

26th September, 2015

To
General Manager
Dept of Corporate Services
Bombay Stock Exchange Limited
P.J.Towers, Dalal Stree Fort,
Mumbai 400 001

Ref.: GEE LIMITED BSE Code: 504028

Sub: Outcome of the 54th Annual General meeting held on 26th September, 2015 and Scrutinizers' Report.

With reference to the captioned subject we would like to state that following was approved at the Annual General Meeting held on 26th September, 2015;

1. Adoption of Audited Financial Statements for Financial Year ended 31st March, 2015 and the report of the Board of Directors and Auditors thereon;
2. Declaration of Dividend for F.Y. 2014-15;
3. Re-appointment of Mr. Govind Kumar Saraf, as Director;
4. Ratification of the Appointment of M/s. Ford, Rhodes, Parks & Co., Chartered Accountants as Auditors;
5. Appointment of M/s. Ajekar Shivaraya Kini, as Cost Auditors of the Company and remuneration payable to them;
6. Appointment of Mr. Shakarlal Agarwal, as Managing Director of the Company;
7. Appointment of Mr. Sanwarmal Agarwal, as Whole-time Director of the Company;
8. Regularization of Mrs. Payal Agarwal, as Director and subsequently as Whole-time Director(Finance);
9. Change in the Designation of Mr. Ashok Kumar, as Non-Executive Chairman of the Company;
10. Revision in the remuneration of Mr. Govind Kumar Saraf, Whole-time Director;

GEE LIMITED

Registered Office
Plot No. E-1, Road No. 7,
Wagle Industrial Estate,
Thane - 400 604, Maharashtra, India.
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E geeho@geelimited.com
CIN :- L99999MH1960PLC011879

Kalyan Plant
Plot B-12, MIDC,
Kalyan Bhiwandi Road, Saravali,
Kalyan - 421 311, Maharashtra, India.
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Kolkata Plant
Dhulagarh Industrial Park, NH-6,
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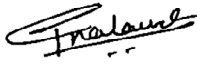
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11. Appointment of Mr. Nikhil Agarwal, as General Manager-Systems, to hold Office or Place of Profit;
12. Appointment of Mr. Umesh Agarwal, as Chief Operating Officer, to hold Office or Place of Profit;
13. Appointment of Mr. Om Prakash Agarwal, as Chief Marketing Officer, to hold Office or Place of Profit;
14. Payment of Performance Bonus to Non-Executive Directors of the Company;
15. Authority to the Board of Directors of the Company to Create Mortgage / Charge for a sum not exceeding Rs. 250 Crores;
16. Authority to the Board of Directors of the Company to borrow monies up to a sum not exceeding Rs. 250 Crores;

Further please find enclosed herewith Scrutinizers' Report on the details regarding voting in the prescribed manner as required under Clause 35A of the Listing Agreement.

Thanking you,
For GEELIMITED


Ganesh R. Nalawade
Authorised Signatory



Encl: As above

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DEEP SHUKLA & ASSOCIATES
COMPANY SECRETARIES

B-4, The Parle Colony Co-op. Hsg. Society Ltd.,
Sahakar Road, Next to Gokul Arcade,
Vile Parle (East), Mumbai - 400057.
Tele : 022 - 26834250 / 2683 2266
Mob.: 95948 63281
E-mail : deepsoffice@gmail.com / deepsoffice@yahoo.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
54th Annual General Meeting of the Equity Shareholders of
GEE LIMITED
held on Saturday, September 26, 2015, at 11:30 A.M.
at Hotel Satkar Residency,
Pokhran Road no. 1,
Thane (West),
Thane - 400606

Respected Sir,

Sub.: Consolidated Scrutinizer's Report on Remote e-Voting and Poll conducted for 54th Annual General Meeting held on Saturday, September 26, 2015.

I, Deep Shukla, being the Proprietor of M/s. Deep Shukla & Associates, Practicing Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of **GEE LIMITED**, pursuant to provisions of Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015, in respect of the below mentioned resolutions, bearing items Nos. 01 to 16, to be passed at 54TH Annual General Meeting of the Company scheduled on Saturday, September 26, 2015.

The Company has availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-Voting by the Shareholders of the Company. The Company has also provided voting by physical polling or ballot form to the Members who have attended the 54th Annual General Meeting.

The voting rights of members are in proportion to their shares of the paid up equity share capital of the Company as on September 19, 2015, being the cutoff date.

The period for e-Voting commenced on Tuesday, September 22, 2015 (9:30 a.m.) and ended on Friday, September 25, 2015 (5:00 p.m.).



Voting at the AGM through physical ballot paper

After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

Further, I did not find any poll papers invalid, defaced or mutilated.

And further, votes cast under e-Voting facility and locked ballot box were unblocked/unlocked on 26th September, 2015 at 02:10 p.m., in the presence of two witnesses, who were not in the employment of the Company and who have signed below as witness:



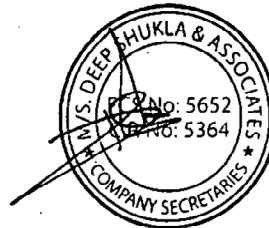
Name: Vinay Satavalekar



Name: Sandeep Kadam

I have scrutinized and reviewed the voting through poll and electronic means based on data downloaded from the Central Depository Services (India) Limited (CDSL) [website: www.evotingindia.com] e-Voting system.

Based on above, I do and hereby submit my Report as under :



ORDINARY BUSINESS

Item No. 01

Type of Resolution: Ordinary

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with Reports of the Board of Directors and Auditors thereon.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17622424	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17638994	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 02

Type of Resolution: Ordinary

Declaration of dividend on Equity Shares of the Company for the financial year 2014-15.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17622424	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17638994	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 03

Type of Resolution: Ordinary

Re-appointment of Mr. Govind Kumar Saraf, who retires by rotation and being eligible offers himself for reappointment.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17622424	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17638994	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 04

Type of Resolution: Ordinary

Ratification of appointment of M/s. Ford, Rhodes, Parks & Co., Chartered Accountants, Mumbai as Statutory Auditors.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17622424	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17638994	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



SPECIAL BUSINESS

Item No. 05

Type of Resolution : Ordinary

Appointment of Mr. Shivranya Kini as Cost Auditors of the Company.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17622424	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17638994	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 06

Type of Resolution : Ordinary

Appointment of Mr. Shankarlal Agarwal as an Managing Director.

i. Votes in favour of the resolution

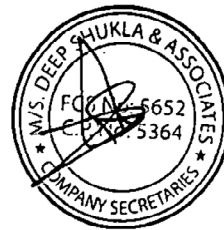
Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17622424	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17638994	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 07

Type of Resolution : Ordinary

Appointment of Mr. Sanwarmal Agarwal as a Whole-time Director.

i. Votes in favour of the resolution

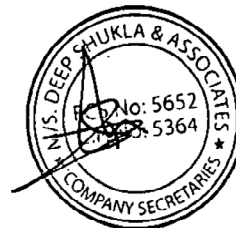
Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17622424	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17638994	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 08

Type of Resolution : Ordinary

Regularization of Mrs. Payal Agarwal as Director and subsequently as the Whole-time Director.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17622424	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17638994	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 09

Type of Resolution : Ordinary

Change in designation of Mr. Ashok Kumar as Non-Executive Chairman of the Company.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	27	17622499	100.00
Poll at AGM	3	16570	100.00
Total Voting	30	17639069	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 10

Type of Resolution : Ordinary

Revision of Remuneration package of Mr. Govind Kumar Saraf for remaining period of his tenure as Whole time Director of the Company.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	27	17622499	100.00
Poll at AGM	3	16570	100.00
Total Voting	30	17639069	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 11

Type of Resolution : Special

Appointment of Mr. Nikhil Agarwal to hold and continue to hold Office or place of profit under the Company as General Manager-Systems.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17501499	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17518069	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	*1	*121000
Poll at AGM	-	-
Total	-	-

* Vote casted by Mr. Nikhil Agarwal cannot be counted in pursuant to second proviso of sub section (1) of the Section 188 of the Companies Act, 2013 being related party.



Item No. 12

Type of Resolution : Special

Appointment of Mr. Umesh Agarwal to hold and continue to hold Office or place of profit under the Company as Vice President -Technical.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	16654234	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	16670804	100.00

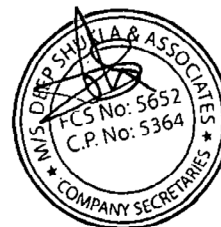
ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	**1	** 968265
Poll at AGM	-	-
Total	-	-

** Vote casted by Mr. Umesh Agarwal cannot be counted in pursuant to second proviso of sub section (1) of the Section 188 of the Companies Act, 2013 being related party.



Item No. 13

Type of Resolution : Special

Appointment of Mr. Om Prakash Agarwal to hold and continue to hold Office or place of profit under the Company as President - Marketing.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	16633040	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	16649610	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	***1	*** 989459
Poll at AGM	-	-
Total	-	-

*** Vote casted by Mr. Om Prakash Agarwal cannot be counted in pursuant to second proviso of sub section (1) of the Section 188 of the Companies Act, 2013 being related party.



Item No. 14

Type of Resolution : Ordinary

Payment of performance bonus to Non Executive Directors of the Company.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	26	17622424	100.00
Poll at AGM	3	16570	100.00
Total Voting	29	17638994	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 15

Type of Resolution : Ordinary

To authorize the Board to create mortgage/charge for a sum not exceeding Rs. 250.00 crores.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	27	17622499	100.00
Poll at AGM	3	16570	100.00
Total Voting	30	17639069	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



Item No. 16

Type of Resolution : Ordinary

To authorize the Board to borrow monies upto a sum not exceeding Rs. 250.00 crores.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	27	17622499	100.00
Poll at AGM	3	16570	100.00
Total Voting	30	17639069	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	-	-	0.00
Poll at AGM	-	-	0.00
Total Voting	-	-	0.00

iii. Invalid Votes

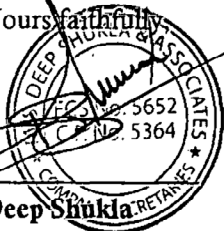
Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



The Registers, all other papers and relevant records relating to Polling and electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the said 54th Annual General Meeting and the same will be handed over to the Board of Directors for safe keeping.

Thanking you,

Yours faithfully,



Deep Shukla
For: M/s. Deep Shukla & Associates
Practicing Company Secretaries
FCS : 5652; CP : 5364

Date: 28/09/2015

Place: Mumbai