

Date: 30-09-2024

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

Scrip Code: 504028

Subject: Submission of Voting Results along with Scrutinizers Report for the 63rd Annual General Meeting under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results and Consolidated Report of the Scrutinizers, dated 30th September, 2024 on remote e-voting and e-voting at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Voting Results along with the Scrutinizer's Report is also available on the website of the Company viz. www.geelimited.com. The AGM concluded at 12:27 P.M. (IST) and thereafter the e-voting window was kept open for 30 minutes from the time of closure of the meeting.

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: 2024.09.30
11:30:12 +05'30'

Shankar Lal Agarwal
Whole-Time Director
DIN: 01205377





Shristi Sonthalia

Practising Company Secretary

90 Phears Lane, 2nd Floor
Room No. 205, Kolkata-700012
E-Mail :shristiagarwal53@gmail.com
Ph No.:033-46044415, (M) 9038263228

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Mr. Pradip Kumar Das
Chairperson for the meeting of GEE Limited,
CIN: L99999MH1960PLC011879
Wagle Industrial Estate, Thane, Maharashtra

Sub: Consolidated Scrutinizer's report for the Annual General Meeting ("AGM") of the Members of GEE Limited held on Saturday 28th September, 2024 at 12.00 P.M. (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM")

Dear Sir,

1. I, Shristi Sonthalia, Company Secretary in Practice, appointed as Scrutinizer by the Board of Directors of **GEE LIMITED** (the Company) for the purpose of Scrutinizing the process of (i) remote-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting system / Instapoll at the AGM (process of e-voting at the AGM through electronic voting system) on the resolutions contained in the notice dated 6th September 2024 issued in accordance with *inter-alia* General Circular No. 09/2023 dated 25.09.2023 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars") and Circulars of Securities and Exchange Board of India dated 12 May 2020, calling the Annual General Meeting ("the Meeting" / "AGM") through VC / OAVM. The AGM is accordingly convened on **Saturday 28th September at 12.00 P.M. (IST) through VC / OAVM.**
2. The Company has availed the e-voting facility offered by appointed National Securities Depository Limited (NSDL) for conducting remote e-voting and electronic voting by the Members of the Company.
3. M/s Link Intime India Private Limited are the Registrar & Share Transfer Agent (RTA) of the Company.
4. NSDL had set up electronic voting facility on its website <https://www.evoting.nsdl.com/>
5. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolution proposed in the Notice including the contents of the notice as also the compliance of the directions of the Hon'ble NCLT. My responsibility as Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting system / Electronic Voting at AGM) which is expected to be conducted in a fair and transparent manner, is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice including reporting on invalid votes, based on the report generated from the e-voting system provided by NSDL and the confirmation/information furnished to me electronically for my verification and assisted by the Company's RTA with respect to the number of shares held by the Members as on the cut-off date against the respective folio numbers and that I am not responsible for compliance of any laws, directions of any regulatory or adjudicating or judicial or quasi-judicial authorities.
6. As per the information provided, the Company had completed the dispatch of Notice on 6th September 2024 to 4613 Members/List of Beneficiaries whose email id was available with them as on the cut-off date being 30th August, 2024.





Shristi Sonthalia

Practising Company Secretary

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7. As per provisions of the Companies Act, 2013, the number of votes cast in respect of each resolution has been counted according to the number of shares held by the concerned shareholder. One share held is equal to one vote. The votes are considered invalid, if any, on account of voting for number of shares other than actually held/not held as on the cut-off date or in case of ineligibility to vote. However, the number of shares actually held has been considered for voting purpose.
8. An advertisement was published in “Business Standard (English Daily)”, Navakal (Marathi Daily) (including e-editions) on 7th September, 2024 informing the Members about completion of dispatch of Notice by permitted mode i.e. electronically, along with other information as required.
9. The Members holding equity shares as on the “cut-off date” i.e. 20th September, 2024 were entitled to vote on the resolutions proposed in the Notice calling the AGM.
10. The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by NSDL.
11. After the closure of remote e-voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
12. The votes cast through remote e-voting were unblocked in the presence of witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
13. Based on the results made available to me, 81 members have casted their votes through remote e-voting platform or through e-voting system / Electronic Voting at the AGM. The brief analysis of the results of the voting through remote e-voting and e-voting at the AGM, based on the report generated by NSDL, confirmed by the RTA from the benpos with respect to the shareholding and scrutinized on sample and test-check basis and relied upon by me, are as under:

Item No. 1- Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2024, including Audited Balance Sheet as on March 31, 2024 and the Statement of the Profit & Loss for the year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon be and the same are hereby received, considered and adopted.”

i Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	67	14200353	76.18068
Electronic Voting at AGM	3	3277	0.01758
Total	70	14203630	76.19826%

ii Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	4436730	23.80174
Electronic Voting at AGM	0	0	





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Total	11	4436730	23.80174%
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iii Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2- Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and Rules made thereunder, Mr. Sanwarmal Agarwal (DIN: 01007594) 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.

i Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	18636495	99.98168
Electronic Voting at AGM	3	3277	0.01758
Total	74	18640222	99.99926%

ii Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	138	0.00074%
Electronic Voting at AGM	0	0	
Total	7	138	0.00074%

iii Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3- 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) plus taxes, if any, as applicable and re-imbusement 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 2024-25”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company 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.”





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i Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	18636495	99.98168
Electronic Voting at AGM	3	3277	0.01758
Total	74	18640222	99.99926%

ii Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	138	0.00074%
Electronic Voting at AGM	0	0	
Total	7	138	0.00074%

iii Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4- Special Resolution:

“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, Ms. Neelam Tater (DIN: 07653773), who th was appointed as an Additional Director (Independent, Non - Executive Director) of the Company by the Board of Directors effective 14 August, 2024 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 th appointed as Independent Director of the Company, for Five (5) consecutive years with effect from 14 August, 2024 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company 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.”

i Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	67	14200353	76.18068
Electronic Voting at AGM	3	3277	0.01758
Total	70	14203630	76.19826%





Shristi Sonthalia

Practising Company Secretary

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ii Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	4436730	23.80174
Electronic Voting at AGM	0	0	
Total	11	4436730	23.80174%

iii Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

CONCLUSION

Based on the foregoing, the resolution shall be deemed to have been passed with requisite majority. All the relevant records with respect to the electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely in accordance with the applicable laws.

Thanking You,

Shristi Sonthalia

SHRISTI SONTHALIA

Practising Company Secretary

M. No: A36493

COP: 13579

Peer review no.: **I2014WB1195800**

UDIN: A036493F001369550

Date: 30.09.2024

Place: KOLKATA



Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	28-09-2024
Total number of shareholders on cut-off date (20-09-2024)	4728
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	12
b) Public	43

Resolution 1: Ordinary Resolution

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors there on.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16623590	16449702	98.95	12013110	4436592	73.03	26.97
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16623590	16449702	98.95	12013110	4436592	73.03
Public-Institutions	E-Voting	396643	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	8968233	2190658	24.43	2190520	138	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2190658	24.43	2190520	138	99.99	0.01
	Total	25988466	18640360	71.73	14203630	4436730	76.20	23.80

Resolution 2: Ordinary Resolution

2. To appoint Mr. Sanwarmal Agarwal (DIN: 01007594), who retires by rotation and being eligible, offers himself for re-appointment as a Director

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16623590	16449702	98.95	16449702	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16623590	16449702	98.95	16449702	0	100
Public-Institutions	E-Voting	396643	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	8968233	2190658	24.43	2190520	138	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2190658	24.43	2190520	138	99.99	0.01
	Total	25988466	18640360	71.73	18640222	138	99.99	0.01

Resolution 3: Ordinary Resolution

3. Ratification of Cost Auditor Remuneration

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16623590	16449702	98.95	16449702	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16623590	16449702	98.95	16449702	0	100
Public-Institutions	E-Voting	396643	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total			0	0	0	0	0
Public-Non Institutions	E-Voting	8968233	2190658	24.43	2190520	138	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total			2190658	24.43	2190520	138	99.99
	Total	25988466	18640360	71.73	18640222	138	99.99	0.01

Resolution 4: Special Resolution

4. Appointment of Ms. Neelam Tater (DIN: 07653773), as an Independent Director of the Company

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16623590	16449702	98.95	12013110	4436592	73.03	26.97
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16623590	16449702	98.95	12013110	4436592	73.03
Public-Institutions	E-Voting	396643	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	8968233	2190658	24.43	2190520	138	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2190658	24.43	2190520	138	99.99	0.01
	Total	25988466	18640360	71.73	14203630	4436730	76.20	23.80

Thanking You,
Yours faithfully,

For **GEE LIMITED**

Shankar Lal Agarwal
Digitally signed by
Shankar Lal Agarwal
Date: 2024.09.30
11:31:07 +05'30'

Shankar Lal Agarwal
Whole-Time Director
DIN: 01205377