

September 04, 2016

The Department of Corporate Services,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400 001
Fax: 22722061/41/39/37

Ref : Scrip Code 504028 (GEE Limited)

Sub: Voting Results of the 55th Annual General Meeting ("AGM") pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

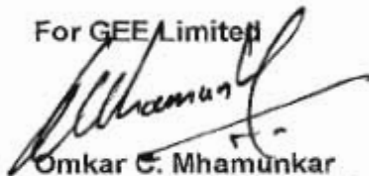
Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of the business transacted at the **55th Annual General Meeting (AGM)** of the Company, which was held today i.e. **Saturday, 03rd September, 2016** at 11.30 a.m. at Hotel Fortune Lake City, Jupiter Hospital Campus, Eastern Express Highway, Thane – 400 601.

1. To Audited Financial Statements of the Company for the financial year ended March 31, 2016 and reports of the Directors and the Auditors thereon were considered and adopted.
2. Declared dividend at @ Rs. 0.30 per share (i.e. 15% of the face value of Rs. 2/- each.)
3. Re-appointed Mr. Utsav Rasiklal Kapadia (DIN : 00034154) who retires by rotation and was eligible for the reappointment.
4. Ratified appointment of M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants, Mumbai as Statutory Auditors being 3rd consecutive year (final term) out of their term of three years.
5. Ratified remuneration of Mr. Shivranya Kini as Cost Auditors of the Company
6. Re-appointed Mr. Govind Kumar Saraf as an Executive Director for a period of three years w.e.f. 31st March, 2016.
7. Re-appointed Mr. Madhusudan P. Dhanuka as an Executive Director for a period of three years w.e.f. 1st December, 2015.

All this resolution passed with requisite majority.

Also enclosed voting results in the format prescribed by the SEBI alongwith the scrutinisers report. Kindly take the same on your record.

For GEE Limited



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

Encl : As above

GEE Limited

Date of the AGM	Saturday, 3 rd September, 2016
Total number of shareholders on record date:	1913 (As on the Record date i.e.27 th August, 2016)
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters & Promoter Group	12
- Public	17
No. of Shareholders attended the meeting through Video Conferencing	Not Provided
- Promoters & Promoter Group	Not Applicable
- Public	Not Applicable

For GEE LIMITED

Company Secretary

GEE Limited

Resolution No. 1

Resolution Required : (Ordinary)

1 - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and reports of the Directors and the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?

No.

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	17651500	17651500	100.0000	17651500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17651500	100.0000	17651500	0	100.0000	0.0000
Public Institutions	E-Voting	639717	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	5334661	1448	0.0271	1438	10	99.3094	0.6906
	Poll		1009	0.0188	984	25	97.5223	2.4777
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2457	0.0461	2422	35	98.5755	1.4245
Total		23625878	17653957	74.7230	17653922	35	99.9998	0.0002

For GEE LIMITED

 Company Secretary

Resolution No. 2

GEE Limited

Resolution Required : (Ordinary)

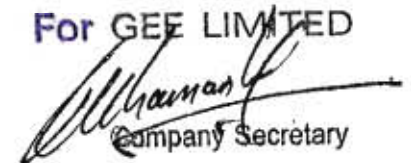
2 - Declaration of dividend for the financial year ended March 31, 2016.

Whether promoter/ promoter group are interested in the agenda/resolution?

No.

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	17651500	17651500	100.0000	17651500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17651500	100.0000	17651500	0	100.0000	0.0000
Public Institutions	E-Voting	639717	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	5334661	1448	0.0271	1438	10	99.3094	0.6906
	Poll		1009	0.0188	984	25	97.5223	2.4777
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2457	0.0461	2422	35	98.5755	1.4245
Total		23625878	17653957	74.7230	17653922	35	99.9998	0.0002

For GEE LIMITED



Company Secretary

Resolution No. 3

GEE Limited

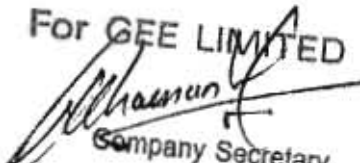
Resolution Required : (Ordinary)

3 - Re-appointment of Mr. Utsav Rasiklal Kapadia (DIN : 00034154) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for the reappointment.

Whether promoter/ promoter group are interested in the agenda/resolution?

No.

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
Promoter and Promoter Group	E-Voting	17651500	17651500	100.0000	17651500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17651500	100.0000	17651500	0	100.0000	0.0000
Public Institutions	E-Voting	639717	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	5334661	1448	0.0271	1438	10	99.3094	0.6906
	Poll		1009	0.0188	984	25	97.5223	2.4777
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2457	0.0461	2422	35	98.5755	1.4245
Total		23625878	17653957	74.7230	17653922	35	99.9998	0.0002

FOR GEE LIMITED

 Company Secretary

Resolution No. 4

GEE Limited

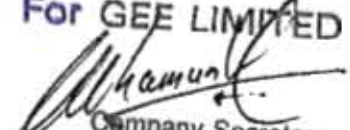
Resolution Required : (Ordinary)

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

Whether promoter/ promoter group are interested in the agenda/resolution?

No.

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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	17651500	17651500	100.0000	17651500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17651500	100.0000	17651500	0	100.0000	0.0000
Public Institutions	E-Voting	639717	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	5334661	1448	0.0271	1438	10	99.3094	0.6906
	Poll		1009	0.0188	984	25	97.5223	2.4777
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2457	0.0461	2422	35	98.5755	1.4245
Total		23625878	17653957	74.7230	17653922	35	99.9998	0.0002

For GEE LIMITED

 Company Secretary

Resolution No. 5

GEE Limited

Resolution Required : (Ordinary)

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

Whether promoter/ promoter group are interested in the agenda/resolution?

No.

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes –	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	in favour	–Against	favour on votes polled	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	17651500	17651500	100.0000	17651500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17651500	100.0000	17651500	0	100.0000	0.0000
Public Institutions	E-Voting	639717	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	5334661	1448	0.0271	1438	10	99.3094	0.6906
	Poll		1009	0.0188	984	25	97.5223	2.4777
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2457	0.0461	2422	35	98.5755	1.4245
Total		23625878	17653957	74.7230	17653922	35	99.9998	0.0002

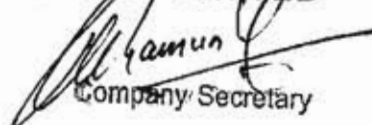
For GEE LIMITED



Company Secretary

Resolution No. 6								
GEE Limited								
Resolution Required : (Special)			6 - Re-appointment of Mr. Govind Kumar Saraf as an Executive Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
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	17651500	17651500	100.0000	17651500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17651500	100.0000	17651500	0	100.0000	0.0000
Public Institutions	E-Voting	639717	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	5334661	1448	0.0271	1438	10	99.3094	0.6906
	Poll		1009	0.0188	984	25	97.5223	2.4777
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2457	0.0461	2422	35	98.5755	1.4245
Total		23625878	17653957	74.7230	17653922	35	99.9998	0.0002

For GEE LIMITED


Company Secretary

Resolution No. 7

GEE Limited

Resolution Required : (Special)

7 - Re-appointment of Mr. Madhusudan P. Dhanuka as an Executive Director.

Whether promoter/ promoter group are interested in the agenda/resolution?

No.

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	17651500	17651500	100.0000	17651500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17651500	100.0000	17651500	0	100.0000	0.0000
Public Institutions	E-Voting	639717	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	5334661	1448	0.0271	1438	10	99.3094	0.6906
	Poll		1009	0.0188	984	25	97.5223	2.4777
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2457	0.0461	2422	35	98.5755	1.4245
Total		23625878	17653957	74.7230	17653922	35	99.9998	0.0002

For GEE LIMITED



Company Secretary



SCRUTINIZER'S REPORT

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

To,
The Chairman,
55th Annual General Meeting of the Equity Shareholders of
GEE LIMITED
held on Saturday, September 03, 2016, at 11:30 A.M.
at Hotel Fortune Park Lake City,
Jupiter Hospital Campus,
Eastern Express Highway,
Thane (West), 400601.

Respected Sir,

Sub.: Consolidated Scrutinizer's Report on Remote e-Voting and Poll conducted for 55th Annual General Meeting held on Saturday, September 03, 2016.

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 07, to be passed at 55th Annual General Meeting of the Company scheduled on Saturday, September 03, 2016.

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 55th 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 Saturday, August 27, 2016, being the cutoff date.

The period for e-Voting commenced on Wednesday, August 31, 2016 (9:00 a.m.) and ended on Friday, September 2, 2016 (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 3rd September, 2016 at 12:10 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: Amit Ahuja



Name: Nikita Trivedi

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](http://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, 2016 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	28	17652938	99.99
Poll at AGM	11	984	0.01
Total Voting	39	17653922	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	1	10	0.00
Poll at AGM	1	25	0.00
Total Voting	2	35	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 2015-16.

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	28	17652938	99.99
Poll at AGM	11	984	0.01
Total Voting	39	17653922	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	1	10	0.00
Poll at AGM	1	25	0.00
Total Voting	2	35	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. Utsav R Kapadia, 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	28	17652938	99.99
Poll at AGM	11	984	0.01
Total Voting	39	17653922	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	1	10	0.00
Poll at AGM	1	25	0.00
Total Voting	2	35	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	28	17652938	99.99
Poll at AGM	11	984	0.01
Total Voting	39	17653922	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	1	10	0.00
Poll at AGM	1	25	0.00
Total Voting	2	35	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

Approval of Remuneration 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	28	17652938	99.99
Poll at AGM	11	984	0.01
Total Voting	39	17653922	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	1	10	0.00
Poll at AGM	1	25	0.00
Total Voting	2	35	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 : Special

Appointment of Mr. Govind Kumar Saraf as a Whole Time Director designated as an Executive 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	28	17652938	99.99
Poll at AGM	11	984	0.01
Total Voting	39	17653922	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	1	10	0.00
Poll at AGM	1	25	0.00
Total Voting	2	35	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 : Special

Appointment of Mr. Madhusudan P. Dhanuka as a Whole Time Director designated as an Executive 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	28	17652938	99.99
Poll at AGM	11	984	0.01
Total Voting	39	17653922	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	1	10	0.00
Poll at AGM	1	25	0.00
Total Voting	2	35	0.00

iii. Invalid Votes

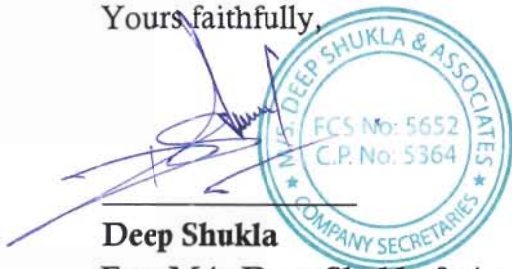
Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	-
Poll at AGM	-	-
Total	-	-



The Registers, all other papers and relevant records relating to Polling and electronic voting shall remain in our safe custody until the Chairman of the Meeting considers, approves and signs the Minutes of the said 55th Annual General Meeting and the same will be handed over to the Board of Directors for safe keeping.

Thanking you,

Yours faithfully,



The stamp is circular with a double border. The outer ring contains the text 'M/S. DEEP SHUKLA & ASSOCIATES' at the top and 'COMPANY SECRETARIES' at the bottom, separated by two stars. The inner circle contains the text 'FCS No: 5652' and 'C.P. No: 5364'.

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

Date: 03/09/2016

Place: Mumbai