



GWELD
SERIAL OF TRUST

Date: 30 May, 2019

The General Manager
Department of Corporate Services
BSE Limited
New Trading Ring,
Rotunda Building, 1st Floor,
P.J Towers, Dalal Street,
Fort, Mumbai - 400 001
Scrip Code: 504028

Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2019

Reference: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019

Dear Sir/Madam,

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

This is for your information and record.

For GEE Limited


SANWARMAL AGARWAL
Managing Director
DIN: 01007594



GEE Limited

REGISTERED OFFICE

Plot No. E-1, Road No.7,
Wagle Industrial Estate,
Thane 400 604, Maharashtra, India
P: +91-02225820619 | F: +91 22 2582 8938
W: www.geelimited.com
CIN: L99999MH1960PLC011879

KALYAN PLANT

Plot No. B-12 MIDC,
Kalyan Bhiwandi Road,
Saravli, Kalyan 421311, Thane,
Maharashtra, India
P: +91 25 2228 0358/281176/90
F: +91 25 2228 1199
E: geeho@geelimited.com



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

We, Deep Shukla & Associates have examined:

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

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

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

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

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



Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Reg. 6(1) of SEBI (LODR) Regulation, 2015	The Company has not appointed qualified Company Secretary as Compliance officer for the period 1 st July, 2018 to 11 th February, 2019 and the Company has received a notice thereon from BSE Ltd dated 12 th February, 2019 for the quarter ended December 2018	The Company has paid the penalty as imposed by BSE for non-appointment of qualified Company Secretary as Compliance officer vide Invoice No. 271190057470 dated 11 th March, 2019

- (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 Ltd	Non-appointment of qualified Company Secretary as Compliance Officer for quarter ended December 2018	Fine of Rs. 92000 + 16560 (as GST)	The imposed fine was paid by the Company to BSE amounting to Rs. 108560/- vide Invoice No. 271190057470 dated 11 th March, 2019



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

And based on the above examination, we hereby report that, during the Review Period:

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



(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
<p><i>The Secretarial Compliance Report was introduced by the SEBI vide Circular No, CIRICFDICMD112712019 dated 08th February, 2019 from the financial year 2018-19. Accordingly, this being the first financial year of applicability of this Report, the previous year's comparative information is not available, Hence, this information is not provided.</i></p>				

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

Deep Shukla
{Proprietor}

FCS: 5652

CP NO. 5364

Place: Mumbai

Date: 25/05/2019