

Ref : GEE/SEC/OCM/KAL/2016-16

Date : June 22, 2016

To,
The Department of Corporate Services,
BSE Limited.
P. J. Towers, Dalal Street,
Mumbai - 400 001

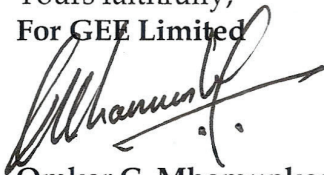
Sub : SEBI Order in the matter of Sharepro Services (India) Private Limited

Dear Sir/Madam,

This is with reference to your letter dated March 31, 2016 (Ref: LC/SEBI/VK/272/2015-16) we would like to inform you that as directed by SEBI Order No. WTM/RKA/MIRSD2/41/2016 dated March 22, 2016, we have carried out necessary actions as directed by the SEBI Order and also submitted the report to SEBI vide our letter dated June 21, 2016. Acknowledged copy of our letter dated June 21, 2016 submitted to SEBI along with the annexure is enclosed herewith.

We request you to kindly take the same on your record and request to disseminate to all concerned.

Thanking you,
Yours faithfully,
For GEE Limited



Omkar C. Mhamunkar
Company Secretary & Compliance Officer
ICSI Membership No. ACS 26645



GEE LIMITED

www.geelimited.com

Registered Office

Plot No. E-1, Road No. 7,
Wagle Industrial Estate,
Thane - 400 604, Maharashtra, India.
T +91 22 2582 1277 / 0619 / 2620
F +91 22 2582 8938
E geeho@geelimited.com
CIN :- L99999MH1960PLC011879

Kalyan Plant

Plot B-12, MIDC,
Kalyan Bhiwandi Road, Saravali,
Kalyan - 421 311, Maharashtra, India.
T +91 2522 280358 / 281176 / 88 / 90
F +91 2522 281199
E geeho@geelimited.com

Kolkata Plant

Dhulagarh Industrial Park, NH-6,
Dhulagori. P. O. & Village - Kanduah,
Howrah - 711 302, West Bengal, India.
T +91 33 3250 1526
F +91 33 2242 6794 / 3243 2343
E kolkata@geelimited.com



Ref : GEE/SEC/OCM/KAL/2016-16
Date : June 21, 2016



To,
Securities and Exchange Board of India
Plot No. C4-A, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

Sub : SEBI Order in the matter of Sharepro Services (India) Private Limited

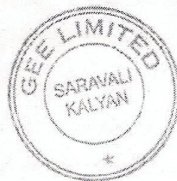
Dear Sir/Madam,

We wish to inform you that Sharepro Services India Private Limited ("Sharepro") was the registrar and share transfer agent ("RTA") of the Company. Pursuant to SEBI Order No. WTM/RKA/MIRSD2/41/2016 dated March 22, 2016, we wish to inform you that as per the point 11 and 12 of the said order, we carried out the following :

1. A thorough audit of the records and systems of Sharepro was conducted by M/s. Deep Shukla & Associates, Company Secretaries with respect to dividend paid and transfer of securities for the last ten years from April 01, 2005 to March 31, 2015. The Audit was completed within the timelines mentioned in the order and no violations were observed in respect of payment of dividend and transfer of securities. A Copy of the Audit Report issued by M/s. Deep Shukla & Associates, Company Secretaries is attached herewith for your kind reference.
2. The Company had terminated the agreement with Sharepro w.e.f. 30th April, 2016 and appointed M/s. Link Intime India Private Limited (New RTA) w.e.f. 1st May, 2016.

We request you to kindly take the same on your record and request to disseminate to all concerned.

Thanking you,
Yours faithfully,
For GEE Limited



Mhamunkar
Onkar C. Mhamunkar
Company Secretary & Compliance Officer
ICSI Membership No. ACS 26645

GEE LIMITED

Registered Office
Plot No. E-1, Road No. 7,
Wagle Industrial Estate,
Thane - 400 604, Maharashtra, India.
T +91 22 2582 1277 / 0619 / 2620
F +91 22 2582 8938
E geeho@geelimited.com
CIN :- L99999MH1960PLC011879

Kalyan Plant
Plot B-12, MIDC,
Kalyan Bhiwandi Road, Saravali,
Kalyan - 421 311, Maharashtra, India.
T +91 2522 280358 / 281176 / 88 / 90
F +91 2522 281199
E geeho@geelimitsd.com

Kolkata Plant
Dhulagarh Industrial Park, NH-6,
Dhulagori, P. O. & Village - Kanduah,
Howrah - 711 302, West Bengal, India.
T +91 33 3250 1526
F +91 33 2242 6794 / 3243 2343
E kolkata@geelimited.com

www.geelimited.com



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

To,
Securities and Exchange Board of India (SEBI)
Plot No. C 4-A , G Block, Near Bank of India,
Bandra Kurla Complex, Bandra (East),
Mumbai: 400051.

**SUB: AUDIT REPORT OF RECORDS AND SYSTEM w.r.t.DIVIDEND PAID AND
TRANSFER OF SECURITIES FOR THE PERIOD COMPRISING OF TEN YEARS FROM
F.Y.2005-06 TILL F.Y.2014-15**

Ref: GEE LIMITED

Based on the SEBI Order No.WTM/RKA/MIRSD2/41/2016 dated 22nd March 2016, the clients of Sharepro Services (India) Private Limited (hereinafter referred to as the Sharepro) were required to carry out a thorough audit of the records and systems of Sharepro with respect to dividends paid and transfer of securities for at least 10 (ten) years. **GEE Limited**, being client of Sharepro, had appointed our firm to carry out the audit as above.

We have audited share transfer and dividend records and system of GEE Limited having registered office at Plot No. E-1, Road No.7, Wagle Industrial Estate, Thane: 400604, Maharashtra maintained by Sharepro for a period of 10 years starting from April 01, 2005 to 31st March 2015.(Audit Period)

We have conducted a thorough audit of records and systems of Sharepro with respect to dividends paid and transfer of securities to determine whether dividends have been paid to actual / beneficial holders and whether securities have been transferred as per the provisions of the erstwhile Companies Act, 1956 and Companies Act, 2013. Thus the intent of our Audit is limited to identification of any fraud or material discrepancies in the transfer of securities and payment of dividend to eligible shareholders. An audit includes examining, evidence supporting the physical share transfer deed and dividend instruments and documents and data and information available with Company/Sharepro. We believe that our audit provides a reasonable basis for our opinion.



OUR OPINION:

1. The Transfer, transmission, issuance of duplicate share certificate, demat and remat of securities of GEE Limited (as may be applicable), made during the audit period has been done in a proper manner. Physical records has been maintained in relation to transfer and transmission of securities and entries have been properly recorded in system in time and no data or records found in general verification which gives rise to any suspicion or creates any doubt in such transfer of securities.
2. The payment of dividend to demat and physical holders of securities have been done in the prescribed and time bound manner, records for dividend payment and distribution of dividend has been maintained in electronic form (and physical form, wherever applicable), and no data or records, in general verification, were found which may create any suspicion or doubt with respect to such payment of dividend.

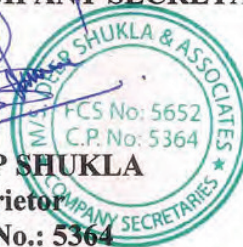
We further confirm that proper process and procedures were followed for the above process and no material discrepancies were noticed or detected during our audit process.

**For: M/S.DEEP SHUKLA & ASSOCIATES
COMPANY SECRETARIES**

DEEP SHUKLA

Proprietor

C.P. No.: 5364



Date: 20/06/2016

Place: Mumbai