimation of Resignation of Statutory Auditor & Appointment of Company Secretary within the prescribed time	NA	The same was complied	The same was complied	

- ii. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Yes	The erstwhile Statutory Auditor of the Company, K. K. Poddar & Associates, resigned w.e.f 9 th November, 2022 which was duly intimated to the Exchange and also the Limited Review Report for the Quarter ended 30 th September, 2022 was signed by them.
2	Other conditions relating to resignation of statutory auditor		



	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	There were no such instances reported by the resigning auditor
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	NIL

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

SN	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central	Yes	NIL



	Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	NIL
3	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	NIL
4	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have any subsidiaries.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NIL
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	NIL
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	The Company has not yet published its Financial Results for the quarter and year ended 31st March, 2023. 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.
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	NIL
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	The Company Secretary of the Company had resigned w.e.f closing of business hours on 10 th March, 2023 and the Company is looking for a suitable candidate for the same.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity. Since the Company has also not published its Financial Results for the quarter and year ended 31st March, 2023 and the report of the Statutory Auditor thereon, this report may undergo revision, if required.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

Signature:

**CHANDNI
MAHESWARI**Digitally signed by
CHANDNI MAHESWARI
Date: 2023.06.07
16:18:43 +05'30'Place: Kolkata
Date: 7th June, 2023Name of the Practicing Company Secretary: CHANDNI MAHESWARI
ACS/ FCS No.: A42292
CP No.: 16218
UDIN: A042292E000466861
PR No: I2016WB1425000