

Date: June 23, 2021

To
The Bombay Stock Exchange 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, 2021

Reference: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (LODR) Regulations, 2015

Dear 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 Mr. Deep Shukla, Proprietor of M/s Deep Shukla & Associates, Practicing Company Secretary for the financial year ended March 31, 2021.

This is for your information and record.

For GEE Limited

SHIVANI
SANJAY
SHARMA

Digitally signed by
SHIVANI SANJAY
SHARMA
Date: 2021.06.23
15:11:56 +05'30'

Shivani Sharma
Company Secretary and Compliance Officer
Membership Number: A63149

**Annual Secretarial Compliance Report of "GEE LIMITED"
for the year ended March 31, 2021**

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, 2021 ("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, 2018; [*Not applicable during the review period*]

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- (c) 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 *except some of the regulation(s) of SEBI (LODR), 2015;*

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)	Non-compliance with respect to Board composition	Non-appointment of required Non-Executive Directors on the Board. However, the same is complied with as on the date of issue of the report

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- (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.
1.	BSE	The Company has received e-mail from BSE on 5th March, 2021 for freezing of demat account on account of violation of Reg. 17(1) of SEBI (LODR), 2015 for quarter ended December 31, 2020	Fines was imposed of Rs. 3,89,400/-	As informed by the management that they have made the payment of fine as imposed by BSE on 14th April, 2021
2.	BSE	The Company has received e-mail from BSE on 23rd April, 2021 for late submissions of various compliances under SEBI (LODR), 2015	Fines was imposed of Rs. 34,220/- for the late submission of compliances for the quarter ended June 2014, December 2014, June 2015 and late submission of Annual report for the F.Y. ended 31st March 2018	As informed by the management that they have made the payment of fine as imposed by BSE on 27th April, 2021

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3	BSE	The Company has received e-mail from BSE on 17 th May, 2021 for violation of Reg. 17(1) of SEBI (LODR), 2015 for quarter ended March 31, 2021	Fines was imposed of Rs. 5,31,000/-	As informed by the management that they have made the payment of fine as imposed by BSE on 25th May, 2021

(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: 28.05.2021

Deep Shukla
{Proprietor}
FCS: 5652
CP NO. 5364
UDIN: F005652C000388628