

To,
Listing Department,
Dept. of Corporate Services,
BSE Limited
P.J. Towers, Dalal Street, Fort,
Mumbai: 400 001.

Scrip code : 504028
Ref : Submission of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Sub : Notice of 56th Annual General Meeting

Respected Sir/Madam,

This is to inform you that, the Fifty Sixth Annual General Meeting is scheduled to be held at Hotel Fortune Park Lake City, Near Jupiter Medi-Park (Jupiter Hospital Campus), Eastern Express Highway, Thane (W), Maharashtra - 400601, India , on Saturday, 16th September, 2017, at 11.30 a.m. The necessary business matters proposed to be passed at the meeting is stated in the Notice enclosed herewith.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **GEE Limited**



Sumeet S. More
Company Secretary & Compliance Officer

Encl: a/a

REGISTERED OFFICE

Plot No. E-1, Road No.7, Wagle Industrial Estate, Thane 400 604, Maharashtra, India
P: +91 22 2582 1277 | F: +91 22 2582 8938 | W: www.geelimited.com

KALYAN PLANT

Plot No. B-12 MIDC, Kalyan Bhiwandi Road, Saravli, Kalyan 421 311, Thane, Maharashtra, India
P: +91 25 2228 0358/281176/90 | F: +91 25 2228 1199 | E: ho@geelimited.com

CIN -L99999MH1960PLC011879

NOTICE

GEE LIMITED

CIN : L99999MH1960PLC011879

Registered Office : Plot No. E-1, Road No. 7, Wagle Industrial Estate, Thane – 400 604

Website : www.geelimited.com , Email: shares@geelimited.com,

Tel. No. +91 22 2582 1277 Fax No. +91 22 2582 8938

NOTICE is hereby given that the 56th Annual General Meeting of GEE LIMITED will be held at Hotel Fortune Park, Lake City, Near Jupiter Medi-Park, (Jupiter Hospital Campus), Eastern Express, Thane (W), Maharashtra - 400601, India on Saturday, 16th September, 2017 at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. Shankaral Agarwal (DIN :01205377) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. Appointment of M/s P B Shetty & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") (including any statutory modification(s) or amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force), M/s. P B Shetty & Co., Chartered Accountants, (Firm Registration No.: 110102W), who have confirmed their eligibility to be appointed as Auditors in terms of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit & Auditors) Rules, 2014, be and is hereby appointed Statutory Auditors of the Company in place of M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants (Firm Registration No.: 102860W), the retiring Statutory Auditor, to hold office from the conclusion of 56th Annual General Meeting until the conclusion of the 61st Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 60th Annual General Meeting, on such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, as may be mutually agreed between the Board of Directors / Auditor Committee and the Auditors"

SPECIAL BUSINESS:

4. Approving remuneration of Cost Auditor for the financial year 2017-18

To consider, and if thought fit, 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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force), M/s. Ajekar Shivaraya Kini, Cost Accountant, (Firm Registration No. 101794 and Membership No. ACMA6034), the Cost Auditor appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 on the remuneration of ₹ 75,000/- p.a. as recommended by the Audit Committee and approved by the Board of Directors"

5. Maintenance of registers and copies of Annual Returns of the Company at place other than Registered Office

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force), the consent of the Company, be and is hereby accorded to keep and maintain the Statutory Registers and the copies of all annual returns along with all necessary documents required to be annexed thereto at its plant situated at Plot B-12, MIDC Kalyan Bhiwandi Road, Saravali, Kalyan - 421311, Maharashtra, India with effect from the date of conclusion of this meeting"

6. Appointment of Mr. Ananat Agarwal, to hold and continue to hold office or place of profit in the Company as General Manager – Technical

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014, (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force), the consent of the members be and are hereby accorded to appoint Mr. Anant Agarwal [Son of Mr. Shankaral Agarwal, Managing Director, (DIN:01205377)], to hold and continue to hold office or place of profit in the Company as General Manager – Technical with effect from 1st March, 2017 upon remuneration as detailed below:

- Salary per annum : not exceeding ₹ 12,00,000/- with such increments as may be decided by the Board of Directors upto maximum limit of ₹ 20,00,000/-
- Performance bonus of ₹ 1,00,000/- in the event that the net profit of the company (PAT) exceeds ₹ 5 Crores
- Perquisites-
 - i. Rent free accommodation or house rent allowance up to 10% of the salary in lieu thereof.
 - ii. Reimbursement of Driver's salary.
 - iii. Reimbursement of Air or AC First Class railway fare for self and family to and from any place in India, once in a year upto one month's basic salary.
 - iv. Medical expenses incurred for himself and family subject to ceiling of one month's basic salary in a year or three month's basic salary over a period of three years.
 - v. Premium for medical insurance for himself and his family.
 - vi. Family (for iii, iv and v above) mean spouse, dependent children and dependent parents.
 - vii. The expenditure incurred by the Company on gas, electricity, water and furnishings, if any, shall be valued as per the Income Tax Rules, 1962.)
 - viii. Car for use on Company's business, and telephone and other communication facilities at the residence. However, personal long distance calls and use of car for private purpose shall be billed by the Company to the General Manager – Technical.
- Perquisites not to be included in ceiling limits:
 - ix. Contribution to Provident fund @ 12% or such other percentage as per the Company's rules, to the extent it is not taxable under the Income tax Act.
 - x. Gratuity: As per the rules of the Company.
 - xi. Encashment of leave at the end of the tenure. Casual leave, sick leave and privilege leave shall not exceed one month's leave for every 11 month completed service.

RESOLVED FURTHER THAT, the Nomination and Remuneration Committee / the Board shall have the authority from time to time to make applicable to Mr. Anant Agarwal such revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. and to promote him to any higher position/designation or salary scale or grade in due course together with such allowances;

RESOLVED FURTHER THAT, any Director of the Company or Company Secretary be and is hereby authorized to do such acts, matters, deeds and things as may be necessary and incidental to give effect to this resolution including filing of relevant e-Form(s) with the Registrar of Companies, Maharashtra at Mumbai under the Ministry of Corporate Affairs. "this resolution including filing of relevant e-Form(s) with the Registrar of Companies, Maharashtra at Mumbai under the Ministry of Corporate Affairs."

Place: Kalyan
Date: 18th August, 2017

By Order of the Board
Ashok Kumar
Chairman
DIN: 01369217

NOTES AND INSTRUCTIONS:

1. Statement setting out material facts (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses as set out in the Notice is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxies need not be a member of the company. In order to be valid, proxy forms duly complete in all respects, should be lodged with the company at its registered office not later than 48 (Forty Eight) hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
3. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
4. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
5. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by attendance slip. Attendance slip along with proxy form are enclosed to the Annual Report. Members/Proxies/ Authorized Representatives attending the meeting, are requested to sign at the space provided in the attendance slip and hand it over at the entrance of the venue. Proxy should be marked on the attendance slip as 'proxy'. Members are also requested to bring their copies of Annual Report while attending the meeting.
6. In terms of Section 72 of the Companies Act, 2013 and related rules thereunder, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) who is holding shares in physical form and desirous of availing such facility may submit nomination in the prescribed form (SH-13) to the Company's Registrar and Share Transfer Agent ("RTA"), Link In time India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India. For members holding shares in electronic form, are requested to approach your Depository Participant (DP) for the same.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
8. During the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours at the Registered Office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 (Three) days before the commencement of the Meeting.
9. All the documents referred to in the accompanying notice and statement setting out material facts (explanatory statement) are open for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays & Public Holidays between 11.00 a.m. to 1.00 p.m. up to the date of AGM and will also be available at the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Route Map to the venue of the AGM is provided in the notice.
12. Members holding shares in physical form are requested to notify/send the following to the RTA to facilitate better service:
 - I. any change in their address/mandate/ bank details,
 - II. particulars of their bank account in case the same have not been sent earlier, and
 - III. share certificate(s) held in identical order of names, in more than one folio are requested to send the details of such folio(s) together with share certificate(s) for consolidating their holdings in one folio. A consolidated share certificate will be issued to such member after making requisite changes.
13. The Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in the securities/ capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit a duly attested copy of both sides of the PAN card, to RTA. The shareholders holding shares in electronic form are requested to register their PAN with their respective Depository Participants.
14. If the members have any queries on the audited accounts, directors' report & auditor's report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members' satisfaction.
15. Members may please note that pursuant to the provisions of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013, dividend for the for the financial year 2009-10 and thereafter, which remains unclaimed for a period of 7 years, will be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government, as and when the same falls due for such transfer.

Accordingly, all unclaimed dividend up to the financial year 2008-09, has been transferred to the IEPF and unclaimed dividend for the financial year 2009-10 which was declared at the AGM held on 17th September, 2010, will be transferred by 16th October, 2017.

Members who have not received or encashed their dividend warrant(s) for the financial year 2009-10 and thereafter, are requested to write to RTA for obtaining duplicate dividend warrant without any further delay.

In accordance with Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to IEPF Suspend Account of the IEPF Authority. The Rules also prescribe the procedures to be followed by an investor, to claim the shares/ amount transferred to IEPF.

In accordance with the IEPF Rules, the Company had already send individual communication dated 28th November, 2016 to the concerned members whose dividend amounts from the year 2009 to 2015 were outstanding as per the Company's records, to claim the same before being transferred to the IEPF Authority. Further, an advertisement to this effect was also published in leading English and Vernacular language newspapers on 5th May, 2017. The Company has also uploaded the details of such members and shares due for transfer to the IEPF Authority on its website www.geelimited.com under "Investor Info" section, to enable such members to verify the details of shares liable to be transferred to the IEPF Authority.

Members are requested to note that no claim shall lie against the Company in respect of any shares/ dividend so transferred to the IEPF Authority.

The shares transferred to the IEPF can be claimed back by the concerned member(s) from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.
16. The Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent to members on their registered addresses through permitted mode. As a part of Green initiative, the Company has enclosed E-Communication Registration Form to enable the members, to receive various communication including Annual Report of the Company through electronic mode.

17. The cut off date determining shareholders to send physical copies of Annual Report is Friday, 11th August, 2017 and if any person becomes member of the Company after the said date may download the Annual Report which would be available on the website of the Company at www.geelimited.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com or may request for physical copy or soft copy to the Company by sending email on shares@geelimited.com. Members are requested to quote their Name, Folio no. for all communication including email communication.
18. Brief details of Director proposed to be re-appointed along with such other details as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are annexed hereto.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to cast their votes either for or against each resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ("Remote E-Voting"), provided by Central Depository Services (India) Limited (CDSL) and the business may be transacted through such voting.

The instructions for E-Voting are as under:

- i. The voting period begins on Wednesday, 13th September, 2017 (9.00 a.m. IST) and ends on Friday, 15th September, 2017 (5.00 p.m. IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday 9th September, 2017, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the E-Voting website www.evotingindia.com
- iii. Click on Shareholders
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits ClientID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction No. iv.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
 - ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - x. For Members holding shares in physical form, the detail scan be used only for E-Voting on the resolutions contained in this Notice.
 - xi. Click on the EVSN for <GEE LIMITED> on which you choose to vote.
 - xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - xix. Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xx. In case of any queries/grievances pertaining to Remote E-Voting, you may refer to the Frequently Asked Questions (FAQs) and E-Voting manual for members available at www.evotingindia.com under help section or may contact on toll free no. 1800-200-5533 or may write to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001, at his designated email id: rakeshd@cdslindia.com or may contact at telephone no. (022) 2272 8588.
20. The Remote E-Voting period commences on Wednesday, 13th September, 2017 (9.00 a.m. IST) and ends on Friday 15th September, 2017 (5.00 p.m. IST). The Remote E-Voting module shall be disabled by CDSL thereafter and members will not be allowed to vote electronically the said date and time. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (record date) of Friday, 9th September, 2017 only shall be entitled to avail the facility of Remote E-Voting as well as voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again.

21. The voting rights of members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the cut-off date.
22. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
23. Mr. Deep Shukla of M/s. Deep Shukla & Associates, Practicing Company Secretaries (Membership No. FCS:5652) has been appointed as the Scrutinizer to scrutinize the Remote E-Voting process and votes to be casted at the AGM venue in a fair and transparent manner.
24. Any person, who acquires equity shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may cast their votes by sending request for Remote E-Voting may follow the same procedure as mentioned above for E-Voting. However, if you are already registered with CDSL for Remote E-Voting then you can use your existing user ID and password for casting your vote.
25. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "E-Voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the Remote E-Voting facility.
26. Members who have cast their vote by Remote E-Voting prior to the AGM may attend the meeting but shall not be entitled to cast their vote again at the AGM.
27. The Scrutinizer shall after the conclusion of voting at the AGM, would first count the votes cast at the meeting, 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 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any Director duly authorised by the Board, who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairman or a person as authorized by him in writing.
28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.geelimited.com and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results would be communicated to the BSE Limited. The result will also be displayed on the Notice Board of the Company at its Registered Office and at all offices of the Company.
29. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Saturday, 9th September, 2017 to Saturday, 16th September, 2017 (Date of AGM), both days inclusive.
30. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to RTA.
31. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Statement Setting out material facts (Explanatory Statement)

[Pursuant to Section 102(2) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to special businesses of the accompanying notice of the Annual General Meeting to be held on Saturday, 16th September, 2017

Item No.3:

Though not mandatory, this statement is provided for reference.

M/s. Ford, Rhodes, Parks & Co, Chartered Accountants (Firm Registration no. 102860W) were appointed as statutory auditors of the company, since inception. In terms of their appointment made at the 53rd AGM held on 2nd August 2014, they are holding office of the auditors up to the conclusion of the 56th AGM and hence, would retire at the conclusion of the ensuing AGM

As per second proviso to Section 139(2) of the Companies Act, 2013 and Companies (Removal of Difficulties) Third Order, 2016 of dated 30th June, 2016, a transition period which shall not be later than the date of the first annual general meeting of the company held, within the period specified under sub-section (1) of Section 96, after three years from the date of commencement of this Act, is given for appointment of New Statutory Auditor of the Company.

Accordingly, as per the said requirements of the Act, M/s. P B Shetty & Co., Chartered Accountants, (Firm Registration No.: 110102W), is proposed to be appointed as statutory auditors of the Company, for a period of 5 years, commencing from the conclusion of 56th Annual General Meeting until the conclusion of the 61st Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 60th Annual General Meeting.

M/s. P B Shetty & Co., Chartered Accountants, (Firm Registration No.: 110102W), have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the directors and key managerial personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution mentioned at item no. 3 of the notice.

The Board of Directors recommends the passing of the ordinary resolution as set out in item no. 3 of the notice for approval of the members.

Item No.4:

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on 27th May, 2017 appointed M/s. Ajekar Shivaraya Kini, Cost Accountant, (Firm Registration No. 101794 and Membership No. ACMA6034), as the Cost Auditors of the Company in term of Section 148 of the Companies Act, 2013 to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 at the remuneration of ₹ 75,000/- p.a.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, the consent of the members is being sought for passing an ordinary resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2018.

None of the directors and key managerial personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution mentioned at item no. 4 of the notice.

The Board of Directors recommends the passing of the ordinary resolution as set out in item no. 4 of the notice for approval of the members.

Item No.5

Pursuant to Section 94 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Statutory Registers and copy of annual return filed under Section 92 along with all necessary documents required to be annexed thereto, shall be maintained at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company.

The Company by way of its corporate announcement on 5th January, 2017 informed about the signing of Memorandum of Agreed Terms with M/s. Cliff Conwell LLP in connection with construction of IT Park Project on the land situated at Plot No. E-1, Road No. 7, Wagle Industrial Estate, Thane – 400 604 ("Registered Office"). With view to avoid operational difficulty, improve overall efficiency, streamline documents management system and achieve safe and secure custody of records, the Board of Directors at its meeting held on 27th May, 2017 decided to shift all such records as mentioned in the resolution from registered office to Kalyan Plant which is situated at Plot B-12, MIDC Kalyan Bhiwandi Road, Saravali, Kalyan – 421311, Maharashtra, India.

Accordingly, consent of the members is being sought for passing the special resolution as set out at item no.5 of the notice for maintenance of registers and copies of Annual Returns of the Company at place other than registered office.

None of the directors and key managerial personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution mentioned at item no. 5 of the notice.

The Board of Directors recommends the passing of the special resolution as set out in item no. 5 of the notice for approval of the members.

Item No.6

On the recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors at their meeting held on 11th February, 2017 appointed Mr. Anant Agarwal as "General Manager – Technical" of the Company w.e.f. 1st March, 2017, subject to the approval of the members by way of special resolution at the ensuing Annual General Meeting.

Mr. Anant is a son of Mr. Shankarlal Agarwal, aged 24 years, he has studied Electrical Engineering at the University of Illinois, Urbana-Champaign which is one of the oldest and prestigious Universities in the United States of America. Before his formal joining of GEE Limited as General Manager - Technical, he has undergone for training at GEE Limited, Kolkata plant under various departments viz. production, sales and marketing, administration and product development without any remuneration. He is a young and dynamic personality and advocates technical advancement in the Company's processes. His interest area has largely been in technical and product matrix, but he is also keen on business development, international marketing. His participation in the Company will not only allow young talent to grow and nurture, but also advancement of the Company at a faster pace.

Mr. Anant is a related party within the definition of Section 2(76) of the Companies Act 2013. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereof, appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding ₹2,50,000/- requires prior approval by way of resolution of the Company. The remuneration of Mr. Anant is not exceeding the limit prescribed in the aforesaid provisions, however, as an abundant precaution, the Board of Directors decided to place this proposal for the approval of the members at the ensuing Annual General Meeting. Hence, approval of members is being sought for his appointment in and payment of remuneration to him by the Company as proposed in the resolution under the Item No.6 of the Notice.

The information as required in accordance with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014, is as under:

Sr. No.	Particulars	Details
a.	Name of the related party	Mr. Anant Agarwal
b.	Name of the Director or Key Managerial Personnel who is related	Mr. Shankarlal Agarwal, Managing Director(DIN 01205377)
c.	Nature of relationship	Mr. Anant Agarwal is son of Mr. Shankarlal Agarwal. Both are from promoter and promoters group holding 50,000 and 20,78,938 equity shares respectively
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	Mr. Anant Agarwal, appointed as "General Manager - Technical" with GEE Limited at an initial basic consolidated remuneration of ₹81,742/- per month w.e.f. 1st March, 2017, vide resolution passed by the Board of Directors at their meeting held on 11th February 2017. The terms of employment and remuneration of Mr. Anant Agarwal may be varied from time to time by the Company, based on the industry standards prevailing for similar position and based on his performance evaluation and Remuneration Policy of the Company. No duration or period for his employment is fixed, however, termination and other terms shall be governed by his appointment letter and rules and HR policy of the Company. Mr. Anant Agarwal may be re-designated by the Company from time to time at its discretion.
e.	Any other information relevant or important for the members to take a decision on the proposed resolution	Please refer to his qualifications and experience as mentioned aforesaid under this item of business

In respect of this resolution, Mr. Anant Agarwal and Mr. Shankarlal Agarwal are interested and concerned to the extent of the remuneration and benefits that Mr. Anant Agarwal may get by holding the said office or place of profit/employment in the Company upon the approval of his appointment.

Except Mr. Shankarlal Agarwal being director (Related) and Mr. Anant Agarwal, being appointee and promoter of the Company, and their relative no other Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution mentioned at item no.6 of the notice.

The Board of Directors recommends the passing of the special resolution as set out in item no.6 of the notice for approval of the members.

Place: Kalyan

Date: 18th August, 2017

By Order of the Board
Ashok Kumar
Chairman
DIN: 01369217

**Details of Directors seeking re-appointment at the
Annual General Meeting (In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India**

Name of the Director	Mr.Shankarlal Agarwal									
DIN	01205377									
Designation	Managing Director									
Date of Birth	31st December, 1962									
Age	55 years									
Qualification	Commerce Graduate									
No. of Experience	32 Years									
Nature of his expertise in Specific Functional Area	Eminent leader with rich experience in production, factory operations, distribution, procurement and packaging									
Term and Conditions of Re-appointment	Mr. Shankarlal Agarwal shall be re-appointed as a Director liable to retire by rotation.									
Current Remuneration	₹ 35,00,000/-									
Remuneration Payable	Nil									
Date of first appointment	9th January, 2007									
No. of Shares held	20,78,938 Equity Shares of ₹2/- Each									
Relation with other Directors, Manager and KMP's	Brother of Mr.Sanwamal Agarwal (Wholetime Director) Brother in law of Mrs.Payal Agarwal (Director – Finance & CFO)									
Attendance at Board meetings	8 Board meetings were attended during financial year 2016-17									
Brief Profile	<p>Mr.Shankarlal Agarwal is a commerce graduate from the Calcutta University. He joined the Company in 1996 as a Director. He is a visionary and has played a key role in expanding the business. With his innovative ideas and experience, Mr. S.L. Agarwal has been able to put the company on a dynamic growth path. He strategically plans the future prospects of the Company. He has represented the company in various National and International Trade Fairs held in Germany, China, Korea & other countries.</p>									
Directorship in other Companies	<table border="1"> <thead> <tr> <th>Name of Body Corporates</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td>Prem Chand Shankar Lal Private Limited</td> <td>Director</td> </tr> <tr> <td>Vidya Finvest Limited</td> <td>Director</td> </tr> </tbody> </table>		Name of Body Corporates	Position	Prem Chand Shankar Lal Private Limited	Director	Vidya Finvest Limited	Director		
Name of Body Corporates	Position									
Prem Chand Shankar Lal Private Limited	Director									
Vidya Finvest Limited	Director									
Chairman/ Members of the Committee of the other Companies in which he is a Director	<table border="1"> <thead> <tr> <th>Name of Body Corporates</th> <th>Name of Committee</th> </tr> </thead> <tbody> <tr> <td>GEE Limited</td> <td>Corporate Social Responsibility - Member</td> </tr> <tr> <td>Prem Chand Shankar Lal Private Limited</td> <td>Nil</td> </tr> <tr> <td>Vidya Finvest Limited</td> <td>Nil</td> </tr> </tbody> </table>		Name of Body Corporates	Name of Committee	GEE Limited	Corporate Social Responsibility - Member	Prem Chand Shankar Lal Private Limited	Nil	Vidya Finvest Limited	Nil
Name of Body Corporates	Name of Committee									
GEE Limited	Corporate Social Responsibility - Member									
Prem Chand Shankar Lal Private Limited	Nil									
Vidya Finvest Limited	Nil									

**56th Annual General Meeting
GEE
LIMITED**

CIN: L99999MH1960PLC011879
Regd. Office : Plot No. E-1, Road No. 7, Wagle Industrial Estate, Thane - 400 604
Website: www.geelimited.com Email: shares@geelimited.com
Tel.: +91 (22) 2582 1277 Fax: +91 (22) 2582 8938

ATTENDANCE SLIP

I/we hereby record my/our presence at the 56th Annual General Meeting of the GEE LIMITED held at Hotel Fortune Park, Lake City, Near Jupiter Medi-Park, (Jupiter Hospital Campus), Eastern Express Highway, Thane (W), Maharashtra - 400601, India, on Saturday, 16th September, 2017 at 11.30 a.m.

Name and Address of the Shareholder (s) Joint Holder 1 Joint Holder 2	
---	--



Folio No.: _____	/ DP ID No.* _____	& Client Id No.* _____
No. of Shares held:	_____	
Name of the Member(s):	_____ (IN BLOCK CAPITAL)	_____ (Signature)
Name of the Proxy Holder(s)/ Authorised Representative:	_____ (IN BLOCK CAPITAL)	_____ (Signature)

1. Only Member/Proxy Holder/Authorised Representative can attend meeting.
2. Member(s)/ Proxy Holder/ Authorised Representative should bring duly filed and signed attendance slip and their copies of the AGM Notice and Annual Report for reference at the meeting.

E-VOTING PARTICULARS

(EVSN) Electronic Voting Sequence Number	*Default PAN

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field

NOTES:

1. Please refer to the instructions printed under Notes and Instructions of the Notice of 56th Annual General Meeting.
2. The Remote E-Voting period commences on Wednesday, 13th September, 2017 (9.00 a.m. IST) and ends on Friday, 15th September, 2017 (5.00 p.m. IST). The voting module shall be disabled by CDSL for voting thereafter.

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56th Annual General Meeting

GEE LIMITED

[CIN: L99999MH1960PLC011879]

Regd. Office : Plot No. E-1, Road No. 7, Wagle Industrial Estate, Thane - 400 604

Website: www.geelimited.com Email: shares@geelimited.com

Tel.: +91 (22) 2582 1277 Fax: +91 (22) 2582 8938

Form No. MGT-11

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) :	Email Id :
Registered Address :	Folio No. :
	*DP Id.:
No. of Shares held :	*Client Id.:

* Applicable for investors holding shares in electronic form.

I/We, being a member(s) of GEE Limited hereby appoint:

1. Mr./Mrs. _____ Email Id: _____

Address : _____

Signature: _____

2. Mr./Mrs. _____ Email Id: _____

Address : _____

Signature: _____

3. Mr./Mrs. _____ Email Id: _____

Address : _____

Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company to be held at Hotel Fortune Park Lake City, Near Jupiter Medi-Park (Jupiter Hospital Campus), Eastern Express Highway, Thane (W), Maharashtra - 400601, India on Saturday, 16th September, 2017 at 11.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	Optional*		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and reports of the Board of Directors and the Auditors thereon.			
2.	To appoint Mr. Shankarlal Agarwal (DIN : 01205377) who retires by rotation at this meeting and being eligible, offers himself for re-appointment			
3.	Appointment of M/s P B Shetty & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration			

56TH ANNUAL REPORT 2016-17

Sr. No.	Resolutions	Optional*		
		For	Against	Abstain
Special Business				
4	Approving remuneration of Cost Auditor for the financial year 2017-18			
5	Maintenance of registers and copies of Annual Returns of the Company at place other than Registered Office			
6	Appointment of Mr. Ananat Agarwal, to hold and continue to hold office or place of profit in the Company as General Manager – Technical			

Signed this _____ day of _____ 2017

Signature of Member(s) _____

Signature of Proxy Holder(s) _____

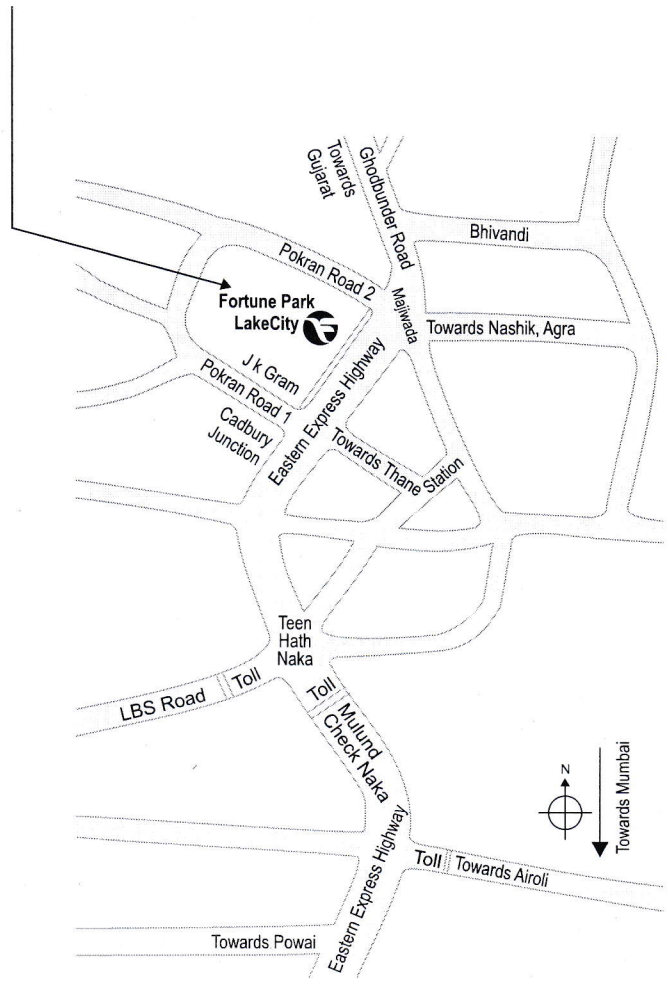
Affix Re.1/-
Revenue Stamp

Notes:

- 1) Please submit duly filed form at the registered office of the company not less than Forty Eight (48) Hours before commencement of the meeting.
- 2) For the resolutions, statements settings out material facts, notes and instructions, please refer to the notice of Annual General Meeting.
- 3) * It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route map for the venue of AGM of **GEE Limited**
to be held on **Saturday, 16th September, 2017 at 11:30 A.M.**

AGM Venue
Hotel Fortune Park LakeCity, Jupiter Hospital Campus,
Eastern Express Highway, Thane (W) - 400601
(Landmark - Viviana Mall)



GEE LIMITED

CIN: L99999MH1960PLC011879

Registered Office : Plot No. E-1, Road No. 7, Wagle Industrial Estate, Thane – 400 604

Website : www.geelimited.com , Email: shares@geelimited.com,

Tel. No. +91 22 2582 1277 Fax No. +91 22 2582 8938

Dear Member(s)

Sub: Electronic mode of service of documents

As a part of Green initiative by the Ministry of Corporate Affairs (MCA), now members can receive various communications and correspondence including Annual Report through electronic mode i.e. e-mails. In this connection, we request the members to support the green initiative by registering their e-mail id's in the below format to receive various communications to be sent by the Company, electronically.

1. Members holding the shares in physical form may send the communication to the Registrar and Share Transfer Agents (RTA), Link Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India.
2. Members holding the shares in demat form may furnish the details to the respective Depository Participants.

The E-communication registration form should be signed by the sole/first named Member as per the specimen signature recorded with the RTA. Upon a specific request, even after registering the e-communication, members are entitled to receive such communications in physical form.

Thanking You
Yours faithfully

For GEE Limited

Sd/-
Sumeet S. More
Company Secretary & Compliance Officer
ACS – 48681

E-COMMUNICATION REGISTRATION FORM

Link Intime India Private Limited
C-101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai 400 083,
Maharashtra, India.

Folio No. / DP ID & Client ID :
Name of the sole/ first named Member :
Name of joint holder(s) :
Permanent Account Number (PAN) :
Bank details :
(for payment of Dividend)
E Mail ID to be registered :
Phone No (with STD Code)/ Mobile No. :
(in case the shares are held in physical form)

Date:

Signature of the Member: _____

Note: Members holding shares in demat form are requested to address and send the E-communication registration form to their depository participant (DP). Members are requested to keep DP/RTA/Company informed as and when there is any change in the e-mail address. Unless the e-mail ID given above is changed by you by sending another communication in writing / e-mail, the Company will continue to send the documents to you on the above mentioned e-mail ID.