

Date: 21-03-2024

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

Scrip Code: 504028

Subject: Notice of 62nd Annual General Meeting of Gee Limited.

Respected Sir/Madam,

1. The 62nd Annual General Meeting of the Company will be convened on Friday, April 12, 2024 at 4:30 P.M 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 62nd Annual General Meeting is enclosed herewith for your perusal.
2. Notice of AGM along with Annual Report 2022-23, is being sent to the shareholders through emails. Shareholders, who have registered their email id, are sent the above documents through email.

Please take the above on records and oblige.

Thanking you
Yours faithfully

For GEE LIMITED

Shankar Lal
Agarwal

Digitally signed
by Shankar Lal
Agarwal
Date: 2024.03.21
13:58:50 +05'30'

Shankar Lal Agarwal
Whole-Time Director & Chairman
DIN: 01205377



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 62nd ANNUAL GENERAL MEETING (“AGM”) OF GEE LIMITED WILL BE HELD ON 12th APRIL, 2024 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, 2023 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:**

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2023, including Audited Balance Sheet as on March 31, 2023 and the Statement of the Profit & Loss for the year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon be and the same are hereby received, considered and adopted.”

- 2. To ratify and confirm the appointment of M/s R. Dokania & Co., Chartered Accountants, Kolkata as the Statutory Auditors of the Company, by passing the following resolution as an Ordinary Resolution:**

“RESOLVED THAT without prejudice to the shareholders’ approval to the appointment of M/s R. Dokania & Co., Chartered Accountants, Kolkata, the Extra-Ordinary General Meeting convened on November 16, 2023, and without prejudice to the objections raised by Mr. Om Prakash Agarwal, Director, Mr. Umesh Agarwal, Director and/ or Mrs. Payal Agarwal in this regard, pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the shareholders hereby ratify and confirm the appointment of M/s R. Dokania & Co., Chartered Accountants, Kolkata, as the Statutory Auditors of the Company”

- 3. To re-appoint M/s. R. Dokania & Co. as Statutory Auditors of the Company for a further period of 5 (five) years and in this regard, to pass with or without modification(s), the following as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and on the recommendation of the Audit Committee, consent of the members be and is hereby accorded to the re-appointment of M/s. R. Dokania & Co., Chartered Accountants, Kolkata as Statutory Auditors of the Company, and are to continue to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 67th AGM of the Company to be held in the year 2028, although not required, subject to

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



ratification of their re-appointment at every AGM, on a remuneration of Rs. 5 Lac for each financial year, in addition to the reimbursement of taxes and actual out of pocket expenses as may be incurred in relation with the audit of accounts of the Company.”

“**RESOLVED FURTHER THAT** the Directors of the Company, jointly or severally, be and hereby authorised to file, execute and/ or maintain necessary documents, forms, deeds, etc. to bring effect to such appointment.”

4. Ratification of Cost Auditor Remuneration in this regard, to pass, the following resolution as an Ordinary Resolution.

“**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. 50,000/- (Rupees Fifty thousand only) for each Financial Year respectively plus taxes, if any, as applicable and re-imburement of out of pocket expenses, payable to M/s. S. Chhaparia & Associates, Cost Accountant (Firm Registration No. 101591), 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 2023-24”

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.”

5. To appoint Mr. Omprakash Agarwal (DIN: 01261429), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to pass, the following resolution as an Ordinary Resolution”

“**RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013 and Rules made thereunder, Mr. Omprakash Agarwal (DIN: 01261429) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

Special Business:

6. To Re-appoint Mr. Amit Agarwal, as Independent Director for second term and in this regard, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and based on the performance evaluation, and on the recommendation of the Nomination & Remuneration



Committee, Mr. Amit Agarwal (DIN: 01006387), and is eligible for re-appointment, consent of the members be and is hereby accorded to his re-appointment as an Independent Director of the Company for a second term of 5 years w.e.f. 1st April, 2024 till 31st March, 2029.”

7. To Re-appoint Mr. Sanwarmal Agarwal, as Managing Director for another term and in this regard, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to the re-appointment of Mr. Sanwarmal Agarwal (DIN: 01007594) as Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2024 till 31st March, 2029, liable to retire by rotation and on terms and conditions and payment of monthly remuneration payable to him during the period of his continuance in the office of Managing Director of the Company.”

“**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, the remuneration as set above be paid to Mr. Sanwarmal Agarwal as minimum remuneration, subject to necessary approvals(s), as may be required.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”

8. To Re-appoint Mr. Shankarlal Agarwal, as Whole-time Director for another term and in this regard, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to the re-appointment of Mr. Shankarlal Agarwal (DIN: 01205377) as Whole-time Director of the Company for a period of 5 years w.e.f. 1st April, 2024 till 31st March, 2029, liable to retire by rotation and on terms and conditions and payment of monthly remuneration payable to him during the period of his continuance in the office of Whole-time Director of the Company.”

“**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, the remuneration as set above be paid to Mr. Shankarlal Agarwal as minimum remuneration, subject to necessary approvals(s), as may be required.”





“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”

Registered & Corporate Office:

Plot No E-1, Road No 7,
Wagle Industrial Estate,
Thane- 400604, Maharashtra.
CIN: L99999MH1960PLC011879
Website: www.geelimited.com

Place : Thane
Date : 21st March, 2024

For GEE LIMITED

Shankar Lal Digitally signed by
Agarwal Shankar Lal Agarwal
Date: 2024.03.21
12:17:11 +05'30'

Shankarlal Agarwal
Whole-Time Director & Chairman
DIN: 01205377

GEE Limited
REGISTERED OFFICE
Plot No. E-1, Road No.7,
Wagle Industrial Estate,
Thane 400 604, Maharashtra, India
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P: +91 25 2228 0358/281176/90
F: +91 25 2228 1199
E: geeho@geelimited.com



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning 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. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 and General Circular No. 11/2022, dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 respectively and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“SEBI Circular”), have permitted companies to conduct AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) 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 62nd 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 accordingly in terms of the MCA General Circular 14/2020 dated 8th April 2020, 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 2022-23.
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) such statements including the Notice of the 62nd 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 2022-23 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:



For shares held in Physical form	1. Send Scanned copy of the following documents by email to shares@geelimited.com: <ol style="list-style-type: none"> A signed request letter mentioning your name, folio number and complete address Self-attested scanned copy of the PAN Card, and 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.
For shares held in Dematerialized form	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.

14. The 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. **The Register of Members and the Share Transfer Books of the Company shall remain closed from 6th April, 2024 to 12th April (both days inclusive) for the purpose of Annual General Meeting.**
18. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 125 of Companies Act, 2013, the Company has transferred the unclaimed final dividend for the year 2015-16 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 2017-18 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.

19. 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 6th April, 2024.
20. 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.
21. The members whose name is appearing in the Registers of Members / list of Beneficial Owners as on 5th April, 2024 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 10:00 A.M. on 9th April, 2024 and will end at 5:00 P.M. on 11th April, 2024.
22. 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.
23. Ms. Aditi Jhunjhunwala, Company Secretary, is appointed as a Scrutinizer to scrutinize the voting and remote e-voting process, in a fair and transparent manner.
24. 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.
25. 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.
26. 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.

27. 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. 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 www.geelimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively 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 9th April, 2024 at 10 A.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.5th April, 2024, 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 5th April, 2024.

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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register”



	<p>Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 4. 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: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in



	<p>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	<p>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.</p>

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 101456 then user ID is 101456001***

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:
- 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.
 - Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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?

- 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.
- 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 Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- 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 cscagarwal150@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 SAXENA 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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 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. 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 8th April, 2024. The same will be taken up at the AGM and answered by concerned Directors and/ or Senior Management Personnel.



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. 6, 7 & 8 of the accompanying Notice dated 21st March, 2024:

Item No. 6:

To Re-appoint Mr. Amit Agarwal, as Independent Director for second term

Mr. Amit Agarwal (DIN- 01006387) was appointed as the Independent Director of the Company not liable by rotation, for a term of 5 years commencing from April 1, 2019 to March 31, 2024. The Board in its meeting dated March 18, 2024 re-appointed Mr. Amit Agarwal as an Independent Director of the Company with effect from 1st April, 2024 for another term of 5 years. The Re-appointment of Mr. Amit Agarwal has to be confirmed by the Members of the Company. None of the Directors or Key Managerial Personnel other than Mr. Amit Agarwal of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of the accompanying Notice.

Item No. 7

To Re-appoint Mr. Sanwarmal Agarwal, as Managing Director for another term

Mr. Sanwarmal Agarwal (DIN- 01007594) was appointed the Managing Director of the Company for a term of 5 years commencing from April 1, 2019 to March 31, 2024. The Board in its meeting dated March 18, 2024 re-appointed Mr. Sanwarmal Agarwal as an Managing Director of the Company with effect from 1st April, 2024 for another term of 5 years on existing appointment terms. The Re-appointment of Mr. Sanwarmal Agarwal has to be confirmed by the Members of the Company.

The Director has attended 6 meetings during the Financial Year and is also a part of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Board of Directors.

None of the Directors or Key Managerial Personnel other than Mr. Sanwarmal Agarwal of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution at Item No. 7 of the accompanying Notice.

Item No. 8

To Re-appoint Mr. Shankarlal Agarwal, as Whole-time Director for another term

Mr. Shankarlal Agarwal (DIN- 01205377) was appointed the Whole-time Director of the Company for a term of 5 years commencing from April 1, 2019 to March 31, 2024. The Board in its meeting dated March 18, 2024 re-appointed Mr. Shankarlal Agarwal as a Whole-time Director of the Company with effect from 1st April, 2024 for another term of 5 years on existing appointment terms. The Re-appointment of Mr. Shankarlal Agarwal has to be confirmed by the Members of the Company.

The Director has attended 5 meetings during the Financial Year and is also a part of the Audit Committee of the Board of Directors.

None of the Directors or Key Managerial Personnel other than Mr. Shankarlal Agarwal of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution at Item No. 8 of the accompanying Notice.

