

Date: August 21, 2021

To

BSE Limited

P.J. Towers,
25th Floor, Dalal Street, Fort,
Mumbai-400 001

Scrip Code: 504028

Subject: Notice of 60th Annual General Meeting of Gee Limited.

Dear Sir/Madam,

1. The 60th Annual General Meeting of the Company will be convened on Monday, September 13, 2021 at 12 Noon through Video Conferencing and shall be moderated from the registered office of the Company at Plot No. E -1, Road No. 7, Wagle Industrial Estate, Thane, Maharashtra, 400604. The copy of the Notice of 60th Annual General Meeting is enclosed herewith for your perusal.
2. Notice of AGM along with Annual Report 2020-21, is being sent to the Shareholders through emails. Shareholder who have registered their email id, are sent the above documents through email.

Kindly take the same on your records.

For GEE Limited

Shivani Sharma
Company Secretary and
Compliance Officer



NOTICE

GEE LIMITED

CIN: L99999MH1960PLC011879

Registered Office: Plot No. E -1, Road No. 7, Wagle Industrial Estate, Thane – 400604

Website: <http://www.geelimited.com>, E-mail: shares@geelimited.com,

Tel no. 022-25821277, Fax No. 022-25828938

NOTICE IS HEREBY GIVEN THAT 60th ANNUAL GENERAL MEETING OF GEE LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 13, 2021 AT 12 NOON AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. E-1, ROAD NO. 7, WAGLE INDUSTRIAL ESTATE, THANE -400604, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS THROUGH VIDEO CONFERENCING:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon and in this regard, to pass, the following resolution as an **Ordinary Resolution**.
2. To appoint Mr. Shankarlal Agarwal (DIN 01205377), who retires by rotation and being eligible for reappointment, offers himself for reappointment and in this regard, to pass, the following resolution as an **Ordinary Resolution**.

Special Business:

3. **Ratification of Cost Auditor Remuneration.**

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution** with or without modification:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Company hereby ratifies the remuneration of Rs. 1,30,000/- (Rupees One Lakh thirty thousand only) plus taxes, if any, as applicable and re-imbusement of out of pocket expenses, payable to Mr. Rana Ghosh, Cost Accountant (Firm Registration No. 102189), who has been appointed by the Board of Directors as Cost Auditor of the Company on the recommendation of audit committee to conduct audit of the cost records maintained by the Company as prescribed under the Company(Cost Records and Audit) Rules, 2014 for the financial year ending March 31, 2022”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

4. Approve appointment of Mr. Umesh Agarwal (DIN : 01209962) as Wholetime Director of the Company along with remuneration.

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution** with or without modification:

“**RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections , 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the shareholders of the Company be and are hereby accorded to approve the appointment of Mr. Umesh Agarwal (DIN: 01209962) as a Whole Time Director of the Company, for a period of five years with effect from 13th September 2021, as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on October 27, 2020, on the terms and conditions including remuneration for a period of three years as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Umesh Agarwal, subject to the same not exceeding Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs) per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Approve appointment of Mr. Om Prakash Agarwal (DIN: 01261429) as Wholetime Director of the Company along with remuneration.

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution** with or without modification:

“**RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections , 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the shareholders of the Company be and are hereby accorded to approve the appointment of Mr. Om Prakash Agarwal (DIN: 01261429) as a Whole Time Director of the Company, for a period of five years with effect from 13th September 2021, as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on October 27, 2020, on the terms and conditions including remuneration for a period of three years as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Om Prakash Agarwal, subject to the same not exceeding Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs) per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this

resolution.”

6. Appointment of Mr. Sujit Sen (DIN: 01248228), as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution** with or without modification:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 of the Companies Act, 2013 (hereinafter referred to as “the act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, Mr. Sujit Sen (DIN: 01248228), who was appointed as an Additional Director (Independent, Non - Executive Director) of the Company by the Board of Directors effective 12th February, 2021 and who has submitted a declaration of independence as provided in Section 149(6) of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, for Five (5) consecutive years with effect from 12th February 2021 and whose office shall not be liable to retire by rotation.”

7. Appointment of Mr. Milind Parekh (DIN: 00001513), as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution with or without modification:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 of the Companies Act, 2013 (hereinafter referred to as “the act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, Mr. Milind Parekh (DIN: 00001513), who was appointed as an Additional Director (Independent, Non - Executive Director) of the Company by the Board of Directors effective 12th February, 2021 and who has submitted a declaration of independence as provided in Section 149(6) of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, for Five (5) consecutive years with effect from 12th February 2021 and whose office shall not be liable to retire by rotation.”

8. Appointment of Mr. Vinod Aggarwal (DIN: 00172615), as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution** with or without modification:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 of the Companies Act, 2013 (hereinafter referred to as “the act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the

Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, Mr. Vinod Aggarwal (DIN: 00172615), who was appointed as an Additional Director (Independent, Non - Executive Director) of the Company by the Board of Directors effective 6th April, 2021 and who has submitted a declaration of independence as provided in Section 149(6) of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, for Five (5) consecutive years with effect from 6th April 2021 and whose office shall not be liable to retire by rotation.”

9. Approve issue of Bonus Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** with or without modification:

“**RESOLVED THAT** in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a Director or committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of Rs. 47,25,176 (Rupee Forty Seven Lakhs Twenty Five Thousand One Hundred and Seventy Six Only) standing to the credit of General Reserve of the Company for the purpose of issuance of 23,62,588 Bonus Equity shares credited as fully paid-up shares having face value of Rs. 2 each to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Record date, in the proportion of One (1) bonus equity share for every Ten (10) existing equity shares held by the Members as on Record date.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the existing fully paid-up Equity Shares of the Company, save and except that they shall not be entitled to any dividend that may be declared before the Record date.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin/ Overseas Corporate Bodies and other foreign investors of the company, will be subject to the approval of the Reserve Bank of India and any other regulatory authority, as may be required.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate

form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

For **GEE LIMITED**

SD/-

Shivani Sharma

Company Secretary and Compliance Officer

Place : Thane

Date : 11th August 2021

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item No. 3 to Item No. 9 of the Notice is appended hereto.
2. Relevant documents referred to in this Notice shall be made available for inspection in accordance with the applicable statutory requirements based on requests received by the Company at shares@geelimited.com.
3. In view of the continuing COVID-19 pandemic and restrictions on movement of individuals at several places in the country, the Ministry of Corporate Affairs (“MCA”) vide General Circular Nos. 02/2021, 14/2020, 17/2020 and 20/2020 dated January 13, 2021, April 8, 2020, April 13, 2020 and May 5, 2020, respectively and the Securities and Exchange Board of India vide its Circulars have permitted companies to conduct AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the Calendar year 2021 without the physical presence of the Members at a common venue. In accordance with the above stated circulars and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to conduct its 60th AGM through VC/ OAVM. The Company has availed the services of National Securities Depository Limited (NSDL) for conducting AGM through VC/OAVM for enabling participation of Members, remote e-voting and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained below.
4. The recorded transcript of the AGM will be hosted on the website of the Company i.e. www.geelimited.com, post AGM.
5. The AGM shall be deemed to be held at the Registered Office of the Company at Plot No. E - 1, Road No. 7, Wagle Industrial Estate, Thane, Maharashtra, 400604, as per provisions of abovementioned circulars.
6. As the AGM shall be conducted through VC / OAVM and physical attendance of Members has been dispensed with, the facility for appointment of Proxy by Members is not available for this AGM. Accordingly, proxy form and attendance slip including route map have not been annexed with this notice.
7. Non-individual Members (i.e., Institutional / Corporate Members) intending to participate through their Authorized Representatives are requested to send a scanned copy (in JPEG / PDF format) of a duly certified Board Resolution authorizing their representative(s) to participate and vote on their behalf at the AGM (through e-voting), pursuant to Section 113 of the Act, to the Company’s Registrar and Share Transfer Agent at rnt.helpdesk@linkintime.co.in with a copy marked to shares@geelimited.com.
8. In case of joint holders participating at the AGM together, only such joint holder who is higher in the order of names will be entitled to vote.
9. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2, in respect of the Directors seeking appointment/ re-appointment, is provided in the Corporate Governance Report, forming part of the Annual Report 2020-21.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the

accompanying Notice and Explanatory Statements, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at shares@geelimited.com.

11. Members who hold shares in dematerialised form are requested to direct any change of address/bank mandate to their respective Depository Participant.
12. Members holding shares in physical form are requested to notify/send any change in their address/bank mandate to the Company's Registrar and Share Transfer Agent- Link Intime India Pvt. Ltd, having its office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 Tel No.: 022 – 49186270 Fax No.: 022 – 49186060 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in.

Members may also address all other correspondences to the Registrar and Share Transfer Agent at the address mentioned above.

13. Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual Report:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). In accordance with the Circulars issued by MCA and SEBI and owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) due to COVID-19 pandemic situation, such statements including the Notice of the 60th AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2020-21 is available on the Company's website www.geelimited.com, website of the Stock exchange i.e. BSE i.e., www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL i.e. <https://www.evoting.nsdl.com>. Members who have not registered their e-mail address with the Company or their Depository Participant are requested to register their e-mail address with the Register and Share Transfer Agent i.e. Link Intime India Pvt Ltd. in the following manner:

<p>For shares held in Physical form</p>	<p>1. Send Scanned copy of the following documents by email to shares@geelimited.com:</p> <p>a. A signed request letter mentioning your name, folio number and complete address</p> <p>b. Self-attested scanned copy of the PAN Card, and</p> <p>c. Self-attested scanned copy of any document (such as Aadhaar card, Driving Licence, Election Identity card, Passport) in support of the address of the Members as registered with the Company.</p>
<p>For shares held in Dematerialized form</p>	<p>The Members holding shares in electronic mode are also requested to register/update their email address, PAN and Bank Account details with the Depository Participant where their respective dematerialised accounts are maintained.</p>

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.
15. Members may note that, as mandated by SEBI, effective April 1, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the Company, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialise their shares if held in physical form.
16. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the Registrar and Share Transfer Agent. The said form is available on the Company's website. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
17. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 123 of Companies Act, 2013 and Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed final dividend for the year 2012-13 on due date to the Investor Education and Protection Fund established by the Central Government. The Company will accordingly transfer unclaimed dividend amount pertaining to Dividend for the year 2013-14 to the Investors Education and Protection Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company and on the website of the Ministry of Corporate Affairs.

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

18. Further, subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Member as on 3rd September, 2021.
19. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or its Registrar.
20. The members whose name is appearing in the Registers of Members / list of Beneficial Owners as on 3rd September, 2021 i.e. prior to the commencement of book closure, being the cut-off date, are entitled to vote on Resolutions set forth in the Notice. Members may cast their votes on electronic system from any place other than venue of the meeting (remote-e-voting). The remote e-voting period will commence at 9:00 A.M. on 10th September, 2021 and will end at 5:00 P.M. on 12th September, 2021.

21. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
22. Mr. Deep Shukla (Proprietor of M/s. Deep Shukla & Associates, Company Secretaries) is appointed as a Scrutinizer to scrutinize the voting and remote e-voting process, in a fair and transparent manner.
23. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.geelimited.com and on the website of the Agency Link Intime India Pvt. Ltd (Registrar & Share Transfer Agents). The Company shall simultaneously forward the results to the Stock Exchanges where the Company's shares are listed.
25. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write their queries to the Company at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
26. Link Intime India Pvt. Ltd having its office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 are the Registrar and Transfer Agent for shares held in physical form and in electronic / demat form. The Register of Members is maintained at the Office of the Registrar and Share Transfer Agents.

Important Communication to Members

1. Electronic copy of the Notice of the 60th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
2. Designated Email ID – shares@geelimited.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 10, 2021 at 9:00 A.M. and ends on September 12, 2020 at 5:00 P.M.

The remote e-voting module shall be disabled by NSDL for voting thereafter.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 21st August, 2021. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 10th September, 2021 at 09:00 A.M. and ends on Sunday, 12th September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03rd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 03rd September, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistra

	<p><u>tion</u></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 116921 then user ID is 116921001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csoffice@deepshukla.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shares@geelimited.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@geelimited.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#)**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-

Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed (EVEN 116921). Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (shares@geelimited.com) The same will be replied by the company suitably.
6. Shareholders are requested to send in their questions at shares@geelimited.com on or before 9th September 2021. The same will be taken up at the AGM and answered by concerned Directors and/ or Senior Management Personnel.

Additional Information on Director Recommended for Appointment/Reappointment as required under Regulation 36 of SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015

Particulars	Mr. Shankarlal Agarwal	Mr. Umesh Agarwal	Mr. Omprakash Agarwal
Date of Birth (DD/MM/YYYY)	31/12/1962	30/10/1980	03/07/1972
Date of appointment as Director (DD/MM/YYYY)	01/04/2019	27/10/2020	27/10/2020
Qualification	B. com	Bachelor of Science from Calcutta University and FMB from S.P. Jain Institute of Management at Mumbai.	B.com
Brief resume & Expertise In specific functional areas	Commerce graduate with more than 30 years of experience	He joined the Company as General Manager QA/R&D from 01 st February 2006. He has then been working as a Chief Operating Officer of the Company.	He joined the family business in dealing and distribution of welding Electrodes and other products. He was then working as the Chief Marketing Officer of the Company.
*Directorships in other Public Limited Companies	1	1	1
*Directorships in Private Limited Companies	2	-	3
*Committee Positions held in other Companies:	-	-	-
C - Chairman M – Member			
No. of shares held in the Company	6,53,898	9,68,265	9,89,459
Relationship between Director inter-se	- Sanwarmal Agarwal, Umesh Agarwal, Omprakash Agarwal – Brothers - Payal Agarwal – Brother’s wife	- Sanwarmal Agarwal, Shankarlal Agarwal, Omprakash Agarwal – Brothers - Payal Agarwal –Wife	- Sanwarmal Agarwal, Umesh Agarwal, Shankarlal Agarwal – Brothers - Payal Agarwal – Brother’s wife

Particulars	Mr. Sujit Sen	Mr. Milind Parekh	Mr. Vinod Aggarwal
Date of Birth (DD/MM/YYYY)	03/11/1951	29/08/1981	10/03/1959
Date of appointment as Director (DD/MM/YYYY)	12/02/2021	12/02/2021	06/04/2021
Qualification	CA and has completed B.com Honours from University of Kolkata	MBA in FMB from S.P. Jain Institute of Management and Research, Mumbai, Diploma in Sales and Marketing Management from Xavier's Institute of Management, Mumbai	Completed education from DN College, Hisar
Brief resume & Expertise In specific functional areas	Proprietor at Sujit Sen and Co., Chartered Accountants. He has worked as a Partner in Roy and Sen Chartered Accountants. He has expertise in finance and banking related matter	Expertise in Sales & Marketing, Legal Matters related to Property as well as expertise in technical design of fabrics	Proprietor at Shiva Enterprises. He has good command in Business dealings and Accounting since last 40 years
*Directorships in other Public Limited Companies	-	-	-
*Directorships in Private Limited Companies	-	1	1
*Committee Positions held in other Companies:	-	-	-
C - Chairman M – Member			
No. of shares held in the Company	Nil	Nil	15587 Equity shares
Relationship between Director inter-se	-	-	-
Remuneration proposed	Only Sitting fees	Only Sitting fees	Only Sitting fees
Past Remuneration	Nil	Nil	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned under Item No. 03 to Item No. 09 of the accompanying Notice dated 11th August 2021:

Item No. 3:

Ratification of Cost Auditor Remuneration:

The Board of Directors has approved the appointment of Mr. Rana Ghosh (Firm Registration No. 102189) as the Cost Auditors of the Company at a remuneration of Rs.1,30,000 (Rupees One Lakh thirty thousand Only) plus out of pocket expenses for the financial year ending March 31, 2022. In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022. None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

The Board recommends the passing of this Resolution at Item No. 3 of the accompanying Notice in the interests of the Company as an Ordinary Resolution.

Item No. 4:

Approve appointment of Mr. Umesh Agarwal (DIN : 01209962) as Wholetime Director of the Company along with remuneration.

The Board of Directors at their meeting held on 11th August, 2021 approved the regularization of Mr. Umesh Agarwal as the Whole time Director of the Company for a period of five years along with maximum remuneration to be paid for a period of three years, subject to approval of members of the Company in ensuing Annual General meeting, on such terms and conditions as are mentioned here in under. Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, Company is required to obtain the approval of members by way of Special resolution. All the necessary disclosures pursuant to Schedule V Part II are hereby disclosed in Annexure A. Further, the members are informed that Mr. Umesh Agarwal was appointed as Additional Executive Director on 27th October 2020.

Details of terms of appointment and remuneration payable to Mr. Umesh Agarwal are given below:

i) Salary per annum not exceeding Rs. 1, 20,00,000/-

ii) Perquisites

- Rent free accommodation, or house rent allowance up to 10% of the salary in lieu thereof.
- Reimbursement of Driver's salary.
- Reimbursement of Air or AC First Class railway fare for self and family to and from any place in India, once in a year up to one month's basic salary.
- Medical expenses incurred for himself and family subject to ceiling of one month's basic salary in a year or three month's basic salary over a period of three years.

- Premium for medical insurance for himself and his family.
- Family means spouse, dependent children and dependent parents.
- Car for use on Company's business, and telephone and other communication facilities at the residence. However, personal long distance calls and use of car for private purpose shall be billed by the Company to the Whole time Director.
- The expenditure incurred by the Company on gas, electricity, water and furnishings, if any, shall be valued as per the Income Tax Rules, 196

Perquisites not to be included in ceiling limits:

- i) Contribution to Provident fund @12% or such other percentage as per the Company's rules, to the extent it is not taxable under the Income tax Act.
- ii) Gratuity: As per the rules of the Company.
- iii) Encashment of leave at the end of the tenure: Casual leave, sick leave and privilege leave shall not exceed one month's leave for every 11 month completed service.

Except, Mr. Umesh Agarwal (being himself), Mr.Shankarlal Agarwal, Mr. Sanwarmal Agarwal, Mr, Omprakash Agarwal and Mrs. Payal Agarwal and their relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the Resolution at item No.4 of the Notice in the said resolution to be passed as Special Resolution.

Item No. 5:

Approve appointment of Mr. Om Prakash Agarwal (DIN: 01261429) as Wholetime Director of the Company along with remuneration.

The Board of Directors at their meeting held on 11th August, 2021 approved the regularization of Mr. Omprakash Agarwal as the Whole time Director of the Company for a period of five years along with maximum remuneration to be paid for a period of three years, subject to approval of members of the Company in ensuing Annual General meeting, on such terms and conditions as are mentioned here in under. Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, Company is required to obtain the approval of members by way of Special resolution. All the necessary disclosures pursuant to Schedule V Part II are hereby disclosed in Annexure A. Further, the members are informed that Mr. Omprakash Agarwal was appointed as Additional Executive Director on 27th October 2020.

Details of terms of appointment and remuneration payable to Mr. Omprakash Agarwal are given below:

- i) Salary per annum not exceeding Rs. 1, 20,00,000/-
- ii) Perquisites
 - Rent free accommodation, or house rent allowance up to 10% of the salary in lieu thereof.
 - Reimbursement of Driver's salary.
 - Reimbursement of Air or AC First Class railway fare for self and family to and from any place in India, once in a year up to one month's basic salary.
 - Medical expenses incurred for himself and family subject to ceiling of one month's basic salary in a year or three month's basic salary over a period of three years.
 - Premium for medical insurance for himself and his family.

- Family means spouse, dependent children and dependent parents.
- Car for use on Company's business, and telephone and other communication facilities at the residence. However, personal long distance calls and use of car for private purpose shall be billed by the Company to the Whole time Director.
- The expenditure incurred by the Company on gas, electricity, water and furnishings, if any, shall be valued as per the Income Tax Rules, 196

Perquisites not to be included in ceiling limits:

- i) Contribution to Provident fund @12% or such other percentage as per the Company's rules, to the extent it is not taxable under the Income tax Act.
- ii) Gratuity: As per the rules of the Company.
- iii) Encashment of leave at the end of the tenure: Casual leave, sick leave and privilege leave shall not exceed one month's leave for every 11 month completed service.

Except, Mr. Omprakash Agarwal (being himself), Mr. Shankarlal Agarwal, Mr. Sanwarmal Agarwal, Mr. Umesh Agarwal and Mrs. Payal Agarwal and their relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the Resolution at item No. 5 of the Notice in the said resolution to be passed as Special Resolution.

Item No. 6

Appointment of Mr. Sujit Sen (DIN: 01248228), as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Mr. Sujit Sen (holding DIN: 01248228), aged 69 years, as an Additional Director (Independent, Non-Executive) of the Company effective from 12th February, 2021 up to the date of ensuing Annual General Meeting. The Company has received the following from Mr. Sujit Sen:

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming her eligibility for such appointment, and
- iii. Declaration to the effect that she meets the criteria of Independence as provided in sub section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Sujit Sen, rated him satisfactory on all parameters and recommended her appointment. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Sujit Sen, the Board of Directors approved the appointment of Mr. Sujit Sen as mentioned in the resolution. In the opinion of the Board of Directors, Mr. Sujit Sen, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the Management. Thus his appointment as an independent

director is justified and would immensely benefit the Company. None of the Directors are interested in the resolution except for Mr. Sujit Sen. The Board of Directors recommends the Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Item No. 7

Appointment of Mr. Milind Parekh (DIN: 00001513), as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Article of Association of the Company, appointed Mr. Milind Parekh (holding DIN: 00001513), aged 39 years, as an Additional Director (Independent, Non-Executive) of the Company effective from 12th February, 2021 up to the date of ensuing Annual General Meeting. The Company has received the following from Mr. Milind Parekh:

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming her eligibility for such appointment, and
- iii. Declaration to the effect that she meets the criteria of Independence as provided in sub section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Milind Parekh, rated him satisfactory on all parameters and recommended her appointment. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Milind Parekh, the Board of Directors approved the appointment of Mr. Milind Parekh as mentioned in the resolution. In the opinion of the Board of Directors, Mr. Milind Parekh, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the Management. Thus his appointment as an independent director is justified and would immensely benefit the Company. None of the Directors are interested in the resolution except for Mr. Milind Parekh. The Board of Directors recommends the Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Item No. 8

Appointment of Mr. Vinod Aggarwal (DIN: 00172615), as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Article of Association of the Company, appointed Mr. Vinod Agarwal (holding DIN: 00172615), aged 62 years, as an Additional Director (Independent, Non- Executive) of the Company effective from 6th April, 2021 up to the date of ensuing Annual

General Meeting. The Company has received the following from Mr. Vinod Aggarwal:

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming her eligibility for such appointment, and
- iii. Declaration to the effect that she meets the criteria of Independence as provided in sub section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Vinod Aggarwal, rated him satisfactory on all parameters and recommended her appointment. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Vinod Aggarwal, the Board of Directors approved the appointment of Mr. Vinod Aggarwal as mentioned in the resolution. In the opinion of the Board of Directors, Mr. Vinod Aggarwal, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the Management. Thus his appointment as an independent director is justified and would immensely benefit the Company. None of the Directors are interested in the resolution except for Mr. Vinod Aggarwal. The Board of Directors recommends the Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Item No. 9:

Approve issue of Bonus Shares

Considering the outstanding reserves of the Company as on 31st March 2021, the Board of Directors have recommended Capitalization of Reserves of Rs. 47,25,176 standing to the credit in General Reserves by issue of 23,62,588 Bonus Equity shares of Face value of Re. 2 each to the eligible shareholders in the ratio of One (1) Bonus Equity shares for Every Ten (10) Equity Shares held as on Record date. The proposal for capitalization of said reserves and the said issue of Bonus Shares is now placed for consideration and approval of the Members.

The equity shares of the Company are listed and actively traded on the Bombay Stock exchange. The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares in the Market. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on 11th August, 2021 considered it desirable to recommend issue of Bonus shares in the ratio of One (1) Bonus Shares for every Ten (10) Equity Shares held on Record date subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus shares by capitalization of reserves is authorized by Articles of Association of the Company in conformity with the Companies Act, 2013.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding.

The Board recommends passing of the resolution as an Ordinary Resolution.

For **GEE LIMITED**

SD/-

Payal Agarwal

Whole-Time Director & CFO

DIN: 07198236

Place : Thane

Date : 11th August 2021

ANNEXURE A TO THE EXPLANATORY STATEMENT:

Information as required under Part I of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting. (Item No.4 and 5)

I. GENERAL INFORMATION

1. Nature of Industry:

The Company is in the business of manufacturing and dealing in all kinds of welding electrodes and allied equipment and appliances.

2. Date of commencement of commercial production:

The date of commencement commercial production is 24th November 1960.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

NA

4. Financial performance based on given indicators:

SR. No	Particulars	For the year ended (Rs. In Lakhs)	
		31 st March, 2021	31 st March, 2020
1.	Total Revenue	25413.11	27330.70
2.	Finance Costs	524.98	670.27
3.	Depreciation and Amortization Expense	410.24	411.23
4.	Profit before Tax	1774.76	1069.10
5.	Provision for tax including current tax adjustments of earlier years.	535.52	297.73
6.	Provision for Deferred Tax	-26.94	-209.12
7.	Profit after Tax, Prior period and Exceptional Items	1266.18	980.49
8.	Total comprehensive income for the period	1252.01	977.59

5. Export Performance and net foreign exchange earnings:

The Foreign Exchange earned in terms of actual inflows during the year and the foreign actual outgo during the year in terms of actual outflows:

Particulars	Current Year 2020-2021	Previous Year 2019-2020
Value of Direct Imports calculated on CIF Basis:		
(i) Stores, Spares	-	-
(ii) Raw Materials	19,46,38,394	17,18,28,583
(iii) Capital Goods	-	-
Earnings in Foreign Exchange on account of export of goods :		
Direct Export on FOB Basis	31,92,38,078	29,75,99,298
Expenditure in Foreign Currency :		
Travelling	1,11,284	21,64,001
Others	-	9,76,976

Other Foreign investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEES:

	Mr. Umesh Agarwal	Mr. Omprakash Agarwal
1. Background details		
Age	40 years	48 years
Designation	Wholetime Director	Wholetime Director
Qualification	Bachelor of Science from Calcutta University and FMB from S.P. Jain Institute of Management at Mumbai.	B.com
2. Past Remuneration	Rs. 78,91,500 (As Chief Operating Officer)	Rs. 70,14,517 (As Chief Marketing Officer)
3. Recognition or Awards	He joined the Company as General Manager QA/R&D from 01 st February 2006. He has then been working as a Chief Operating Officer of the Company.	He joined the family business in dealing and distribution of welding Electrodes and other products. He was then working as the Chief Marketing Officer of the Company.
4. Job profile and Suitability	Mr. Umesh Agarwal is highly responsible for tremendous growth of the Company over the years. His contribution to the Board will only bring more expertise to the Company	Mr. Omprakash Agarwal has been a pioneer in marketing and has helped Gee Limited make a reputed name for itself in the market. His presence on the Board will add a great value in decision making
5. Remuneration proposed	Maximum up to Rs. 1,20,00,000	Maximum up to Rs. 1,20,00,000
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case	The proposed remuneration is at par with the prevailing remuneration package being offered in the corporate world in the country.	The proposed remuneration is at par with the prevailing remuneration package being offered in the corporate world in the country.

of expatriates the relevant details would be with respect to the country of his origin)		
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<ul style="list-style-type: none"> - Sanwarmal Agarwal, Shankarlal Agarwal, Omprakash Agarwal – Brothers - Payal Agarwal –Wife 	<ul style="list-style-type: none"> - Sanwarmal Agarwal, Umesh Agarwal, Shankarlal Agarwal – Brothers - Payal Agarwal – Brother’s Wife

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

Currently the overall Industry is not doing well and there has been deceleration in the Industry growth. The COVID-19 wave that hit our nation and has also impacted the slowdown in our Industry.

2. Steps taken or proposed to be taken for improvement

The Company has taken up modernization from time to time. Company has strengthened its sales and marketing departments and focus is on refining the existing operations, production process, MIS and database.

3. Expected increase in productivity and profits in measurable terms

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the volatile market scenario to predict profits in measurable terms.

IV. DISCLOSURES:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
2. Details of fixed component. and performance linked incentives along with the performance criteria;
3. Service contracts, notice period, severance fees; and
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

All the above disclosures are mentioned in the Board of Director’s report under the heading “Corporate Governance” attached to the financial statement.

For **GEE LIMITED**

SD/-

Shivani Sharma

Company Secretary and Compliance Officer

Place : Thane

Date : 11th August 2021