

September 06, 2016

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

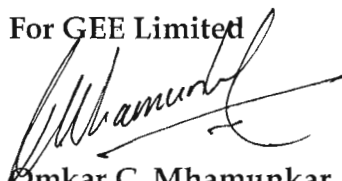
**Ref :** Scrip Code 504028 (GEE Limited)

**Sub:** Submission of Annual Report Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the 55<sup>th</sup> Annual Report of GEE Limited for the Financial year ended 31<sup>st</sup> March, 2016 which has been approved by the shareholders with the REQUISITE MAJORITY at the 55<sup>th</sup> Annual General Meeting (AGM) of the Company, which was held on **Saturday, 03<sup>rd</sup> September, 2016** at 11.30 a.m. at Hotel Fortune Lake City, Jupiter Hospital Campus, Eastern Express Highway, Thane - 400 601.

For GEE Limited



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



Encl : As above

**GEE LIMITED**

[www.geelimited.com](http://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](mailto: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  
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**Kolkata Plant**

Dhulagarh Industrial Park, NH-6,  
Dhulagori, P. O. & Village - Kandigha,  
Howrah - 711 302, West Bengal, India.  
**T** +91 33 3250 1526  
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55<sup>th</sup> Annual Report 2015-2016



**GWELD**

SEAL OF TRUST

**GEE LIMITED**



## The Board of Directors

**Ashok Kumar**  
Chairman - Independent Director

**Shankar Lal Agarwal**  
Managing Director

**Sanwarmal Agarwal**  
Executive Director

**Govind Kumar Saraf**  
Executive Director

**M. P. Dhanuka**  
Executive Director

**Payal Agarwal**  
Director-Finance & CFO

**Utsav Kapadia**  
Non Executive Non Independent Director

**Rakesh Mundra**  
Independent Director

**Sujit Sen**  
Independent Director

**K. M. Panthaki**  
Independent Director

**Company Secretary**  
Mr. Omkar Chandrakant Mhamunkar

**Registered Office**  
Plot No. E-1, Road No. 7, Wagle Industrial Estate,  
Thane (West) - 400 604

**Works**  
Dhulagarh Industrial Park,  
NH-6, Dhulagori, P.O. & Village - Kanduaah,  
Howrah - 711 302. West Bengal, India.

Plot No. B-12, MIDC,  
Kalyan Bhiwandi Road,  
Saravali, Kalyan - 421 311  
Maharashtra, India.

**Auditors**  
M/s Ford Rhodes Parks & Co. LLP  
Chartered Accountants

**Cost Auditors**  
Ajekar Shivaraya Kini  
Cost Accountants

**Secretarial Auditor**  
M/s. Deep Shukla & Associates  
Practising Company Secretaries

**Bankers**  
The Thane Janata Sahakari Bank Ltd.  
DBS Bank Ltd.  
ICICI Bank Ltd.



Mumbai Plant



Kolkata Plant

## DIRECTORS' REPORT

### Dear Shareholders,

Your Directors have pleasure in presenting the 55<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the Financial Year ended 31<sup>st</sup> March 2016.

### Financial Results

Key aspects of your Company's financial performance for the year 2015-16 are tabulated below:-

Particulars	(₹ in million)	
	2015-2016	2014-2015
Gross Income	1,921.74	1,807.53
Profit Before Interest and Depreciation & Tax	169.84	152.20
Finance Charges	65.23	71.87
Provision for Depreciation	32.28	36.17
Net Profit Before Tax	72.33	44.16
Provision for Tax	26.60	20.50
Net Profit After Tax	45.73	23.66
Balance of Profit brought forward	395.40	290.28
Balance available for appropriation	341.13	313.94
Proposed Dividend on Equity Shares	7.08	7.08
Tax on proposed Dividend	1.45	1.45
Transfer to General Reserve	20.00	10.00
Surplus carried to Balance Sheet	312.59	295.40

### REVIEW OF OPERATIONS

Despite the global economic slowdown, your Company has achieved a rise in Profit Before Tax (PBT) by 64% from Rs.44.16 million to Rs.72.33 million. The net revenue from operations increased by 5.24% from Rs.1,800 million to Rs.1,895 million. This year the Company has been able to cut down the finance cost by almost 9.24% by shifting to the banks offering competitive rates and banking on internal accruals by reducing the debtors turnover ratio to lower end.

### DIVIDEND

The Board of Directors are pleased to recommend a dividend of 15% on the paid up equity share capital of the Company, which amounts to Rs.0.30/- per share, for consideration and approval by the shareholders at the Annual General Meeting. Total payout amounts to Rs 8.54 million, including dividend distribution tax of Rs.1.45 million.

### RESERVES

Your Company has transferred an amount of Rs. 20 million to the General Reserve for the Financial Year ended 31<sup>st</sup> March 2016.

### SHARE CAPITAL

The paid up Equity Share Capital of the Company as on 31<sup>st</sup> March 2016 was Rs.4,72,51,756/- comprising of 2,36,25,878 shares of Rs.2/- each. There has been no change in the Equity Share Capital of the Company during the year.

### PUBLIC DEPOSITS

The Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

Our aim is to be one of the most respected companies delivering superior and sustainable value to all our customers, business partners, shareholders and host communities. In accordance with the provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company as part of its CSR initiatives have undertaken projects as per the CSR Policy and the details of the CSR Activities are given as Annexure 'Y' forming part of this Report.

**CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Details of energy conservation, technology absorption, foreign exchange earnings and outgoing in accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given as Annexure 'II' forming part of this Report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of Directors of your Company re-appointed Mr. Shankarlal Agarwal, Managing Director and Mr. Sanwarmal Agarwal, Executive Director for the period of five years w.e.f. 1<sup>st</sup> January, 2015 to 31<sup>st</sup> December, 2019. In terms of section 161 of the Companies Act, 2013 and Article 19(6)(i) of the Articles of Association the Company, appointed Mrs. Payal Agarwal, as an Additional Director of the Company, designated as Director- Finance for the period of five years w.e.f. 30<sup>th</sup> May, 2015 and subsequently also designated as Chief Financial Officer of the Company w.e.f. 6<sup>th</sup> August, 2015. Mr. Ashok Kumar, Independent Director was appointed as Chairman of the Company for the period of five years w.e.f. 30<sup>th</sup> May, 2015. Mr. Madhusudan Prahlad Dhanuka, Executive Director (Marketing) was re-appointed for the period of 3 years w.e.f. 1<sup>st</sup> December, 2015. Mr. Omkar Chandrakant Mhamunkar (ICSI Membership ACS-26645) appointed as Company Secretary & Compliance Officer of the Company w.e.f. 1<sup>st</sup> December, 2015. Mr. Govind Kumar Saraf, Executive Director was re-appointed for the period of three years w.e.f. 31<sup>st</sup> March, 2016.

During the year, term and remuneration of Mr. Shankarlal Agarwal, Mr. Sanwarmal Agarwal, Mrs. Payal Agrwal, Mr. Ashok Kumar was regularised by the shareholders of the Company at their annual general meeting held on 26<sup>th</sup> September, 2015. The appointment of Mr. Madhusudan P. Dhanuka and Mr. Govind Kumar Saraf is subject to approval of shareholders at the ensuing Annual General Meeting.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Utsav Kapadia, Director, retiring by rotation at the ensuing Annual General Meeting, is eligible for re-appointment.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of 31<sup>st</sup> March 2016 and of the profit of the Company for the year;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Annual Accounts are prepared on a going concern basis;
- e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these systems are adequate and operating effectively.

**DECLARATION BY INDEPENDENT DIRECTORS**

All the Independent Directors have given a declaration under sub-section (7) of Section 149 of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

**BOARD MEETINGS**

The details of the Board Meetings held during the year are covered in the Corporate Governance Report.

**PERFORMANCE EVALUATION AND ITS CRITERIA**

The details of formal evaluation made by the Board of its own performance and that of its committees and individual directors are covered in the Corporate Governance Report.

**DISCLOSURES BY THE DIRECTORS**

The Directors on the Board have submitted notice of interest under Section 184(1), intimation under Section 164(2) and declaration as to compliance with the Code of Conduct of the Company. All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **REMUNERATION POLICY**

The details of the Remuneration Policy are covered in the Corporate Governance Report. It is hereby affirmed that the Remuneration paid is as per the Remuneration Policy of the Company.

## **AUDIT COMMITTEE**

The Board has constituted the Audit Committee. The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the Audit Committee along with Meetings held during the year are covered in the Corporate Governance Report.

## **RELATED PARTY TRANSACTIONS**

The Company has formulated a Policy on dealing with Related Party Transactions. The Policy is disclosed on the website of the Company i.e. [www.geelimited.com](http://www.geelimited.com). All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (earlier Listing agreement) during the year were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. However, pursuant to the provisions of Clause 49 of the Listing Agreement, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR") omnibus approval of the Audit Committee was sought for entering into the Related Party Transactions.

During the year, the Company has not entered into any contract/ arrangement /transactions with Related Parties which could be considered as material, as defined under the Listing Agreement and SEBI LODR.

The related party transactions entered into by the Company in the ordinary course of business and were on an arm's length basis, the details of which are provided as **Annexure V**; Form AOC-2.

In accordance with Accounting Standard 18, the Related Party Transactions are disclosed under Note No.37 of the Financial Statements.

## **ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The details about the adequacy of Internal Financial Controls are covered in the Management Discussion and Analysis Report.

## **PARTICULARS OF REMUNERATION OF DIRECTORS, KMP'S AND EMPLOYEES**

The information as per Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report as per **Annexure 'III'**.

As per the provisions specified in Chapter XIII and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendments thereto none of the employees of the company are in receipt of remuneration exceeding Rs. 1,02,00,000/- (Rupees One Crore and Two Lakh) per annum, if employed for the whole year or Rs.8,50,000/- (Rupees Eight Lakh Fifty Thousand) per month, if employed for part of the year.

## **EMPLOYEE STOCK OPTION PLAN**

The Company has not provided stock options to any of its employees.

## **COST AUDIT**

In terms of the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost records and Audit) Rules, 2014 including any amendment thereto, M/s. Ajekar Shivaraya Kini, Cost Accountants, have been appointed as Cost Auditors to conduct the audit of cost records of your company for the financial year 2016-17. As required under the Companies Act, 2013, a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms part of the notice convening the Annual General Meeting.

## **STATUTORY AUDITORS**

The Shareholders at the 53<sup>rd</sup> Annual General Meeting held on 2<sup>nd</sup> August 2014 had appointed M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants as the auditors of the Company to hold office till the conclusion of 56<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017 subject to ratification by the Members at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

Accordingly, the Board recommends to the Members of the Company for ratification of the appointment of M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants (Firm Registration No. 102860W/W100089) as the Statutory Auditors of the Company.

In this regard, M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants (Firm Registration No. 102860W/W100089) have submitted their written consent that they are eligible and qualified to be re-appointed as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013.

## **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Deep Shukla & Associates, Practising Company Secretaries, Mumbai to undertake the Secretarial Audit of the Company for the Financial Year 2015-16. The Secretarial Audit Report is given as **Annexure 'VI'** forming part of this Report.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year under review, the Company has not provided any loans, guarantee, security or made any investment covered under the provisions of Section 186 of the Companies Act, 2013.

**RISK MANAGEMENT POLICY**

The Company has formulated a Risk Management Policy as per the provisions of Section 134(3)(n) of the Companies Act, 2013. The policies and procedures are reviewed by the Board annually to ensure that there is timely identification and assessment of risks, measures to mitigate them, and mechanism for their proper and timely monitoring and reporting. The policy is available on the website of the Company i.e. [www.geelimited.com](http://www.geelimited.com)

**MATERIAL CHANGES AND COMMITMENTS**

There were no material changes and commitments during the year affecting the financial position of the Company.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS**

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the Company's operations in future.

**WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Company has adopted Whistle Blower Policy and the same is available on the website of the Company i.e. [www.geelimited.com](http://www.geelimited.com)

**EXTRACT OF ANNUAL RETURN**

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, an extract of the Annual Return in the Form MGT-9 is given as **Annexure 'IV'** forming part of this Report.

**DISCLOSURE ON COMPLIANCE WITH THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has set up an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at the workplace. There was no case of sexual harassment reported during the year under review. The policy is available on the website of the Company i.e. [www.geelimited.com](http://www.geelimited.com)

**TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

The unclaimed dividend for a period of seven years is mandatorily deposited in Investor Education and Protection Fund (IEPF) Account in accordance with Section 205C of the Companies Act, 1956. The details of unclaimed dividend are available on the website of the Company at [www.geelimited.com](http://www.geelimited.com)

The Company has transferred Rs. 31,243.20 pertaining to the financial year 2007-08 to the Investor Education and Protection Fund towards Unclaimed Dividend. The Company does not have any unclaimed share certificates and hence, has not credited any shares to the Suspense Account, as required under Regulation 34(3) read with Schedule V of SEBI Listing Regulations.

**ACKNOWLEDGEMENTS**

Your Directors would like to thank all stakeholders, customers, shareholders, dealers, suppliers, bankers, employees and all other business associates for the continuous support given by them to the Company and its Management.

For and on behalf of the Board

Place : Kalyan  
Date : July 29, 2016

**ASHOK KUMAR**  
Chairman

**Annexure 'I' to the Board of Directors' Report  
Annual Report on Corporate Social Responsibility (CSR) Activities**

**1. A brief outline of the Company's CSR Policy, including overview of Projects or Programs proposed to be undertaken and a reference to the weblink to the CSR Policy and Projects or Programs:**

The concept of Corporate Social Responsibility (CSR) has gained prominence from all the avenues. Sustainable Development is a Company's commitment towards all its stakeholders including shareholders, investors, banks, employees, customers, creditors, suppliers, business associates, statutory and regulatory authorities, Government, local communities, environment and society. CSR envisages an investment in the society for integrating business processes with social processes.

The Company is not only aware about its social responsibilities but also actively taking efforts for fulfilling the aspirations of the society even before the issue of CSR become the global concern and the part of regulatory enactments.

The CSR policy comprises the Company's philosophy and acknowledging its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The CSR Policy focuses on enhancing the stakeholder's value, generating economic value of the nation and working towards well-being of the society through addressing critical social, environmental and economic needs of the marginalized / underprivileged sections of the society.

CSR Policy of the Company is disclosed on the website of the Company i.e. [www.geelimited.com](http://www.geelimited.com)

**2. Composition of the CSR Committee:** CSR Committee comprises of the following Directors:

- |      |                     |   |          |
|------|---------------------|---|----------|
| i)   | Mr. Ashok Kumar     | - | Chairman |
| ii)  | Mr. Shankar Agarwal | - | Member   |
| iii) | Mr. Utsav Kapadia   | - | Member   |

**3. Average net profit of the Company for last three Financial Years: Rs. 6,05,70,066/-**

**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : Rs. 12,11,401.32 (Rounded off to Rs. 12,12,000/-)**

**5. Details of CSR spent during the Financial Year:**

a. Total amount to be spent for the Financial Year : Rs. 12,12,000/-

b. Amount unspent, if any : Nil

c. Manner in which the amount spent during the Financial Year is detailed below:

(1) Sr. No.	(2) CSR Project or activity identified	(3) Sector in which the Project is Covered	(4) Projects or Programs 1) Local area or other 2) State or district where Projects or Programs was Undertaken	(5) Amount outlay (budget) project or Program wise	(6) Amount spent on the Projects or Programs 1) Direct exp. 2) Overheads	(7) Cumulative expenditure upto to the reporting period	(8) Amount spent : Direct or through implementing agency
1	Tribal Welfare aiming at education health and sanitation, organic farming, empowerment and digital literacy	Education health sanitation empowerment, environment sustainability	State - West Bengal	11,00,000/-	11,00,000/- (Direct Exp.)	11,00,000/-	Implementing Agency : Friends of Tribal Society, Kolkata
2	Protect, preserve and maintain old sick and deserted cows.	Animal welfare	State - West Bengal	1,00,000/-	1,00,000/- (Direct Exp.)	1,00,000/-	Implementing Agency : Calcutta Pinjrapol Society, Kolkata
3	Preventive Healthcare, Specialist clinic and diagnostic laboratory	Healthcare	State - West Bengal	12,000/-	12,000/- (Direct Exp.)	12,000/-	Implementing Agency : Kumhartolly Seva Samiti, Kolkata



**i) Friends of Tribal Society, Kolkata**

The Friends of Tribals Society (FTS), or Vanbandhu Parishad, is a volunteer organization formed in 1989 with the goal of improving literacy and health among the Adivasi, rural tribal people in India. The society operates one-teacher schools in the villages, led by trained members of the local community. The FTS is associated with the Ekal Vidyalaya Foundation. FTS operates Ekal Vidyalayas in Assam, Orissa, Bihar, Jharkhand, Madhya Pradesh, Chhattisgarh, Maharashtra and Karnataka, while its sister organization Bharat Lok Shiksha Parishad (BLSPP) operates in Uttar Pradesh, Uttaranchal, Himachal Pradesh, Haryana, Punjab and Jammu and Kashmir.

This project is presently functioning in 51214 villages as on July 2015. Out of these schools FTS funds and monitors 26972 OTS and the rest are funded and monitored by sister organisations. Number of students studying in the schools was 14,13,005.

**ii) Calcutta Pinjrapol Society, Kolkata**

The Calcutta Pinjrapol Society is a Charitable Society registered under the Societies Registration Act, 1860 having its Branches at Liluah, Sodepur, Kanchrapara, Raniganj in West Bengal, Hazaribagh and Chakulia in Jharkhand. The main aim of the society is to protect, preserve and maintain old, sick and deserted cows and to provide them medical treatment and at present the society maintains around 4500 cows in the abovesaid branches.

**iii) Kumhartolly Seva Samiti, Kolkata**

Kumhartolly Seva Samiti is a Society Registered under the West Bengal Societies Act, XXVI of 1961. They are active for past more than 47 years in social activities like preventive healthcare, medical camps, diagnostic centre, medical facilities etc.

**6. The CSR committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.**

**Mr. Shankarlal Agarwal**  
Managing Director

**Mr. Ashok Kumar**  
Chairman of CSR Committee

## Annexure II to the Directors' Report

The information under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of Directors' Report for the year ended 31<sup>st</sup> March 2016

### (A) Conservation of Energy

#### i) The steps taken or impact on conservation of energy

Energy Conservation continued to be priority area for the Company for effective control on electricity. The Company continues its efforts in upgradation of systems and equipment, with a view to improving the quality of the products, minimizing energy consumption.

#### ii) The steps taken by the Company for utilisation of alternate source of energy

The Company to the extent possible prefer exploring use of sunlight instead of artificial lights.

#### iii) The capital investment on energy conservation equipment

The Company continues its efforts to use energy efficient equipment as well as maintaining less impact on environment.

### (B) Technology Absorption

#### i) The efforts made towards technology absorption.

Your Company's R & D function continues to focus on development of organoleptic superior product innovations, renovation of the current portfolio for superior product experience, value engineering, new claims development and validation for healthier product range, building analytical excellence and regulatory compliance for the portfolio. The management is keen on imparting new technology for business development.

#### ii) The benefits derived like product improvement, cost reduction, product development or import substitution.

Core research areas will enable your Company to innovate ahead of the market and competition, renovate the products for superior value and cost reduction while delivering the same experience for profitable growth and sustainable growth.

#### iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable

### (c) Foreign Exchange earnings and outgo

Particulars	Amount (In Rs) As on 31-Mar-2016
Foreign Exchange earned in terms of actual inflows	19,34,25,260
Foreign Exchange outgo in terms of actual outflows	33,43,47,304

## Annexure III to the Directors' Report

**Information required under Section 197 of the Companies Act, 2013 read with  
Rule 5(1) of the Companies (Appointment and Remuneration of Managerial  
Personnel) Rules, 2014**

**I. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16**

Name	Designation	Remuneration of each Directors & KMP for Financial Year 2015-16 (Rs.) <sup>1</sup>	Ratio of remuneration of each Directors to median remuneration of employees
Mr. Shankar Lal Agarwal	Managing Director	30,04,126	25.68
Mr. Sanwamal Agarwal	Executive Director	22,02,582	18.83
Mr. Govind Kumar Saraf	Executive Director	28,99,852	24.79
Mr. Madhusudan P. Dhanuka	Executive Director	30,09,000	25.72
Mrs. Payal Agarwal	Director-Finance & CFO	16,49,871	14.10

<sup>1</sup> Excluding perquisites not counted for remuneration.**II. The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer and Company Secretary of the Company in the financial year 2015-16**

Name	Designation	% increase / (decrease) in remuneration in the Financial Year 2015-2016
Mr. Shankar Lal Agarwal	Managing Director	37%
Mr. Sanwamal Agarwal	Executive Director	101%
Mr. Govind Kumar Saraf	Executive Director	23%
Mr. Madhusudan P. Dhanuka	Executive Director	Nil
Mrs. Payal Agarwal	Director-Finance & CFO	NA
Mr. Omkar C. Mhamunakar	Company Secretary	NA

\*Mrs. Payal Agarwal has been appointed as Director – Finance w.e.f. 30<sup>th</sup> May, 2015 and therefore % of increase in remuneration has not been provided. Further in addition to the Director – Finance, the Board has appointed Mrs. Payal Agarwal as CFO of the Company w.e.f. 6<sup>th</sup> August, 2015, and therefore, separate disclosure for CFO has not been provided.

\*\* Mr. Omkar C. Mhamunakar was appointed as a Company Secretary w.e.f. 1<sup>st</sup> December, 2015 and therefore remuneration is not comparable.

**Note:** Median remuneration of all the employees of the Company for the financial year 2015-16 is Rs. 1,16,979/-

**III. The percentage increase in the median remuneration of employees in the financial year 2015-16**

	Financial Year 2015-16 (Rs.)	Financial Year 2014-15 (Rs.)	Increase (%)
Median remuneration of all employees	1,16,979	86,280	35.58%

**Note:** The calculation of % increase in the median remuneration has been done based on comparable employees.

**iv. The number of permanent employees on the rolls of Company.**

There were 338 permanent employees on the rolls of Company as on March 31,2016.

**v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

Average percentile increase in the salaries of employee other than the Managerial Personnel in the Financial Year 2015-16 was 38.52% and average increase in the salary of managerial personnel is 31.21% which is revised after the completion of term of five years and therefore considering average annual increase of percentage or the five years the average increase in the remuneration of the managerial remuneration is just 5.58% every year.

The average increase of 38.52% % in the salaries of employees was in line with the market projection, the performance of the Company, the individual performance of the employees, the criticality of the roles they play and skills set they possess. The increase in the total remuneration of the managerial personnel was linked with the improvement in the overall performance of the Company and their performance during the previous financial years. The Nomination & Remuneration Committee also compared the Remuneration of the managerial personnel with the average remuneration prevailing in the Industry and based on that, awarded a onetime market correction in their remuneration.

**vi. The key parameters for any variable component of remuneration availed by the Directors. – NA**

**vii. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.**

There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

**viii. Affirmation that the remuneration is as per the Remuneration Policy of the Companies**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.



Annexure IV to the Director's Report

FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L99999MH1960PLC011879
2.	Registration Date	24/11/1960
3.	Name of the Company	GEE LIMITED
4.	Category / Subcategory of the Company	Company Limited by Shares Non Government Company
5.	Address of the Registered office & contact details	Plot No. E-1, Road No. 7, Wagle Industrial Estate, Thane - 400604. Maharashtra, India. Tel (022) 2582 2620 / 1277 / 8023 / 0679 Fax : (022) 2582 8938, Email : shares@geelimited.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078, Tel : 022 - 2594 6970, Fax : 022 - 2594 6966 Email : rnt.helpdesk@linktime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main Products / Services	NIC Code of the Products / Services	% to total turnover of the company
1	MANUAL METAL ARC WELDING / BRAZING ELECTRODES of manufacture falling under ITC-broad description of cored wire base of metal for electric arc welding	83111000	66
2	CONTINUOUS WELDING ELECTRODES of manufacture falling under ITC broad description of other	72179092	27

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S. No.	Name and Address of the Company	CIN/GLN	% of Shares held	Applicable Section
N.A.				

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31 <sup>st</sup> March - 2015)				No. of Shares held at the end of the year (As on 31 <sup>st</sup> March 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	9,883,869	7,435	9,891,304	41.87%	9,883,869	7,435	9,891,304	41.87%	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	7,760,196	-	7,760,196	32.85%	7,760,796	-	7,760,196	32.85%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>17,644,065</b>	<b>7,435</b>	<b>17,651,500</b>	<b>74.71%</b>	<b>17,644,065</b>	<b>7,435</b>	<b>17,651,500</b>	<b>74.71%</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRI Individuala	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A)</b>	<b>17,644,065</b>	<b>7,435</b>	<b>17,651,500</b>	<b>74.71%</b>	<b>17,644,065</b>	<b>7,435</b>	<b>17,651,500</b>	<b>74.71%</b>	<b>0.00%</b>
<b>B. Public</b>									
<b>Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	1,200	1200	0.01%	2,000	1,200	3200	0.01%	166.67%
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	638,517	-	638,517	2.70%	638,517	-	638,517	2.70%	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1)</b>	<b>6,38,517</b>	<b>1,200</b>	<b>6,39,717</b>	<b>2.71%</b>	<b>640,517</b>	<b>1,200</b>	<b>6,41,717</b>	<b>2.72%</b>	<b>0.31%</b>

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31 <sup>st</sup> March - 2015)				No. of Shares held at the end of the year (As on 31 <sup>st</sup> March 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	2,059,718	2,227	2,061,945	8.73%	2,213,605	2,227	2,215,832	9.38%	7.46%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individuals shareholders holding nominal share capital up to Rs. 1 lakh	1,927,299	261,452	2,188,751	9.26%	1,838,383	2,60,730	2,099,113	8.88%	-4.10%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,082,477	-	1,082,477	4.58%	1,004,127	-	1,044,127	4.25%	-7.24%
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	1,231	-	1,231	0.01%	13,332	-	13,332	0.06%	983.02%
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	257	257	-	-	257	257	-	-
Foreign Bodies DR	-	-	-	-	-	-	-	-	-
<b>Sub Total (B) (2) :-</b>	<b>5,070,725</b>	<b>263,936</b>	<b>5,334,661</b>	<b>22.58%</b>	<b>5,069,447</b>	<b>263,214</b>	<b>5,332,661</b>	<b>22.57%</b>	<b>-0.04%</b>
<b>Total Public Shareholding (B) = (B)(1) + (B) (2)</b>	<b>5,709,242</b>	<b>265,136</b>	<b>5,974,378</b>	<b>25.29%</b>	<b>5,709,964</b>	<b>264,414</b>	<b>5,974,378</b>	<b>25.29%</b>	<b>0.00%</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>23,353,307</b>	<b>272,571</b>	<b>23,625,878</b>	<b>100.00%</b>	<b>23,354,029</b>	<b>271,849</b>	<b>23,625,878</b>	<b>100.00%</b>	<b>0.00%</b>

## ii. Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Vidya Finvest Pvt. Ltd.	5,796,667	24.54%	N.A	5,796,667	24.54%	N.A	0.00%
2	Shankarlal Agarwal	2,078,938	8.80%	N.A	2,078,938	8.80%	N.A	0.00%
3	Vitro Commodities P. Ltd.	1,542,939	6.53%	N.A	1,542,939	6.53%	N.A	0.00%
4	Jyoti Agarwal	1,375,500	5.82%	N.A	1,375,500	5.82%	N.A	0.00%
5	Ram Kishan Agarwal	1,091,289	4.62%	N.A	1,091,289	4.62%	N.A	0.00%
6	Nirmala Agarwal	1,058,591	4.48%	N.A	1,058,591	4.48%	N.A	0.00%
7	Om Prakash Agarwal	989,459	4.19%	N.A	989,459	4.19%	N.A	0.00%
8	Umesh Agarwal	968,265	4.10%	N.A	968,265	4.10%	N.A	0.00%
9	Sanwarmal Agarwal	653,898	2.77%	N.A	653,898	2.77%	N.A	0.00%
10	Sagar Consolidated Holdings Private Limited	420,590	1.78%	N.A	420,590	1.78%	N.A	0.00%
11	Sneha Agarwal	379,000	1.60%	N.A	379,000	1.60%	N.A	0.00%
12	Vidyawati Agarwal	329,008	1.39%	N.A	329,008	1.39%	N.A	0.00%
13	Payal Agarwal	242,095	1.02%	N.A	242,095	1.02%	N.A	0.00%
14	Puja Agarwal	227,614	0.96%	N.A	227,614	0.96%	N.A	0.00%
15	Govind Kumar Saraf	197,868	0.84%	N.A	197,868	0.84%	N.A	0.00%
16	Nikhil Agarwal	121,000	0.51%	N.A	121,000	0.51%	N.A	0.00%
17	Ranjana Saraf	91,601	0.39%	N.A	91,601	0.39%	N.A	0.00%
18	Anant Agarwal	50,000	0.21%	N.A	50,000	0.21%	N.A	0.00%
19	Govind Kumar Saraf (HUF)	37,178	0.16%	N.A	37,178	0.16%	N.A	0.00%

**iii. Change in Promoter's Shareholding :** There were no change in the promoter holdings during the financial year 2015-16.



## iv. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

SN	For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	<b>Venkatesh Shelter Pvt. Ltd.</b>						
	At the beginning of the year	01.04.2015		1,656,167	7.01%	1,656,167	7.01%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		1,656,167	7.01%	1,656,167	7.01%
2.	<b>Bhavna Govindbhai Desai</b>						
	At the beginning of the year	01.04.2015		514,200	2.18%	514,200	2.18%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		514,200	2.18%	514,200	2.18%
3.	<b>Life Insurance Corporation of India</b>						
	At the beginning of the year	01.04.2015		638,517	2.70%	638,517	2.70%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		638,517	2.70%	638,517	2.70%
4.	<b>Pradip Bhaumick</b>						
	At the beginning of the year	01.04.2015		91,818	0.39%	91,818	0.39%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		91,818	0.39%	91,818	0.39%
5.	<b>Pradeep Kumar Saraf</b>						
	At the beginning of the year	01.04.2015		88,291	0.37%	88,291	0.37%
	Changes during the year	20.11-2015	Sale	(25,000)	-0.11%	63,291	0.27%
	At the end of the year	31.03.2016		63,291	0.27%	63,291	0.27%
6.	<b>Rajat Agarwal</b>						
	At the beginning of the year	01.04.2015		72,175	0.31%	72,175	0.31%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		72,175	0.31%	72,175	0.31%
7.	<b>Kirti Chowdhary</b>						
	At the beginning of the year	01.04.2015		71,027	0.30%	71,027	0.30%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		71,027	0.30%	71,027	0.30%
8.	<b>Pradip Agarwal (HUF)</b>						
	At the beginning of the year	01.04.2015		62,041	0.26%	62,041	0.26%
	Changes during the year	08.01.2016	Purchase	6,650	0.03%	68,691	0.29%
	At the end of the year	31.03.2016		68,691	0.29%	68,691	0.29%
9.	<b>Kavita Drolia</b>						
	At the beginning of the year	01.04.2015		60,000	0.25%	60,000	0.25%
	Changes during the year	31.03.2016	Sale	(60,000)	-	(60,000)	-
	At the end of the year	31.03.2016		-	-	-	-
10.	<b>Gagan Garg</b>						
	At the beginning of the year	01.04.2015		53,925	0.23%	53,925	0.23%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		53,925	0.23%	53,925	0.23%

**V. Shareholding of Directors and Key Managerial Personnel :-**

SN	Particular	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	<b>Shankarial Agarwal</b>						
	At the beginning of the year	01.04.2015		2,078,938	8.80%	2,078,938	8.80%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		2,078,938	8.80%	20,78,938	8.80%
2.	<b>Sanwarmal Agarwal</b>						
	At the beginning of the year	01.04.2015		653,898	2.77%	653,898	2.77%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		653,898	2.77%	653,898	2.77%
3.	<b>Govind Kumar Saraf</b>						
	At the beginning of the year	01.04.2015		197,868	0.84%	197,868	0.84%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		197,868	0.84%	197,868	0.84%
4.	<b>Madhusudan P. Dhanuka</b>						
	At the beginning of the year	01.04.2015		-	-	-	-
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		-	-	-	-
5.	<b>Payal Agarwal</b>						
	At the beginning of the year	01.04.2015		242,095	1.02%	242,095	1.02%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		242,095	1.02%	242,095	1.02%
6.	<b>Utsav Rasikdal Kapadia</b>						
	At the beginning of the year	01.04.2015		93,122	0.39%	93,122	0.39%
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		93,122	0.39%	93,122	0.39%
7.	<b>Ashok Kumar</b>						
	At the beginning of the year	01.04.2015		-	-	-	-
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		-	-	-	-
8.	<b>Kobad Maneckshah Panthaki</b>						
	At the beginning of the year	01.04.2015		-	-	-	-
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		-	-	-	-
9.	<b>Sujit Sen</b>						
	At the beginning of the year	01.04.2015		-	-	-	-
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		-	-	-	-
10.	<b>Rakesh Mundra</b>						
	At the beginning of the year	01.04.2015		-	-	-	-
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		-	-	-	-
11.	<b>Omkar C. Mhamunkar</b>						
	At the beginning of the year	01.04.2015		-	-	-	-
	Changes during the year	Nil		-	-	-	-
	At the end of the year	31.03.2016		-	-	-	-

**V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding / accrued but not due for payment.**

(In Rs.)

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	99,371,804	72,029,250	-	171,401,054
ii) Interest due but not paid	379,354	-	-	379,354
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>99,751,158</b>	<b>72,029,250</b>	<b>-</b>	<b>171,780,408</b>
Change in Indebtedness during the financial year				
* Addition	29,476,775	24,837,633	-	54,314,408
* Reduction	(90,550,312)	(96,866,883)	-	(187,417,195)
<b>Net Change</b>	<b>(61,073,537)</b>	<b>(72,029,250)</b>	<b>-</b>	<b>(133,102,787)</b>
Indebtedness at the end of the financial year				
i) Principal Amount	38,677,621	-	-	38,677,621
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>38,677,621</b>	<b>-</b>	<b>-</b>	<b>38,677,621</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -****A. Remuneration to Managing Director, Whole-time Directors and / or Manager :**

SN	Particulars of Remuneration	Name of MD / WTD / Manager					Total Amount (In Rs.)
	Name	Mr. S. L. Agarwal	Mr. S. M. Agarwal	Mr. G. K. Saraf	Mr. M. P. Dhanuka	Mrs. Payal Agarwal (Appointed w.e.f. 30.05.2015)	
	Designation	Managing Director	Executive Director	Executive Director	Executive Director	Director-Finance & CFO	
1	Gross salary	3,004,126	2,202,582	2,899,852	3,009,000	1,649,871	12,765,431
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17 (3) Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Total (A)</b>	<b>3,004,126</b>	<b>2,202,582</b>	<b>2,899,852</b>	<b>3,009,000</b>	<b>1,649,871</b>	<b>12,765,431</b>
	<b>Ceiling as per the Act</b>	<b>4,200,000</b>	<b>4,200,000</b>	<b>4,200,000</b>	<b>4,200,000</b>	<b>4,200,000</b>	

## B. Remuneration to other Director

SN	Particulars of Remuneration	Name of Directors				Total Amount ( in Rs.)
		Mr.K. M. Panthaki	Mr. Sujit Sen	Mr. Ashok Kumar	Mr. Rakesh Mundra	
1.	Independent Directors					
	Fee for attending board committee meetings	10,000	130,000	30,000	70,000	240,000
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	<b>Total (1)</b>	<b>10,000</b>	<b>130,000</b>	<b>30,000</b>	<b>NIL</b>	<b>240,000</b>
2.	Other Non-Executive Directors	Mr. Utsav Kapadia				
	Fee for attending board committee meetings	130,000				130,000
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	<b>Total (2)</b>	<b>130,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>130,000</b>
	<b>Total (B)=(1+2)</b>	<b>140,000</b>	<b>130,000</b>	<b>30,000</b>	<b>70,000</b>	<b>370,000</b>
	<b>Total Managerial Remuneration</b>					<b>13,135,431</b>
	<b>Overall Ceiling as per the Act</b>	The Ceiling limit for MD/WTG has been provided above and the ceiling limit for payment of sitting fees is Rs. 1,00,000/- per meeting as per the Companies Act, 2013. However, the company pays sitting fees to the Non Executive/Independent Directors @Rs. 10,000/- for each Board/Committee meeting attended.				

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER / WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		NA	Mrs. Payal Agarwal	Mr. Omkar Mhamunkar Company Secretary (Appointed w.e.f. 01.12.15)	Total (Rs.)
	<b>Designation</b>	<b>CEO</b>	<b>CFO</b>		
1.	Gross salary	NA	Please refer remuneration details provided above for MD/WTG. Mrs. Payal Agarwal has been appointed as Director-Finance w.e.f. 30 <sup>th</sup> May, 2015 and in addition, subsequently appointed as CFO of the Company w.e.f. 06 <sup>th</sup> August, 2015.	228,577	228,577
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA		-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA		-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA		-	-
2.	Stock Option	NA		-	-
3.	Sweat Equity	NA		-	-
4.	Commission	NA		-	-
	- as % of profit	NA		-	-
	Others, specify...	NA		-	-
5.	Others, please specify	NA		-	-
	<b>Total</b>			<b>228,577</b>	<b>228,577</b>



VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, If any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

### Annexure V to the Directors' Report

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and  
Rule 8 (2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto :

**1. Details of contracts or arrangement or transactions not at arm's length basis :**

There were no contracts or arrangement or transactions during the year which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis.**

S. No.	Particulars	Details				
a.	Name (s) of the related party & nature of relationship	R. Shankarlal Sales Pvt. Ltd.	Anant Business Pvt. Ltd.	R. Shankarlal Sales Pvt. Ltd.	G. K. Saraf	Ranjana Saraf
b.	Nature of contracts/arrangements/transaction	Sales	Sales	Purchases	Rent	Rent
c.	Duration of the contracts/arrangements/transaction	1-Apr-2015 to 31-Mar-2016	1-Apr-2015 to 31-Mar-2016	1-Apr-2015 to 31-Mar-2016	1-Apr-2015 to 31-Mar-2016	1-Apr-2015 to 31-Mar-2016
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	As per mutual arrangement (Rs. 21,963,382)	As per mutual arrangement Rs. 17,752,338	As per mutual arrangement Rs. 61,196	As per mutual arrangement Rs. 987,396	As per mutual arrangement Rs. 745,200
e.	Date of approval by the Board	10-Feb-2016	10-Feb-2016	10-Feb-2016	10-Feb-2016	10-Feb-2016
f.	Amount paid as advances, if any	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board

Place : Kalyan  
Date : July 29, 2016

**ASHOK KUMAR**  
Chairman

**ANNEXURE VI****SECRETARIAL AUDIT REPORT****For the financial year ended March 31, 2016****[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To

**The Members****GEE LIMITED**Regd. Office: Plot E-1, Road No. 7,  
Wagle Industrial Estate,  
Thane-400 604.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GEE LIMITED (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (to the extent as may be applicable, taking into consideration the business operations of the Company);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):—
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ; (Not Applicable to the Company during the Audit Period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company during the Audit Period)
- (vi) Other laws applicable specifically to the Company, namely:
  - i) Standards of Weights and Measures Act, 1976.
  - ii) The Gas Cylinder Storage Rules, 2004 as amended till date.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India
- b) The Listing Agreements entered into by the Company with Stock Exchange(s), along with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as applicable for respective periods.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**If further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and the Committee Meetings were carried out unanimously as recorded in the minutes of the Board of Directors and minutes of the Committee Meetings as the case may be.

**If further report that:**

- There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines and standards.

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

**Place: Mumbai  
Date: July 29, 2016**

**DEEP SHUKLA  
(PROPRIETOR)  
FCS: 5652  
CP NO.5364**

**ANNEXURE TO THE SECRETARIAL AUDIT REPORT**

To  
The Members  
GEE LIMITED  
Regd. Office: Plot E-1, Road No.7,  
Wagle Industrial Estate,  
Thane-400 604.

I further state that my said report of the even date has to be read along with this letter.

1. Maintenance of Secretarial/ Statutory Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, and regulations, standard is the responsibility of management. My examination is limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

**Place: Mumbai  
Date: July 29, 2016**

**DEEP SHUKLA  
(PROPRIETOR)  
FCS: 5652  
CP NO.5364**



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****BUSINESS PERFORMANCE AND OVERVIEW**

In a subdued global economic environment, India's macroeconomic performance remained stable in 2015-16. India is the only large economy that has maintained a steady growth rate, moving up to 7.3% in 2015-16 from 6.9% in 2014-15. According to advance estimates issued by Central Statistical Organisation (CSO), India's GDP growth is expected to be 7.6% in 2016-17. However, delayed investment in projects and shrinkages in output translated in lower than expected economic turnaround and demand from key sectors remained sluggish.

The net turnover of the Company grew at 5.24% from INR 1801 million in 2014-15 to INR 1895 million in 2015-16. Material cost came down marginally from 72.2% in 2014-15 to 71.8% in 2015-16 as result of softening in commodity prices and an improved product mix. There has been a severe pressure on margins in the industry. The challenging business environment created strong pressures leading to aggressive pricing and credit terms by competitors. Hence, the favorable impact of the reduction in raw material prices was not felt strongly enough. Further, tariff barriers on import of steel towards the latter half of the financial year deprived steel consuming industries of price arbitrage opportunities.

Employee benefit expense was higher by 1% driven by wage inflation. The Company internalized its efforts and maintained the overheads costs at the same levels at approximately 14.5%.

As reported earlier, the Company has been working extensively on reducing the finance costs. Consequently, finance expenditure outgo reduced from 4% in 2014-15 to 3.4% in 2015-16.

The Company booked profit on sale of investment in property amounting to INR 12.65 million in 2015-16. The decision was taken to monetize the unutilized assets and infuse appropriately timed liquidity in the working cycle.

PBT levels were higher in 2015-16 as compared to 2014-15 at 3.82% and 2.45% of turnover respectively. Subsequently, PAT was also at a higher level, at INR 45.73 million in 2015-16 vis-à-vis INR 23.67 million in 2014-15.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The internal control system in place throughout the Company is aimed at systematic and thorough identification and assessment of all major risks, which threaten the achievement of objectives, including risks related to business operations, finance, legal and strategic. It makes an important contribution towards ensuring compliance with the laws that apply as well as providing assurance on the propriety and reliability of internal and external financial reporting. The internal control system is therefore a significant factor in the management of process risks.

Your Company has also formed "Internal Audit Team" comprising of a Qualified Cost Accountant (Lead Internal Auditor), a qualified Chartered Accountant and a Qualified Company Secretary and provide reports and necessary actions where required on various activities covering observation on adequacy of internal controls and their recommendations.

Your Company continued to have healthy employee relations in all of its establishments throughout the year. Need based training & development programmes were organised for the employees that included functional/technical skills as also soft skills. Planned interventions were made to inculcate service oriented; system-centric work culture. Number of permanent employees in your Company during the year is 338.

**OUTLOOK, OPPORTUNITIES AND THREATS**

The year 2015-16 witnessed a tumultuous global economic environment with major economies showing signs of a slowdown in growth. Although India's GDP grew at 7.3%, all the sectors remain challenged. While private sector investment in industrial capex is yet to take off, spends by the public sector in core infrastructure has been improving.

While India faced a modest recovery rate, but even here, the investment-growth cycle is yet to kick in, given the weak global outlook and low capacity utilization levels across industries. Persisting corporate sector stress and risk aversion in the Indian banking system has meant that these rate cuts have not spurred demand from industries and confidence in the economy. The recovery has been slower than targets. There is fierce competition in the market due to lack of adequate growth in the manufacturing sector, which puts severe pressure on margins. The task now is to sustain in an even more difficult global environment.

In this context, our efforts are towards an uninterrupted dedication to research and development of improved technologies and products to enter newer spheres. Also, an aggressive marketing strategy to enhance our footprint both domestically and across the globe is vital at this point. Since the market is facing a liquidity crunch, we are also not impervious to the same. Collection cycles are under pressure, putting stress on cash flows. We are continuously working on our improving our internal efficiencies and expanding our base externally to help propel the Company to the next level of operations.

India's long run potential growth rate is 8-10% as per estimates. It also does stand out as a haven of stability and an outpost of opportunity in the otherwise dark world economic scenario. However, in this positively correlated world economic structure, we need to recalibrate our growth expectations. If the world economy slides further, India's growth will be seriously affected. The Government's recent emphasis on developing infrastructure, creating Smart Cities and the 'Make in India' thrust opens up an exciting canvas of opportunity for the entire country. A series of measures have also been enacted. It is now upto the Government to add pace to the reform measures and build further. A complete rebooting of economy is much needed and despite the constraints and complexities involved, the welding industry continues to be relatively positive.

Overall, the outlook for 2016-17 is cautiously optimistic and our approach is to develop a sustainable model of development built on the pillars of inclusive growth and dedication to our goal.

#### **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is not merely the compliance of a set of regulatory laws and regulations but is a set of good and transparent practices that enable an organization to perform efficiently and ethically to generate long term wealth and create value for all its stakeholders. It goes beyond building and strengthening the trust and integrity of the Company by ensuring conformity with the globally accepted best governance practices. The Securities and Exchange Board of India (SEBI) observes keen vigilance over governance and fulfillment of these regulations in letter and spirit, which entails surety towards sustainable development of the Company, enhancing stakeholders' value eventually.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At GEE LIMITED, ('the Company'), the adherence to the Corporate Governance practices not only justifies the legal obedience of the laws but dwells deeper, conforming to the ethical leadership and stability. It is the sense of good governance that our leaders portray which trickles down to the wider management and is further maintained across the entire functioning of the Company. Your Company envisages the importance of building trust and integrity through transparent and accountable communication with the internal and external stakeholders as well as the customers of the Company. This involves keeping the stakeholders of the Company updated on a timely basis about the development, the plans and the performance of the Company with a view to establish the long term affiliations. The Company keeps itself abreast with the best governance practices on the global front, at the same time conforming to the recent amendments.

The Board of Directors fully supports and endorses the Corporate Governance practices in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across the Company in letter and in spirit.

BOARD OF DIRECTORS

The Board is headed by a Non-Executive Chairman (Independent Director), Mr. Ashok Kumar and comprises eminent persons with high credentials of considerable professional experience and expertise in diverse fields who actively contribute in the deliberations of the Board, covering all strategic policy matters and decisions.

As on close of business hours of 31 March 2016, the Board comprised of Ten (10) Directors as mentioned below:

Category	No. of Directors	% to Total Number of Directors
Executive		
- Promoter	4	40%
- Non Promoter	1	10%
Non-Executive	1	10%
Independent Non-Executive	4	40%

During the year 2015-16, ten (10) Board Meetings were held, the dates of the Meetings being 10<sup>th</sup> April 2015, 30<sup>th</sup> May 2015, 20<sup>th</sup> June 2015, 18<sup>th</sup> July 2015, 6<sup>th</sup> August, 2015, 26<sup>th</sup> September, 2015, 7<sup>th</sup> November 2015, 11<sup>th</sup> December 2015, 10<sup>th</sup> February 2016, 11<sup>th</sup> March 2016.

The maximum gap between any two Board Meetings held during the year was not more than one hundred and twenty days.

The details of composition of the Board, Directors' attendance at the Board Meetings and at the last Annual General Meeting, Outside Directorships and the Board Committee Memberships as on close of business hours on 31<sup>st</sup> March 2016 are given below:

Name of the Director	Category	No. of Board Meetings Attended	Whether attended Last AGM held on 26th September 2015	No. of Outside Directorship held	No. of Board Committees of other Companies in which a Member / Chairman#
Mr. Shankarlal Agarwal	Promoter and Managing Director (Executive)	6	Yes	2	-
Mr. Sanwarmal Agarwal	Promoter and Executive Director	10	Yes	Nil	-
Mr. Madhusudan P. Dhanuka	Non-Promoter and Executive Director	8	Yes	Nil	-
Mr. Govind Kumar Saraf	Promoter and Executive Director	5	Yes	5	-
Mrs. Payal Agarwal	Promoter and Executive Director	9	Yes	Nil	-
Mr. Utsav Rasiklal Kapadia	Non-Executive and Non-Independent	7	Yes	10	-
Mr. Sujit Sen	Non-Executive and Independent	7	Yes	Nil	-
Mr. Ashok Kumar	Non-Executive and Independent	3	Yes	2	-
Mr. Kobad M. Panthaki	Non-Executive and Independent	1	Yes	2	-
Mr. Rakesh Mundra	Non-Executive and Independent	2	Yes	3	-

# Excludes Committees other than Audit Committee and Stakeholders Relationship Committee of Public Limited Companies.

Mr. Shankarlal Agarwal and Mr. Sanwarmal Agarwal are relatives (brothers) in terms of Section 2 (77) of the Companies Act, 2013 read with Companies (Specification of definitions details) Rules, 2014.

#### Familiarization Programme:

The Company at its various meetings held during the Financial Year 2015-16 had familiarized the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarise them with the Company's policies, procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements encompassing important amendments are briefed to the Directors.

The details of such Familiarization Programme for Independent Directors are disclosed on the website of the Company i.e. [www.geelimited.com](http://www.geelimited.com).

#### Number of shares and convertible instruments held by non-executive directors as on 31-Mar-2016:

Name of the Director	Designation	No. of Shares Held
Mr. Utsav Rasiklal Kapadia	Non-Executive & Non-Independent	93122
Mr. Sujit Sen	Non-Executive & Independent	Nil
Mr. Rakesh Kumar	Non-Executive & Independent	Nil
Mr. Kobad Maneckshah Panthaki	Non-Executive & Independent	Nil
Mr. Rakesh Mundra	Non-Executive & Independent	Nil

**Independent Directors Meeting:**

During the year, on request of Independent Directors, the Company facilitated separate Meeting of the Independent Directors in the conference room of the corporate office of the Company at Kalyan on 6<sup>th</sup> August, 2015, without the attendance of Non-Independent Directors and members of the Management inter alia, to evaluate:

- i) Performance of Non-Independent Directors and the Board as a whole;
- ii) Performance of the Chairperson of the Company, taking into account the
- iii) The quality, quantity and timeliness of flow of information between the views of Executive Director and Non-Executive Directors; Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the Meeting.

**Board Committees**

The Board has constituted the following Committees of Directors:

**I. Audit Committee:**

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sujit Sen and Mr. Rakesh Mundra are a Qualified Chartered Accountants and Mr. Utsav Kapadia has financial management expertise. Mr. Omkar C. Mhamunkar, Company Secretary, is the Secretary to the Audit Committee.

The role of the Audit Committee flows directly from the Board of Director's overview function on corporate governance, which holds the Management accountable to the Board and the Board accountable to the stakeholders. The term of reference of the Audit Committee broadly includes acting as a catalyst, in helping the organization achieve its objectives. The Audit Committee's primary role is to review the Company's financial statements, internal financial reporting process, internal financial controls, the audit process, adequacy, reliability and effectiveness of the internal control systems and risk management process, vigil mechanism, related party transactions, monitoring process for compliance with laws and regulations and the code of conduct.

During the year under review, the Audit Committee held four (4) Meetings, the dates of the meetings being 30<sup>th</sup> May 2015, 6<sup>th</sup> August 2015, 6<sup>th</sup> November 2015 and 10<sup>th</sup> February 2016.

Name of the Director	Category	No. of Meetings Attended
Mr. Sujit Sen	Chairman	4
Mr. Utsav Kapadia	Member	3
Mr. Rakesh Mundra	Member	4

At the Annual General Meeting of the Company held on 26<sup>th</sup> September, 2015, the Chairman of the Audit Committee, Mr. Sujit Sen, was present.

The Managing Director, Chief Financial Officer, Internal Auditors, Statutory Auditors and other Executives as considered appropriate, also attend the Audit Committee Meetings.

**Internal Audit and Control:**

The Company on 13<sup>th</sup> February, 2015 appointed Mr. Jyoti Prakash Parida, a Qualified Cost Accountant (Membership No. 34924), employee of the Company, as an Internal Auditor in compliance with the provisions of Section 138 of the Companies Act, 2013. Subsequently the Board after consultation with Audit Committee designated Mr. Parida as Lead Internal Auditor and reformed the Internal Audit team by induction of two more qualified professional employees of the Company Mr. Hareesh Solanki, a Qualified Chartered Accountant (Membership No. 154033) and Mr. Omkar C. Mhamunkar, a Qualified Company Secretary (Membership No. ACS 26645) and their internal audit plan is approved by the Audit Committee. The reports and findings of the Internal Auditor and the internal control system are periodically reviewed by the Audit Committee.

## II. Nomination and Remuneration Committee:

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The broad terms of reference of the Nomination and Remuneration Committee includes:

- i) Setup and composition of the Board, its Committees and the leadership team of the Company comprising Key Managerial Personnel ("KMP" as defined by the Companies Act, 2013) and Executive Team (as defined by the Committee).
- ii) Evaluation of performance of the Board, its Committees and individual Directors.
- iii) Remuneration for Directors, KMP, Executive Team and other employees.
- iv) Oversight of the familiarisation programme of Directors.
- v) Oversight of the HR philosophy, HR and People strategy and Key HR practices.

During the year under review, the Nomination and Remuneration Committee held two (2) Meetings, the dates of the meetings being 6<sup>th</sup> August 2015 and 11<sup>th</sup> December 2015.

The attendance of the members at the Nomination and Remuneration Committee Meetings held during the year under review is as follows:

Name of the Director	Category	No. of Meetings Attended
Mr. Rakesh Mundra	Chairman	Nil
Mr. Ashok Kumar	Member	Nil
Mr. Utsav Kapadia	Member	2
Mr. Sujit Sen	Member	2

## Evaluation of Performance of the Board, its Committees and Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Board of Directors (Board) has carried out an annual evaluation of its own performance and that of its Committees and individual Directors. The performance of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. The Nomination and Remuneration Committee reviewed the performance of the individual Directors. A separate meeting of independent Directors was also held to review the performance of non-independent Directors, performance of the Board as a whole and performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors. This was followed by a Board meeting that discussed the performance of the Board, its Committees and Individual Directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition the Chairperson was also evaluated on the key aspects of his role.

## Policy on Board Diversity

Pursuant to the regulation 4(f) (ii) (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has in place Policy on Board Diversity. The broad objectives of the Policy are:

- i) Diversity and inclusion initiatives based on sound business principles and objectives;
- ii) To help the Company build a Board that can draw upon a wide range of perspectives, expertise, knowledge and experience;
- iii) To bridge the gap in Board composition for achieving optimum and balanced Board with a wide range of attributes; and
- iv) To encourage healthy and open discussion and promote independence of judgement in Board and Committee deliberations.

**Remuneration Policy**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has in place Remuneration Policy.

The broad objectives of the Policy are:

- i) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board;
- ii) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- iii) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations; and
- iv) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

**Remuneration to Directors<sup>1</sup>:****i) Remuneration to Executive Directors:**

Name	Designation	Remuneration (in Rs.)
Mr. Shankarlal Agarwal	Managing Director	3,004,126
Mr. Sanwarmal Agarwal	Executive Director	2,202,582
Mr. Govind Kumar Saraf	Executive Director	2,899,852
Mr. Madhusudan P. Dhanuka	Executive Director	3,009,000
Mrs. Payal Agarwal	Director - Finance	1,649,871

Breakup of the above remuneration is as follows:

Particulars	(1) Mr. Shankarlal Agarwal	(2) Mr. Sanwarmal Agarwal	(3) Mr. Govind Kumar Saraf	(4) Mr. Madhusudan P. Dhanuka	(5) Mrs. Payal Agarwal
Designation	Managing Director	Executive Director	Executive Director	Executive Director	Director-Finance & CFO
Salary (in Rs.)	3,004,126	2,202,582	2,899,852	3,009,000	1,649,871
Service Contracts	01-Jan- 2015 to 31- Dec - 2019	01-Jan- 2015 to 31- Dec - 2019	31-Mar- 2016 to 30- Mar - 2019	01-Dec- 2015 to 30- Nov - 2018	31-May- 2015 to 29- May - 2020
Notice Period	NA	NA	NA	NA	NA

<sup>1</sup> Excluding perquisites not included in the computation of the ceiling limits of remuneration.

**ii) Remuneration to Non-Executive Directors:**

Name	Designation	No. of Shares held	Sitting Fees (In Rs.)
Mr. Utsav Kapadia	Non-Executive & Non-Independent	93122	1,30,000
Mr. Sujit Sen	Non-Executive & Independent	Nil	1,30,000
Mr. Ashok Kumar	Non-Executive & Independent	Nil	30,000
Mr. Kobad Manechshah Panthaki	Non-Executive & Independent	Nil	10,000
Mr. Rakesh Mundra	Non-Executive & Independent	Nil	70,000

**Note :** The Company pays sitting fees @ 10,000/- per meeting to its Non- Executive Directors and Independent Directors. Further the shareholders of the Company at their meeting held on 26<sup>th</sup> September, 2015 had approved the payment of performance bonus (commission) of Rs.1,00,000/- (exclusive of applicable service taxes) to be distributed among the Non-Executive Directors of the Company as per the provisions of the Companies Act, 2013.

The Company has not paid any remuneration to Non-Executive Directors over and above the sitting fees.

The remuneration criteria for Non-Executive Directors also displayed on the website of the Company i.e. [www.geelimited.com](http://www.geelimited.com)

### III. Stakeholders Relationship Committee:

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The broad terms of reference of the Stakeholders Relationship Committee includes:

- i) approve and monitor transfer, transmission, splitting, consolidation and dematerialization, rematerialisation of shares and/or securities and issue of duplicate share and/or security certificates by the Company over and above the delegated power as detailed below;
- ii) looks into various issues relating to shareholders and/or security holders, including redressal of complaints relating to transfer of shares and/or security, non-receipt of annual reports, dividends etc.; and
- iii) Carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted by the Company in terms of SEBI (Prohibition of Insider Trading) Regulations.
- iv) The Board of Directors of the Company had delegated the powers to approve transfer and transmission of securities, issuance of duplicate certificates of securities etc. severally to Managing Director and/or Chief Financial Officer and/or Company Secretary and/or Assistant Company Secretary.

During the year under review, one (1) stakeholder Relationship Committee Meeting was held on 10<sup>th</sup> February, 2016 to review the investor service and process mechanism and review the regulatory updates. The attendance of the members at the Committee Meeting held during the year under review is as follows:

Name	Designation	No. of Meeting Attended
Mr. Rakesh Mundra	Chairman	1
Mr. Sanwamal Agarwal	Member	1
Mr. Ashok Kumar	Member	Nil

Mr. Omkar C. Mhamunkar Company Secretary, is the Secretary to the Committee.

#### Complaints received and resolved during the year:

No. of Shareholder's and resolved during the year :	Nil
No. of complaints not resolved to the satisfaction of shareholders	Nil
No. of pending share transfers	Nil

The Company has generally attended to the investors' grievances / correspondence within a period of ten days from the date of receipt of the same, except in cases that are constrained by disputes or legal impediments. Shareholders' requests for transfer / transmission of equity shares were effected within 15 days from the date of receipt. There were no valid transfers pending for registration as of 31<sup>st</sup> March 2016.

The Company obtains half-yearly certificates from a Company Secretary in Practice on compliance regarding share transfer formalities and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (earlier Clause 47 (c) of the Listing Agreement.)

### IV. Corporate Social Responsibility (CSR) Committee:

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 135 of the Companies Act, 2013.

The broad terms of reference of the CSR Committee includes:

- i) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
- ii) Recommend the amount of expenditure to be incurred on the activities referred in Clause above; and
- iii) Monitor the CSR Policy of the Company from time to time.



During the year under review, the CSR Committee held one (1) Meeting on 10<sup>th</sup> February 2016. The attendance of the members at the CSR Committee Meeting held during the year under review is as follows:

Name	Category	No. of Meeting Attended
Mr. Ashok Kumar	Chairman	Nil
Mr. Shankarlal Agarwal	Member	1
Mr. Utsav Kapadia	Member	1

General Body Meetings:

Location and time, where last three annual general meetings held:

Date	Location	Time
26th September, 2015	Hotel Satkar Residency, Pokhran Road No. 1, Thane (West) - 400606	11.30 a.m.
2nd August, 2014	Hotel Satkar Residency, Pokhran Road No. 1, Thane (West) - 400606	02.00 p.m.
14th September, 2013	Hotel Satkar Residency, Pokhran Road No. 1, Thane (West) - 400606	12.45 p.m.

#### I. Special Resolutions passed

##### a) 54<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2015

- Approved to accord Mr. Nikhil Agarwal, son of Mr. Shankarlal Agarwal (Managing Director of the Company) to hold and continue to hold office of place of profit under the Company as General Manager - Systems w.e.f. 1<sup>st</sup> April, 2015.
- Approved to accord Mr. Umesh Agarwal, son of Mr. Ram Kishan Agarwal and Brother of Mr. Shankarlal Agarwal (Managing Director of the Company) to hold and continue to hold office of place of profit under the Company as Chief Operating Officer of the Company w.e.f. 1<sup>st</sup> April, 2015.
- Approved to accord Mr. Om Prakash Agarwal, son of Mr. Ram Kishan Agarwal and Brother of Mr. Shankarlal Agarwal (Managing Director of the Company) to hold and continue to hold office of place of profit under the Company as Chief Marketing Officer of the Company w.e.f. 1<sup>st</sup> April, 2015.
- Passed resolution under Section 180(1)(a) of the Companies Act, 2013 with the maximum limit of Rs.250,00,00,000/- (Rupees Two Hundred and Fifty Crore Only)
- Passed resolution under Section 180(1)(c) of the Companies Act, 2013 with the maximum limit of Rs.250,00,00,000/- (Rupees Two Hundred and Fifty Crore Only)

##### b) 53<sup>rd</sup> Annual General Meeting held on 02<sup>nd</sup> August, 2014

- Approved to accord Ms. Puja Agarwal, daughter of Mr. Shankarlal Agarwal (Managing Director of the Company) to hold and continue to hold office of place of profit under the Company as Operational Manager.
- Adopted new set of Articles of Association as per Section 14 of the Companies Act, 2013.

##### c) 52<sup>nd</sup> Annual General Meeting held on 14<sup>th</sup> September, 2013

No special resolution was passed.

#### II. Whether any special resolution passed last year through postal ballot - No

#### III. Person who conducted Postal Ballot Exercise – NA

#### IV. Whether any special resolution is proposed to be conducted through postal ballot -

Currently, there is no proposal to pass any Special resolution through Postal Ballot. Special resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

#### V. Procedure for postal ballot - NA

#### Means of Communication

The Company has been sending Annual Reports, notices and other communications to the Shareholders through e-mail, post or courier. Quarterly, half-yearly and yearly financial results of the Company as per the statutory requirement under Clause 41 of the Listing Agreement and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, intimation of Board meetings, Annual General Meetings are published within the stipulated time in leading newspapers i.e. Free Press Journal (English) and Nav Shakti (Marathi). The Company also uploads financial results on its website - [www.geelimited.com](http://www.geelimited.com). All the disclosure as required under the listing agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 e.g. intimation to shareholders, shareholding pattern, Corporate Governance, financial results, outcome of the Board meetings etc. are filed electronically through BSE Corporate Compliance & Listing Centre (BSE Listing Centre) and company has registered with SEBI (SCORES).

As provided in discretionary requirement stipulated in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has appointed Mr. Ashok Kumar as Chairman (Non-Executive & Independent Director). The Company has appointed. The Internal Audit Team of the company directly reports to Audit Committee.

The Company does not have any shares lying in Demat Suspense Account or Unclaimed Suspense Account.

#### General Shareholder Information

- Annual General Meeting** - Date, time and venue: 3<sup>rd</sup> September, 2016 at 11.30 a.m. at Hotel Fortune Park LakeCity, Jupiter Hospital Campus, Eastern Express Highway, Thane (W) - 400601
- Financial year:** April 1 to March 31
- Dividend Payment Date** : The dividend, if declared, shall be paid / credited on or after September 09, 2016.
- The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fees to each of such stock exchange.

#### BSE Limited

P.J. Towers, Dalal Street, Fort, Mumbai - 400 001.

The Company has paid listing fees for the financial year 2016-17.

#### Stock Code :

BSE	504028
ISIN in (NSDL and CDSL)	INE064H01021
Corporate Identification Number (CIN)	L99999MH1960PLC011879

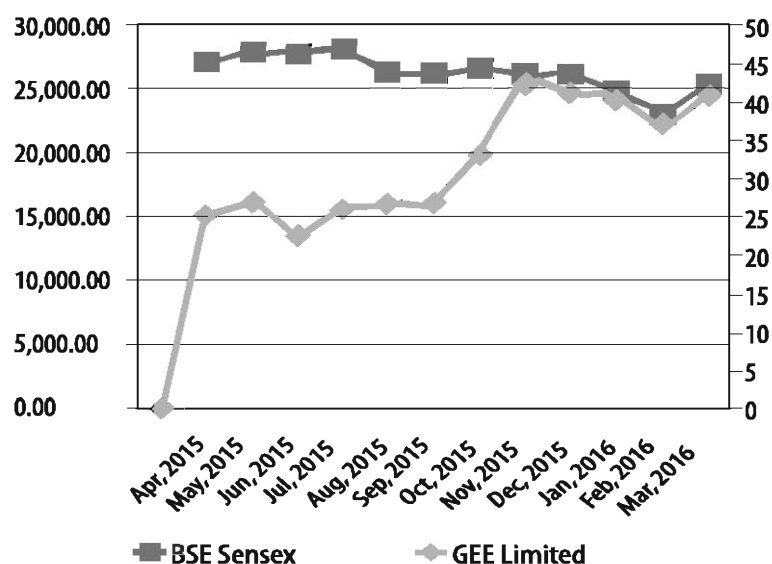
## e) Market price data-high, low during each month in last financial year

Month, Year	BSE Share Price		No. of Shares Traded
	High	Low	
April, 2015	29.00	22.00	19,980
May, 2015	27.00	22.10	4,808
June, 2015	26.00	20.50	24,328
July, 2015	26.40	21.70	17,984
August, 2015	29.90	23.95	54,697
September, 2015	29.25	23.80	29,090
October, 2015	36.00	24.90	69,218
November, 2015	46.20	31.00	1,35,107
December, 2015	44.50	38.00	57,133
January 2016	58.50	34.00	1,33,693
February, 2016	42.00	32.00	21,122
March 2016	43.80	33.30	48,304

## f) Performance in comparison to BSE Sensex

Month, Year	GEE LIMITED (Closing Price)	BSE Sensex
April, 2015	25.00	27,011.31
May, 2015	26.80	27,828.44
June, 2015	22.35	27,780.83
July, 2015	25.80	28,114.56
August, 2015	26.50	26,283.09
September, 2015	26.55	26,154.83
October, 2015	33.00	26,656.83
November, 2015	43.15	26,145.67
December, 2015	41.10	26,117.54
January 2016	41.00	24,870.69
February, 2016	37.95	23,002.00
March 2016	40.75	25,341.86

## Graphical Presentation of performance in comparison to BSE Sensex



#### g) Registrar to an Issue and share transfer agents

##### M/s. Link Intime India Private Limited

Address: C-13 Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (W), Mumbai – 400078,  
Maharashtra, India  
Tel: 022 - 2594 6970  
Fax: 022 - 2594 6969  
Email: rnt.helpdesk@linkintime.co.in

Note : M/s. Sharepro Services (India) Private Limited was the earlier Registrar & Share Transfer Agent for the Company and consequent to SEBI's order dated March 22, 2016 against M/s. Sharepro Services (India) Private Limited (old RTA), the Company has appointed M/s. Link Intime India Private Limited (New RTA) w.e.f. 1<sup>st</sup> May, 2016.

#### h) Share Transfer System

Share transfers, where documents were found to be in order, were registered and returned in the normal course within a period of two weeks from the date of receipt of the documents. Requests for dematerialisation / re-materialisation of shares were processed and confirmation was given to the depositories i.e. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL), as the case may be, within 15 days of receipt.

#### i) Distribution of Shareholding

Description	Shareholders		Shareholdings	
	No.	%	No.	%
1 to-2500	1702	88.55	789313	3.34
2501-5000	86	4.47	305271	1.29
5001-10000	48	2.49	336139	1.42
10001-15000	20	1.04	249184	1.05
15001-20000	17	0.88	302882	1.28
20001-25000	6	0.31	137142	0.58
25001-50000	12	0.62	465351	1.97
50001 and above	31	1.61	21040596	89.05
<b>Total</b>	<b>1922</b>	<b>100.00</b>	<b>23,625,878</b>	<b>100.00</b>

#### j) Dematerialisation of shares and liquidity

The Company's shares are available for dematerialization with both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Equity shares held in dematerialised form as on March 31, 2016.

Particulars	No. of Shares	% of Total Issued Capital	% of Total Paid Up Capital
Held in CDSL	1,472,887	6.23	6.23
Held in NSDL	21,881,142	92.54	92.62
Physical	271,849	1.15	1.15
<b>Total</b>	<b>23,625,878</b>	<b>99.92</b>	<b>100</b>

The shares of the Company are actively traded on BSE Limited.

#### k) Plant locations:

<b>Kolkata</b>	Dhulagarh Industrial Park, NH-6, Kanduah, Andul Mauri, Howrah - 711 302, West Bengal, India
<b>Thane</b>	Plot No. E-1, Road No. 7, Wagle Industrial Estate, Thane - 400604, Maharashtra, India
<b>Kalyan</b>	Plot No. B-12, MIDC, Kalyan Bhiwandi Road, Saravali, Kalyan - 421 311, Maharashtra, India

**I) Address for Correspondence**

**GEE Limited**

Plot No.B/12 MIDC,Kalyan-Bhivandi Industrial Area,

Saravali Village,Kalyan-West

Pin:421311,Maharashtra,India

Phone no : 02522-280358/281176/88/90

Contact Person : Mr.Omkar C.Mhamunkar

Email ID : shares@geelimited.com

**Other Disclosures**

The Audit Committee of the Company has granted omnibus approval to the related party transactions and the company does not have related party transactions which have or may have potential conflict with the interest of listed entity at large.

Details of non-compliance by the Company and penalties imposed by BSE/SEBI or any statutory authority on any matter related to capital markets, during the last three years – Nil.

The Company has adopted Whistle Blower Policy and the same is available on the website of the Company i.e. [www.geelimited.com](http://www.geelimited.com)

During the year there were no instances and no personnel have been denied access to the audit committee.

The Company does not have a subsidiary and hence policy for determining material subsidiary is not applicable.

The Company has adopted policy on Related Party Transactions and the same is available on the website of the company i.e. [www.geelimited.com](http://www.geelimited.com)

**Disclosure as per Schedule V, Para C, Clause (13)**

The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clause (b) to (i) of sub-regulation 2 of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Declaration by the Managing Director as per Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, Shankarlal Agarwal, Managing Director of the Company hereby confirms that members of board of directors and senior management personnel have affirmed compliance with the code of conduct of the board of directors and senior management.

**S. L. AGARWAL**

Managing Director

**AUDITORS' CERTIFICATE**  
**ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

To the  
Members of GEE Limited,

We have examined the compliance of conditions of Corporate Governance by GEE Limited (the 'Company') for the year ended March 31, 2016, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations, 2015). The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015. We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Thane  
Date: July 29, 2016

**For FORD RHODES PARKS & Co. LLP**  
Chartered Accountants  
FRN. 102860W/W100089

**A. D. SHENOY**  
Partner  
Membership No. FCA 11549

**Independent Auditor's Report**  
**To the members of GEE Limited**  
**Report on the Financial Statements for the year ended 31<sup>st</sup> March, 2016**

We have audited the accompanying financial statements of GEE Limited ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of the financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, and its profit and its cash flows for the year ended on that date.

**Emphasis of matter**

We draw attention to

- a. Note No.26 b) relating to Custom duty of Rs. 15,00,000/- paid under protest,
- b. Note no.26 b) relating to Excise duty of Rs. 2,07,10,006/- paid under protest,
- c. Note no.26 b) relating to disputed CENVAT Credit.
- d. Note No.26 c) relating to Sales Tax/Vat for F.Y.2005-06, 2006-07, 2007-08, 2008-09 & 2009-10 of Rs.11,00,000/-, Rs.10,00,000/-, Rs.8,50,000 Rs.12,55,000/- & Rs.5,00,000/- respectively paid under protest. (As fully described in respective notes)

The Company has appealed to respective authority for above disputes and expects no major impact on the financial position and cash flow of the Company. Our opinion is not qualified in respect of above matters.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as issued by Central Government of India in terms of sub section (11) of section 143 of Companies Act, 2013 (18 of 2013) we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014; and
- e. On the basis of written representations received from the directors as on 31<sup>st</sup> March 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2016, from being appointed as a director in terms of sub section (2) of section 164 of the Companies Act, 2013.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B. Our report expresses an unqualified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company Does not have any pending litigation which can have material impact on its financial position in its financial statement
  - ii. As represented by the company, there are no foreseeable material losses in
  - iii. As represented by the Company, Rs.31,243.20 was required to be transferred to Investor education and protection fund in respect of unclaimed Dividend for F.Y.2007-08 and same has been disclosed in the financial statements. (Refer Note No.41)

**For FORD RHODES PARKS & Co. LLP**  
Chartered Accountants  
FRN. 102860W/W100089

**A. D. SHENOY**  
Partner  
Membership No. FCA 11549

**Place: Thane**

**Date: May 28, 2016**

**Annexure to the Auditors' Report**  
**[Referred to in paragraph pertaining to "Report on Other Legal and Regulatory Requirement" of our Report of even date to the members of GEE Limited on the financial statements for the year ended 31<sup>st</sup> March, 2016]**

1.
  - a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The Fixed assets of the Company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification and the same has been properly dealt with in the books of account.
  - c) The title deeds of immovable properties are held in the name of the Company.
2. The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory and there is no material discrepancies noticed on physical verification of inventory.
3. The Company has not granted any loans, secured or unsecured to companies/firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. The Company has neither granted any loans, guarantees, and security nor made Investments under section 185 and 186 of the Act hence no disclosure required under this clause.
5. The Company has not accepted deposits from public, within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act 2013.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the central government for maintenance of cost records under Sub- section (1) of section 148 of the Companies Act 2013, in respect of its products and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However we have not carried out detailed examination of the records with the view to determine whether these are accurate or complete.
7.
  - a) According to the information and explanation given to us and records of the company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including Provident Fund, employee's state insurance fund, income tax, sales tax, value added tax, wealth tax, service tax, custom duty, excise duty, cess and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues payable for a period of more than six month from the date they become payable as at 31<sup>st</sup> March 2016.



b) According to the information and explanations given to us and the records of the Company examined by us, there are dues of Income tax, sales tax, custom duty and excise duty as at 31<sup>st</sup> March 2016, which have not been deposited on account of dispute are as follows:

Name of Statute	Year	Liability (In Rs.)	Pre-Deposit (In Rs.)	Net Liability In Rs.	Forum Where dispute is pending
Customs Act, 1962	2008-09	10,209,629	1,500,000	87,08,629	Commissioner of Customs, Mumbai
Central Sales Tax	2005-06	2,241,572	1,100,000	1,141,572	Joint Commissioner of Sales Tax (Appls) VIII-Thane Zone
Central Sales Tax	2006-07	1,039,928	1,000,000	39,928	
Central Sales Tax	2007-08	1,642,701	850,000	792,701	
Central Sales Tax	2008-09	4,269,497	1,255,120	3,014,377	
Central Sales Tax	2009-10	4,244,443	500,000	3,744,443	
Income Tax Act, 1961 (as per TDS TRACES)	Various Years per TRACES	9,96,320	-	996,320	Company in process of filing Necessary rectification with TRACES/IT department

Net liability of custom duty and sales tax is exclusive of interest and penalty.

8. The Company has not borrowed money from government, financial institutions or by way of debentures. The amount due from bank are paid on time and there are no overdues as at year end.
9. The Company has not raised any Initial Public Offer or further public offer. The term loan was obtained for funding fixed Assets and has been utilized accordingly.
10. Based upon the audit procedures performed and information and explanations given by the management and to the best of our knowledge we report that we have not come across any instances of fraud by the company or any fraud on the company by its officers or employees that have been noticed or reported during the year nor have we been informed of such a case by management.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the companies Act.
12. The Company is not a chit fund Company/or Nidhi/mutual benefit fund /society.
13. In our opinion and according to information and explanation given to us, all Transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under this clause is not applicable to the Company.
15. In our opinion and according to information and explanation given to us, during the year the Company has not entered into non-cash transactions covered by Section 192 of Companies Act, 2013 with directors or persons connected to its directors and hence the provision of Sec 192 are not applicable.
16. The company is not engaged in the business of non-banking financial institution (NBFI) and not required to obtain a Certificate of Registration (CoR) from Reserve Bank of India to commence/carry on business of NBFI in terms of Section 45-IA of the RBI Act, 1934.

**For FORD RHODES PARKS & Co. LLP**  
Chartered Accountants  
FRN. 102860W/W100089

Place: Thane  
Date: May 28, 2016

**A. D. SHENOY**  
Partner  
Membership No. FCA 11549

## ANNEXURE B

**[Referred to in paragraph pertaining to "Report on Other Legal and Regulatory Requirement" of our Report of even date to the members of GEE Limited on the financial statements for the year ended 31 st March, 2016]**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of GEE Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (IFCOFR) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For FORD RHODES PARKS & Co. LLP**  
 Chartered Accountants  
 FRN. 102860W/W100089

**A. D. SHENOY**  
 Partner  
 Membership No. FCA 11549

**Place: Thane**  
**Date: May 28, 2016**

## Balance Sheet As At 31<sup>st</sup> March, 2016

Particulars	Note	In Rupees As at 31 <sup>st</sup> March 2016	In Rupees As at 31 <sup>st</sup> March 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	47,251,756	47,251,756
Reserves & Surplus	3	575,640,298	538,450,515
		<b>622,892,054</b>	<b>585,702,271</b>
<b>Non Current Liabilities</b>			
Long-term borrowings	4	3,123,416	107,020,746
Deferred Tax Liabilities (Net)	5	53,602,074	51,788,429
Other Long-Term Liabilities	6	9,36,428	8,62,351
		<b>57,661,918</b>	<b>159,671,526</b>
<b>Current Liabilities</b>			
Short-term borrowings	7	392,078,102	358,183,859
Trade Payables	8	212,367,852	127,462,664
Other current liabilities	9	109,059,760	120,141,179
Short-term Provisions	10	27,538,960	18,538,960
		<b>741,044,675</b>	<b>624,326,662</b>
<b>Total Equity &amp; Liabilities</b>		<b>1,421,598,647</b>	<b>1,369,700,457</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	11	470,427,699	477,477,490
Capital Work-in-progress		9,691,912	5,112,549
Non-current investments	12	25,202,927	26,196,932
Long Term Loans and Advances	13	13,771,983	15,256,385
		<b>519,094,521</b>	<b>524,043,355</b>
<b>Current Assets</b>			
Inventories	14	403,733,648	333,593,087
Trade Receivables	15	336,775,792	345,386,886
Cash and Bank Balances	16	43,813,410	31,420,706
Short-term loans and advances	17	116,610,378	130,582,858
Other Current Assets	18	1,570,900	4,673,565
		<b>902,504,127</b>	<b>845,657,102</b>
<b>Total Assets</b>		<b>1,421,598,647</b>	<b>1,369,700,457</b>
Significant Accounting Policies	1		
Notes to Accounts	2-44		

The accompanying notes are an integral part of the financial statements

As Per our attached Report of even date  
**For FORD RHODES PARKS & Co. LLP**  
Chartered Accountants  
FRN. 102860W/W100089

**A. D. SHENOY**  
Partner  
Membership No. FCA 11549

Place : Thane  
Date : May 28, 2016

For and on behalf of the Board

**S. L. AGARWAL**  
Managing Director

**PAYAL AGARWAL**  
Director (Finance) & CFO

**OMKAR C. MHAMUNKAR**  
Company Secretary

## Statement of Profit And Loss For The Year Ended 31<sup>st</sup> March, 2016

Particulars	Note	In Rupees Year Ended March 2016	In Rupees Year Ended March 2015
<b>Revenue from operations (Gross)</b>	19	2,100,312,912	2,000,551,450
Less: Excise Duty		204,982,597	199,582,241
<b>Net Revenue from Operations</b>		<b>1,895,330,315</b>	<b>1,800,969,209</b>
<b>Other Income</b>	20	26,414,122	65,63,080
<b>Total Revenue</b>		<b>1,921,744,437</b>	<b>1,807,532,289</b>
<b>Expenses</b>			
Cost of Materials Consumed	21	1,343,069,749	1,343,771,739
(Increase)/decrease in inventories	22	17,834,130	(43,368,683)
Employee Benefits Expenses	23	117,692,998	91,457,953
Other Expenses	24	273,303,033	263,473,843
<b>Total Expenses</b>		<b>1,751,899,909</b>	<b>1,655,334,853</b>
<b>Profit before Interest, Depreciation &amp; Tax</b>		<b>169,844,527</b>	<b>152,197,436</b>
Finance Costs	25	65,233,618	71,872,490
<b>Profit before Depreciation &amp; Tax</b>		<b>104,610,910</b>	<b>80,324,947</b>
Depreciation	11	32,282,335	36,166,562
<b>Profit Before Tax</b>		<b>72,328,575</b>	<b>44,158,385</b>
<b>Tax Expense</b>			
Current Tax		19,000,000	10,000,000
Previous Years Tax		5,786,186	789,230
Deferred Tax		1,813,645	9,708,294
<b>Total Tax expense</b>		<b>26,599,831</b>	<b>20,497,524</b>
<b>Profit after Tax</b>		<b>45,728,744</b>	<b>23,660,861</b>
<b>Earning Per Equity Share (Face value of ₹2 each) Basic &amp; Diluted</b>		<b>1.94</b>	<b>1.00</b>
Significant Accounting Policies &	1		
Notes to Accounts	2-44		

The accompanying notes are an integral part of the financial statements

As Per our attached Report of even date  
**For FORD RHODES PARKS & Co. LLP**  
 Chartered Accountants  
 FRN. 102860W/W100089

**A. D. SHENOY**  
 Partner  
 Membership No. FCA 11549

Place : Thane  
 Date : May 28, 2016

For and on behalf of the Board

**S. L. AGARWAL**  
 Managing Director

**PAYAL AGARWAL**  
 Director (Finance) & CFO

**OMKAR C. MHAMUNKAR**  
 Company Secretary

## Cash Flow Statement For The Year Ended 31<sup>st</sup> March, 2016

	Particulars		In Rupees Year Ended March 2016	In Rupees Year Ended March 2015
<b>A.</b>	<b>Cash Flow from Operation Activities :</b>			
	Net Profit before tax as per Statement of Profit & Loss		<b>72,328,575</b>	<b>44,158,385</b>
	Adjusted for :			
	Depreciation		32,282,335	36,166,562
	Unrealised foreign exchange (gain)/loss on exports		100,398	(538,257)
	Unrealised foreign exchange (gain)/loss on imports		(1,387,011)	2,155,437
	Dividend Received		(19,214)	(16,804)
	Sundry Balances w/off		-	(3,249)
	Gross Interest Paid		58,692,738	66,450,694
	Bad Debt		4,474,997	257,409
	Profit on Sale of Investments		(12,644,635)	-
	Loss on sale of Fixed Asset		238,700	(20,178)
			<b>81,738,308</b>	<b>104,451,613</b>
	<b>Operating Profit before Working Capital Changes</b>			
	Adjusted for :		<b>154,066,883</b>	<b>148,609,998</b>
	(Increase) / Decrease in Inventories		(70,140,561)	(31,568,796)
	(Increase) / Decrease in Trade receivables		4,035,699	(79,395,170)
	(Increase) / Decrease in Loans & Advances		15,456,882	(24,620,928)
	(Increase) / Decrease in Other current Assets		3,102,665	(3,418,356)
	(Increase) / Decrease in trade payables & other Liabilities		75,284,857	67,835,641
	(Increase) / Decrease in Short Term provision		9,000,000	(14,635,292)
	<b>Cash Generated from Operations</b>		<b>190,806,426</b>	<b>62,807,097</b>
	Less : Taxes Paid		(24,786,186)	(14,138,335)
	<b>Net Cash generated from Operations</b>	<b>A</b>	<b>166,020,240</b>	<b>48,668,762</b>
<b>B.</b>	<b>Cash flow from Investing Activities :</b>			
	Investment in Margin deposit		1,613,410	(16,198,285)
	Sale of Investments		35,913,591	-
	Sale of Fixed Assets		1,276,831	2,725,753
	Purchase of Fixed Assets		(31,327,436)	(16,693,177)
	Investment in Non-Current Investment		(22,274,951)	(50,000)
	Dividend Received		19,214	16,804
	<b>Net Cash Used in Investing Activities</b>	<b>B</b>	<b>(14,779,341)</b>	<b>(30,198,905)</b>
<b>C.</b>	<b>Cashflow from Financing Activities:</b>			
	Proceeds from cash credit facility		33,894,244	87,415,247
	short term & long term borrowings		(103,897,330)	(24,525,612)
	Interest Paid		(58,692,738)	(66,450,694)
	Dividend paid and tax thereon		(8,538,960)	(8,292,330)
	<b>Net Cash from Financing Activities</b>	<b>C</b>	<b>(137,234,784)</b>	<b>(11,853,389)</b>
	<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>		<b>14,006,114</b>	<b>6,616,468</b>
	<b>Opening Balances of Cash &amp; Cash Equivalents</b>		<b>8,529,783</b>	<b>1,913,315</b>
	<b>Closing Balance of Cash &amp; Cash Equivalents</b>		<b>22,535,897</b>	<b>8,529,783</b>
	<b>Components of Cash and Cash Equivalents at the year end</b>			
	Balance with Banks			
	In Current Account		21,623,254	7,212,593
	In Foreign Banks		477,026	464,982
	Cash / Cheques on Hand			
	Cash on Hand		204,654	852,208
	Cash at Overseas Branch		230,963	-
	<b>Total</b>		<b>22,535,897</b>	<b>8,529,783</b>

### Notes:

- Cash Flow Statement has been prepared under the Indirect method as set out in the Accounting Standard-3 as per the Companies (Accounting Standards) Rule, 2006.
- Fixed Deposit with bank having more than 12 months maturity are not included in cash and cash equivalents.
- Figures in bracket indicates outflows.
- Previous year figures are regrouped and reclassified, wherever necessary.

As Per our attached Report of even date

**For FORD RHODES PARKS & Co. LLP**

Chartered Accountants

FRN. 102860W/W100089

**A. D. SHENOY**

Partner

Membership No. FCA 11549

Place : Thane

Date : May 28, 2016

For and on behalf of the Board

**S. L. AGARWAL**

Managing Director

**PAYAL AGARWAL**

Director (Finance) & CFO

**OMKAR C. MHAMUNKAR**

Company Secretary

## NOTE 1 – Significant Accounting Policies and Corporate Information

### Corporate Information:

The Company is engaged in the business of manufacturing of Welding electrodes, Copper coated wires, flux cored wires and welding fluxes. The manufacturing activities are located in Kalyan & Kolkata.

The Company is a Public Limited Company.

### Basis of Preparation of Financial Statements

The Financial statements of the Company have been prepared on accrual basis under historical cost convention, in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) to comply with Accounting Standards specified in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard or a more appropriate presentation of the financial statements requires a change in the accounting policy hitherto in use.

### Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenue and expenses during the reporting periods. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable.

### Fixed Assets

Fixed assets are stated at cost of acquisition except certain items, which have been shown at revalued amount. Direct costs are capitalized until assets are ready to be put to use and are stated net of modvat / cenvat.

The cost of assets not ready for use as at the balance sheet date is disclosed under capital work- in-progress.

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

### Leased Assets

- i. Assets taken on finance lease, including taken on hire purchase arrangements, wherein the Company has an option to acquire the asset, are accounted for as fixed assets in accordance with the Accounting Standard 19 on "Leases", (AS 19).
- ii. Assets taken on lease under which the lessor effectively retains all the risk and rewards of ownership are classified as operating lease. Lease payments under operating leases are recognized as expenses on accrual basis in accordance with the respective lease agreement.
- iii. The cost of improvements to lease properties are capitalized and disclosed appropriately.

### Depreciation

Assets are depreciated / amortized on pro-rata on straight line basis over the useful lives of the assets, as prescribed under Schedule II of the Companies Act, 2013 with effect from 1<sup>st</sup> April, 2014 except as under:

- a) Depreciation on leasehold land is provided upto 31.3.1994. No depreciation has been charged on leasehold land in subsequent years.
- b) Depreciation on Leasehold land, buildings and plant & machinery subject to revaluation, is calculated on the respective revalued amounts, over the balance useful life as determined by the valuation experts.
- c) For assets whose remaining useful life as on 1<sup>st</sup> April 2014 is nil, the carrying amount of such asset after deducting the residual value is charged fully to the Statement of profit and loss.

Depreciation is charged on a proportionate basis for all assets purchased and sold during the period. Individual assets costing less than Rs.5,000 are depreciated in full in the period of purchase.

### Impairment of Assets:

In compliance with Accounting Standard (AS) 28- "Impairment of Assets", the Company assesses at each Balance Sheet date whether there is any indication that an asset is impaired where the carrying amount of the asset exceeds its recoverable value. If any such indication exists, then an impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

### Investments

Long term investments are stated at cost less provision for diminution other than temporary, if any. Current investments are valued at lower of cost and market value

**Inventories**

Inventories are valued at lower of cost and net realisable value, cost being ascertained on the following basis:

- a) Raw materials, stores, spares, consumable tools and components: on First in First out (FIFO) formula.
- b) Work-in- process, finished / trading goods include cost of conversion and other costs incurred in bringing the inventories to their present location and conditions.
- c) Cost includes taxes and duties and is net of credits under Cenvat / VAT.

The inventory comprising of raw material & finished goods is physically verified by the management as at the end of the year.

**Foreign Currency Transactions**

Foreign currency transactions are recorded at the rates prevailing on the date of the transaction. Monetary assets and liabilities in foreign currency are translated at year end rates. Exchange differences arising on the settlement of transactions and translation of monetary items are recognized as income or expense.

**Revenue recognition**

- a) Revenue from sale of products is recognized on dispatch or appropriation of goods in accordance with the terms of sale and is net of sales tax/Vat and applicable discounts.
- b) Materials returned/rejected are accounted for in the year of return/rejection.
- c) Export entitlements and other Government grants, if any recognized in the accounts on receipt after the consideration of certainty of their receipt.
- d) Dividend income is recognised when the right to receive the dividend is established.
- e) Insurance claims are accounted on acceptance/certainty of recovery.

**Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

**Employee benefits**

- a) Short term employee benefit obligations are estimated and provided for.
- b) Post employment benefits and other long term employee benefits

Defined contribution plans:

Company's contribution to Provident fund, employee state insurance and other funds are determined under the relevant schemes and / or statute and charged to revenue.

**Defined Benefit plans:**

Company's liability towards gratuity and other retirement benefits are actuarially determined at each balance sheet date and provided with Life Insurance Corporation of India.

**Taxes, Duties, etc.**

Excise duty has been accounted for in respect of goods cleared and provision has also been made for goods lying in stock at the year-end. This accounting treatment has no impact on the profit for the year.

**Taxation**

Provision for taxation is made on the basis of estimated taxable income for current accounting year in accordance with Income Tax Act, 1961.

Deferred Tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods.

**Earnings per Share**

Basic earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The number of shares and potentially dilutive equity shares are adjusted for stock splits.

**Derivative Transactions – Equity & Commodities Futures and options**

Gains are recognized only on settlement / expiry of derivative instruments. All open positions are marked to market and unrealized losses are provided for. Unrealized gains, if any, on marked to market are not recognized.

**Provisions and contingent liabilities**

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

## Notes Forming Integral Part of the Financial Statement for the year ended 31<sup>st</sup> March, 2016

### Note 2 :

#### SHARE CAPITAL

##### 1.Particulars of Authorised, Issued & Subscribed Capital

Share Capital	As at 31 March 2016		As at 31 March 2015	
	Number	₹	Number	₹
<b>Authorised</b> Equity Shares of Rs. 2/- each	50,000,000	100,000,000	50,000,000	100,000,000
<b>Total</b>	<b>50,000,000</b>	<b>100,000,000</b>	<b>50,000,000</b>	<b>100,000,000</b>
<b>Issued</b> Equity Shares of Rs. 2/- each	23,644,778	47,289,556	23,644,778	47,289,556
<b>Total</b>	<b>23,644,778</b>	<b>47,289,556</b>	<b>23,644,778</b>	<b>47,289,556</b>
<b>Subscribed &amp; Paid up</b> Equity Shares of Rs. 2/- each fully paid up	23,625,878	47,251,756	23,625,878	47,251,756
<b>Total</b>	<b>23,625,878</b>	<b>47,251,756</b>	<b>23,625,878</b>	<b>47,251,756</b>

##### 2. Reconciliation of Shares at beginning and at year end

Particulars	Equity Shares	
	Number	Amount
Shares outstanding at the beginning of the year	23,625,878	47,251,756
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	<b>23,625,878</b>	<b>47,251,756</b>

##### 3. Particulars of Holding Company

Not Applicable

##### 4. Rights, Preference and Restrictions of Share holders

Equity shares of the company has par value of Rs. 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets if any after distribution of all preferential accounts. The distribution will be pro-rata to the equity share held by the shareholder.

Apart from right, restrictions and preferences prescribed by the companies Act 2013. The Articles of Association of the company elaborately deal with the above. The reader is requested to refer to respective document for details.

##### 5. Particulars of Shareholders holding 5% or more shares

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Share held	% of Holding	No. of Share held	% of Holding
Vidya Finvest Pvt. Ltd.	5,796,667	24.54%	5,796,667	24.54%
Shankarlal Agarwal	2,078,938	8.80%	2,078,938	8.80%
Venkatesh Shelter Pvt. Ltd.	1,656,167	7.01%	1,656,167	7.01%
Vitro Commodities Pvt.Ltd.	1,542,939	6.53%	1,542,939	6.53%
Jyoti Agarwal	1,375,500	5.82%	1,375,500	5.82%



6 There are no shares reserved for issue under options and contracts commitments for the sale of shares / disinvestment

7. Particulars of shares issued for consideration other than cash, shares brought back & bonus shares in last 5 years

Particulars	Year (Aggregate No. of Shares)				
	2011-12	2012-13	2013-14	2014-15	2015-16
<b>Equity Shares :</b>					
Fully paid up pursuant to contract (s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

8 There are no securities convertible into equity and preference share.

9 Particulars of call in arrears by directors and officers of the Company.

Unpaid Calls	Amount
By Directors	NIL
By Officers	NIL

Notes Annexed to and Forming part of the Financial Statement for the year ended 31<sup>st</sup> March, 2016.

Particulars	In Rupees Year Ended March 2016	In Rupees Year Ended March 2015
<b>Note 3 :</b>		
<b>RESERVES &amp; SURPLUS</b>		
Capital Reserve	21,196,428	21,196,428
Capital Subsidy Reserve	3,618,963	3,618,963
Securities Premium Account	93,028,690	93,028,690
Revaluation Reserve	4,646,567	4,646,567
General Reserve		
Balance as per Last Financial Statement	120,561,810	110,561,810
Add : Amount transferred from Surplus in Statement of Profit & Loss	20,000,000	10,000,000
Closing balance	140,561,810	120,561,810
<b>Surplus</b>		
Opening Balance	295,398,057	290,276,156
Add : Profit for the year	45,728,744	23,660,861
Less : Appropriations		
Proposed final equity dividend	7,087,764	7,087,764
Tax on proposed final equity dividend	1,451,196	1,451,196
Transfer to general reserve	20,000,000	10,000,000
Total appropriation	28,538,960	18,538,960
Net surplus in statement of Profit & Loss	312,587,841	295,398,057
	575,640,298	538,450,515

## Notes Annexed to and Forming part of the Financial Statement for the year ended 31<sup>st</sup> March 2016

Particulars	In Rupees Year Ended March 2016	In Rupees Year Ended March 2015
<b>Note 4 :</b>		
<b>LONG-TERM BORROWINGS</b>		
Indian Rupee Term Loan from Banks (Secured)	-	31,380,597
Vehicle Loans from Financial Institutions (Secured)	3,123,416	3,610,899
Loan from Corporates	-	72,029,250
	<b>3,123,416</b>	<b>107,020,746</b>
<b>Note 5 :</b>		
<b>DEFERRED TAX LIABILITY</b>		
Opening Balance	51,788,429	42,080,135
Add : Transfer from Statement of Profit & Loss	1,813,645	9,708,294
	<b>53,602,074</b>	<b>51,788,429</b>
<b>Note 6 :</b>		
<b>LONG-TERM LIABILITIES</b>		
Unclaimed Dividend	209,638	-
Interest Free Deposit from Dealers	726,790	862,351
	<b>936,428</b>	<b>862,351</b>
<b>Note 7 :</b>		
<b>SHORT-TERM BORROWINGS</b>		
Cash Credit with Banks (secured)	392,078,102	358,183,859
	<b>392,078,102</b>	<b>358,183,859</b>
<b>Note 8 :</b>		
<b>TRADE PAYABLES</b>		
Trade payables	205,859,455	124,545,916
Trade payables for capital purchases	6,508,397	2,916,748
	<b>212,367,852</b>	<b>127,462,664</b>
<b>Note 9 :</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current maturities of long-term borrowings	35,554,205	64,380,308
Interest accrued and due on borrowings	-	379,354
Advance from customers	7,232,980	9,256,583
Other payables		
- Other Liabilities	33,989,297	20,170,873
- Duties & taxes payable	32,283,280	25,954,061
	<b>109,059,760</b>	<b>120,141,179</b>
<b>Note 10 :</b>		
<b>SHORT-TERM PROVISIONS</b>		
Provision for taxation	19,000,000	10,000,000
Proposed equity dividend	7,087,764	7,087,764
Provision for tax on proposed equity dividend	1,451,196	1,451,196
	<b>27,538,960</b>	<b>18,538,960</b>

Notes Annexed to and Forming part of the Financial Statement for the year ended 31<sup>st</sup> March 2016

**Note 11 :  
FIXED ASSETS**

Description	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
	As at 1-4-2015	Additions	Deductions	As at 31-3-2016	Upto 1-4-2015	For the year	Deductions	Upto 31.03.16	As on 31.03.2016	As on 31.03.2015
Tangible Assets										
Freehold Land	50,321,628	-	-	50,321,628	-	-	-	-	50,321,628	50,321,628
Lease hold Land	15,596,085	-	-	15,596,085	377,211	-	-	377,211	15,218,874	15,218,874
Building										
- Factory	223,669,219	1,345,617	-	225,014,836	43,959,259	7,151,437	-	51,110,695	173,904,141	179,709,960
- Office	1,444,519	-	-	1,444,519	533,378	22,682	-	556,060	888,459	911,141
Flat at Thane (Maharashtra)	3,678,807	-	-	3,678,807	473,809	57,007	-	530,816	3,147,991	3,204,998
Plant and Machinery	267,486,656	21,028,879	-	288,515,535	81,575,771	17,207,115	-	98,782,886	189,732,649	185,910,884
Electrical Equipment	23,249,080	332,176	-	23,581,256	6,992,125	1,722,442	-	8,714,566	14,866,690	16,256,955
Furniture	9,555,384	491,743	-	10,047,127	3,762,148	1,214,789	-	4,976,936	5,070,190	5,793,236
Office Equipment	4,281,416	325,083	328,378	4,278,121	3,302,647	373,034	312,160	3,363,521	914,599	978,770
Computers	8,282,987	1,151,394	812,934	8,621,447	6,354,856	885,079	788,217	6,451,718	2,169,729	1,928,132
Motor Cars	25,299,120	2,073,181	3,434,834	23,937,467	8,056,209	3,648,751	1,960,239	9,744,721	14,192,746	17,242,911
Total Tangible Assets	632,864,900	26,748,073	4,576,146	655,036,827	155,387,411	32,282,335	3,060,616	184,609,130	470,427,699	477,477,490
Capital Work-in-Progress	5,112,549	9,691,912	5,112,549	9,691,912	-	-	-	-	9,691,912	5,112,549
Grand Total	637,977,449	36,439,985	9,688,695	664,728,739	155,387,411	32,282,335	3,060,616	184,609,130	480,119,611	482,590,039
As on 31-03-2015	625,354,205	17,300,672	4,677,428	637,977,449	120,585,208	36,166,562	1,364,358	155,387,411	482,590,039	504,768,999

## Notes Annexed to and Forming part of the Financial Statement for the year ended 31<sup>st</sup> March 2016

Particulars	In Rupees Year Ended March 2016	In Rupees Year Ended March 2015
<b>Note 12 :</b>		
<b>NON-CURRENT INVESTMENTS</b>		
<b>Non-trade investments (valued at cost unless otherwise stated)</b>		
<b>Investment in equity instruments (quoted)</b>		
201 (31 <sup>st</sup> March 2015 : 201) equity shares of Rs. 10 each fully paid-up in Gee Shipping Co. Ltd.	6,125	6,125
50 (31 <sup>st</sup> March 2015 : 50 ) equity shares of Rs. 10 each fully paid-up in Great Offshore Ltd.	1,524	1,524
28 (31 <sup>st</sup> March 2015 : 28) equity shares of Rs. 10 each Fully paid-up in Mahindra Lifespace developers Ltd. (Market value : Rs. 89,496 P.Y. : Rs. 82,434)	853	853
<b>Investment in equity instruments (unquoted)</b>		
2002 (31 <sup>st</sup> March 2015 : 2002) equity shares of Rs. 10 : 2002) equity shares of Rs. 10 each fully paid-up in The TJSB Bank Ltd.	100,100	100,100
1000 (31 <sup>st</sup> March 2015 : 1000) equity shares of Rs. 10 each fully paid-up in Saraswat Co-op Bank Ltd.	10,000	10,000
<b>Investment in Government securities (unquoted)</b>		
National Savings Certificate	305,000	305,000
	<b>423,602</b>	<b>423,602</b>
<b>Investment in Properties</b>		
- Residential Flat in Thane	24,779,325	25,773,330
	<b>25,202,927</b>	<b>26,196,932</b>
<b>LONG-TERM LOANS AND ADVANCES</b>		
Capital advances (unsecured, considered good)	2,106,855	4,164,510
Security Deposit at overseas branch	455,991	290,157
Security Deposits (unsecured, considered good)	11,209,136	10,801,718
	<b>13,771,983</b>	<b>15,256,385</b>
<b>Note 14 :</b>		
<b>INVENTORIES</b>		
(At cost or market value, whichever is lower)		
Raw Material	213,037,924	127,213,720
Packing Material	16,505,840	14,026,661
Work in Process	30,989,669	43,387,498
Finished Goods	132,085,256	137,521,556
Stores, Tools, Dies	11,114,959	11,443,652
	<b>403,733,648</b>	<b>333,593,087</b>

Notes Annexed to and Forming part of the Financial Statement for the year ended 31<sup>st</sup> March 2016

Particulars	In Rupees Year Ended March 2016	In Rupees Year Ended March 2015
<b>Note 15 :</b> <b>TRADE RECEIVABLES</b> (Unsecured, considered good unless otherwise stated)		
- Debts outstanding for more than 6 months	15,355,641	24,147,366
- Others	321,420,151	321,239,520
	<b>336,775,792</b>	<b>345,386,886</b>
<b>Note 16 :</b> <b>CASH &amp; BANK BALANCE</b>		
Cash & Cash equivalents		
- Balances with banks	21,623,254	7,212,593
- Balance in foreign banks	477,026	464,982
- Cash at overseas branch	230,963	-
- Cash on hand	204,654	852,208
	<b>22,535,897</b>	<b>8,529,783</b>
<b>Other Bank Balances</b>		
Fixed Deposit	3,825,000	3,825,000
Margin Money deposit against FLC and BG	17,452,513	19,065,924
	<b>21,277,513</b>	<b>22,890,924</b>
	<b>43,813,410</b>	<b>31,420,706</b>
<b>Note 17 :</b> <b>SHORT-TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good, recoverable in cash or in kind or for value to be received )		
Employee advances	397,106	720,731
Advance to suppliers	13,102,459	11,474,335
Advance income-tax	22,776,854	12,539,152
Balances with statutory/ government authorities	66,729,858	56,964,671
Other advances	13,604,103	48,883,969
	<b>116,610,378</b>	<b>130,582,858</b>
<b>Note 18 :</b> <b>OTHER CURRENT ASSETS</b>		
Interest Accrued but Not Due on Fixed Deposits	-	620,739
Interest Receivable	713,514	3,221,940
Earnest Money Deposit	857,386	830,886
	<b>1,570,900</b>	<b>4,673,565</b>
<b>Note 19 :</b> <b>REVENUE FROM OPERATIONS</b>		
Revenue from Sale of Products		
- Domestic	1,901,225,592	1,808,767,830
- Export	199,087,320	191,783,621
	<b>2,100,312,912</b>	<b>2,000,551,450</b>
Less : Excise Duty Recovered	204,982,597	199,582,241
Revenue from operations (net)	<b>1,895,330,315</b>	<b>1,800,969,209</b>
<b>Note 20 :</b> <b>OTHER INCOME</b>		
Operating Income		
- Export Benefit Duty Drawback	6,792,329	639,739
- Service Charges	172,530	237,629
- Commission	219,450	241,988
	<b>7,184,309</b>	<b>1,119,356</b>
Other non-operating Income		
- Insurance Claim	20,097	-
- Others	24,201	21,928
- Interest Received	6,540,880	5,421,796
- Profit on Sale of Investments	12,644,635	-
	<b>19,229,813</b>	<b>5,443,724</b>
	<b>26,414,122</b>	<b>6,563,080</b>

## Notes Annexed to and Forming part of the Financial Statement for the year ended 31<sup>st</sup> March 2016

Particulars	In Rupees Year Ended March 2016	In Rupees Year Ended March 2015
<b>Note 21 :</b>		
<b>COST OF MATERIALS CONSUMED</b>		
<b>Raw Material</b>		
Opening Stock	127,213,720	131,840,861
Add : Purchases	1,346,398,946	1,268,718,593
	1,473,612,665	1,400,559,454
Less : Closing Stock	213,037,924	127,213,720
	1,260,574,742	1,273,345,735
<b>Packing Material</b>		
Opening Stock	14,026,662	11,357,335
Add : Purchases	84,974,186	73,095,331
	99,000,848	84,452,666
Less : Closing Stock	16,505,840	14,026,662
Total Material Consumed	82,495,008	70,426,004
	1,343,069,749	1,343,771,739
<b>Note 22 :</b>		
<b>(INCREASE)/DECREASE IN INVENTORIES</b>		
Opening Stock		
- Finished Goods	137,521,556	105,820,693
- Work-in-Process	43,387,498	31,719,679
	180,909,054	137,540,372
Less : Closing Stock		
- Finished Goods	132,085,256	137,521,556
- Work-in-Process	30,989,669	43,387,498
	163,074,925	180,909,055
	17,834,130	(43,368,683)
<b>Note 23 :</b>		
<b>EMPLOYEE BENEFIT EXPENSE</b>		
Salaries, wages and bonus	108,554,923	82,960,471
Contribution to Provident and other Fund	5,892,674	5,331,292
Gratuity Expense	415,244	34,418
Staff Welfare Expenses	2,830,157	3,131,772
	117,692,998	91,457,953
<b>Note 24 :</b>		
<b>OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Approval and Testing Expenses	8,388,352	10,363,784
Power & Fuel	74,558,099	60,017,123
Factory Expenses	14,165,244	12,667,391
Stores Consumed	34,877,550	50,752,597
Excise Duty Paid	720,822	4,614,159
Repairs & Maintenance	6,981,892	5,727,986
Insurance	2,133,426	919,402
	141,825,385	145,062,441

Notes Annexed to and Forming part of the Financial Statement for the year ended 31<sup>st</sup> March 2016

Particulars	In Rupees Year Ended March 2016	In Rupees Year Ended March 2015
<b>Administrative &amp; Selling Expenses</b>		
Auditor's Remuneration	387,000	333,000
Carriage Outwards	39,091,986	33,661,238
Donations	62,000	171,851
Administrative Expenses	1,974,228	1,382,447
Bad Debts	4,474,997	257,409
Legal & Professional Charges	17,395,863	25,813,117
Commission	3,286,880	2,686,061
Advertisement & Publicity	801,750	951,081
Marketing Expenses	1,073,721	3,379,154
Rent	1,901,784	1,901,784
Vehicle Running & Maintenance Expenses	7,276,635	7,202,639
Printing & Stationery	2,542,861	2,005,182
Postage & Courier Expenses	1,131,066	930,608
Rates and Taxes	2,343,764	1,788,887
Sales Promotion Expenses	18,736,063	11,320,669
Telephone Expenses	2,952,688	2,542,238
Travelling and Conveyance	20,154,542	17,184,511
Profit / Loss on Sale of Assets	238,700	(20,178)
CSR Expenses	1,212,000	1,600,000
Exchange Different (Net)	462,236	828,762
Miscellaneous Expenses	3,976,883	2,490,943
	<b>131,477,648</b>	<b>118,411,402</b>
	<b>273,303,033</b>	<b>263,473,843</b>
<b>Note 25 :</b>		
<b>FINANCE COSTS</b>		
Interest	57,727,548	63,299,040
Bank Charges	7,506,070	8,573,450
	<b>65,233,618</b>	<b>71,872,490</b>

As Per our attached Report of even date  
**For FORD RHODES PARKS & Co. LLP**  
Chartered Accountants  
FRN. 102860W/W100089

**A. D. SHENOY**  
Partner  
Membership No. FCA 11549

**Place : Thane**  
**Date : May 28, 2016**

For and on behalf of the Board

**S. L. AGARWAL**  
Managing Director

**PAYAL AGARWAL**  
Director (Finance) & CFO

**OMKAR C. MHAMUNKAR**  
Company Secretary

## 26. Contingent liabilities and commitments

- Guarantees outstanding as at 31<sup>st</sup> March, 2016, (partly secured by lien on fixed deposits to the extent of 10% of the guarantee amount) : Rs.3,322,894/- (as at 31<sup>st</sup> March, 2015: Rs.1,683,106/-)
- Disputed Demands against the Company as at 31<sup>st</sup> March, 2015 (paid under protest and thereby reflecting under Loans and Advances) :  
 i) Custom Duty – Rs. 1.02 Cr. against which the Company has deposited Rs. 1,500,000/- under protest (as at 31<sup>st</sup> March 2015 : Rs. 1,500,000/-). The Company expects favourable outcome and hence no provision made in the books.  
 ii) Excise Duty – Rs 20,710,006 (as at 31<sup>st</sup> March 2015 : Rs 20,710,006/-)  
 The Company had received a show cause notice dated 12th May 2010 demanding Rs.4.02 Cr. of CENVAT credit on certain imported material, imported in the year 2008-09. Under the instructions from excise authorities the Company has already reversed under protest CENVAT credit of Rs. 3.09 Cr. in the earlier year. Pending disposal of the case a sum of Rs. 2.1 Cr. reversed under protest is shown under "Claims against the excise authorities" under the head loans and advances. After filing an early hearing application on 10<sup>th</sup> August, 2015, the matter came up several times during the financial year, but was adjourned. The next date of hearing is 7<sup>th</sup> September, 2016. Based on the legal opinion, the Company is hopeful of favourable order as the matter is one of interpretation of law.
- Assessment for Sales Tax/VAT for the following year has been completed. The Sales Tax/Vat demand has been raised for non submission of Central Sales Tax Declaration Forms. The Company has filed appeal for the following mentioned years seeking time for submission of Central Sales Tax Declaration Forms. The Management is of the opinion that there will be no liability as pending Central Sales Tax Declaration Forms will be submitted soon.

Particulars	Liability (In Rs.)	Pre-Deposit (In Rs.)
2005-06	2,241,572	11,00,000
2006-07	1,039,928	10,00,000
2007-08	1,642,701	8,50,000
2008-09	4,269,497	1255,120
2009-10	4,244,443	500,000

- Income Tax Liability as per TDS (Traces) for various years is Rs.9,96,040/-.  
 The Management has represented that necessary rectification applications are being made and there would not be any liability on this count.  
 Except as described above there is no pending litigation which the Company believes could reasonably expected to have material adverse effect on the results of operations, Cash flow or the financial position of the Company.

## 27. Borrowings

### Secured Loan

- Term Loans from Banks are secured by mortgage/hypothecation of related immovable/movable assets of the Company, both present and future. The term loans are repayable in instalments and carried interest @ 12.70% p.a. Final repayments are due on December, 2016. Amount of term loan repayable within a period of one year is Rs. 355.54 Lacs. During the year the Company has repaid its principle and interest on due dates.
- Working Capital Loans from Banks are secured by hypothecation of stocks and book debts ranking pari-passu between them as also mortgage/hypothecation of specified immovable and movable fixed assets of the Company ranking pari-passu by way of second charge. The facilities carried interest varying from @ 11.50% p.a. to @ 12.25% p.a.
- Vehicle Loans are Secured by hypothecation of related vehicle. The vehicle loans are repayable in installments spread over 3 to 5 years and carries interest ranging from 9.3% p.a. to 12.44% p.a. Amount of vehicle loan repayable within a period of one year is Rs. 20.66 Lacs (excluding interest). Amount of Vehicle loan repayable within a period of 1 year is Rs. 20.66 Lacs (excluding interest). The same is shown under Note No. 4 'Long Term Borrowing'.

### Unsecured Loan:

The company has repaid all Inter corporate deposit (ICDs) from various parties.

- Based on the information available with the Company, the amounts due to SSI units and suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 as at 31<sup>st</sup> March 2016 are not outstanding for more than 30 days. The SSI units have been identified by the Company and relied upon by the auditors.
- In the opinion of the management, the current assets, loans & advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities have been adequately made in the accounts.
- During the year the Company has sold an investment in flat for a consideration of Rs. 3.59 Cr. The resultant gain is shown as profit from sale of investment in other income.

## 31. Details of audit fees paid during the year:

(In Rs.)

Particulars	F.Y. 2015-16	F.Y. 2014-15
Audit Fees inclusive of Tax Audit	1,65,000	1,55,000
Vat Audit Fees (Rs. 40,000/- each for F.Y. 2013- 14 and F.Y. 2014-15)	80,000	-
Cost Audit Fees	75,000	1,50,000
Certification & other Fees	67,000	28,000
<b>Total</b>	<b>3,87,000</b>	<b>3,33,000</b>



**32. Unhedged Foreign Exchange Exposure :**

Details of Foreign Currency balance not hedged

Particulars	Foreign Currency Denomination on	2015-16		2014-15	
		Foreign Currency Amount	Indian Rupee (equivalent to lacs)	Foreign Currency Amount	Indian Rupee (equivalent to lacs)
Assets (Sundry Debtors)	USD	4,09,757.01	271.80	8,37,341.40	523.34
Assets (Advance to Sundry Creditors)	USD	-	-	705.72	0.44
Assets (Bank Balance)	USD	29.44	0.02	4.80	0.01
	AED	28,542.75	4.75	27,908.80	4.78
Assets (Cash Balance)	AED	13,871.65	2.31	-	-
Liabilities (Sundry Creditor)	USD	9,38,507.96	622.54	241,187.80	150.74
	EURO	39,945.10	30.00	198,243.22	133.20
Liabilities (Advance from Sundry Debtors)	USD	3,953.00	2.62	1,708.00	1.07

**33. The Company has followed the Accounting Standard on 'Employee Benefits' (AS 15) as amended and the details are as under :-**

The Company has funded the gratuity liability through LIC of India. The following actuarial assumptions are followed by LIC.

Actuarial Assumptions :

Mortality Rate	As per 1994-96 LIC mortality tables (Std.)
Withdrawal Rate	Actual during last three years
Salary Escalation Rate	4% for each year
Discounting Rate	Present discounting rate at LIC 8%
Gratuity Benefits	As per Company rules

**A) Gratuity Valuation as per AS - 15**

a) Change in Benefit Obligations		(₹.)
	Projected benefit obligations at beginning of the period	2,133,555
	Current Service Cost	153,437
	Contribution by Plan participants	-
	Interest Cost	170,684
	Benefits Paid	(442,617)
	Actuarial (Gain) / loss	1,165,836
	Projected benefits obligations at the end of the period	3,180,895
b) Change in Plan Assets		
	Plan assets at the beginning of the period at fair value	2,795,971
	Contributions	-
	Expected return of plan assets	210,559
	Actuarial Gain / (Loss)	-
	Benefits Paid	(442,617)
	Plan assets at end of the period at fair value	2,563,913

### 34. Earnings per Share

(In Rs. except no. of shares)

Basic & Diluted earnings per share	2015-16	2014-15
Profit after taxation as per statement of Profit and Loss	45,728,744	23,660,861
Weighted average number of equity shares outstanding	23,625,878	23,625,878
Basic earnings per share (Face Value of ₹. 2 each)	1.94	1.00

### 35. Compositions of net deferred tax liability

(In Rs.)

Deferred tax liabilities	AS at 1st April, 2015	For the year 2015-16	As at 31st March 2016
Difference between written down value of block of assets as per Income tax laws and written down value of the fixed assets as per books of accounts	51,788,429	1,813,645	53,602,074

### 36. Segment Information

The Company is engaged in the business of manufacturing Welding consumables, Copper coated wires, Flux Cored Wires and Welding fluxes and is organisationally managed in two units. Accordingly, the Company has only one business reporting segment. It has customers in India as well as outside India. Hence, the Company has more than one geographical reporting segment. i.e. Domestic and International. As per AS-17, segment reporting is applicable

Segment reporting for the Year ended 31<sup>st</sup> March, 2016  
(Geographical Segment- as Primary Segment)

(Rs. In Lacs)

Sr. No.	Deferred tax liabilities	Year Ended	
		31-Mar-2016	31-Mar-2015
1.	Segment Revenue		
a)	Overseas Operations	1,991	1,918
b)	Domestic Operations	19,012	18,088
Less :	Intersegment Elimination	-	-
Less :	Excise duty	2,050	1,996
	<b>Total Revenue</b>	<b>18,953</b>	<b>18,010</b>
2.	Segment Profits		
	Overseas Operations	235	233
	Domestic Operations	1,141	928
Less :	Intersegment Elimination	-	-
	<b>Total Profits</b>	<b>1,376</b>	<b>1,160</b>
Less :	Finance Cost	652	719
	<b>Profit Before Tax</b>	<b>723</b>	<b>442</b>
3.	Capital Employed		
	(Segment asset-Segment Liabilities)		
	Overseas Operations	304	-
	Domestic Operations	5,925	5,559
	<b>Total</b>	<b>6,229</b>	<b>5,857</b>

**37. Related Party Disclosures**

Related Party disclosures, as required by AS-18 "Related Party Disclosures" are given below:-

**Relationship****(i) Key Management Personnel**

Mr.S.L.Agarwal- Managing Director  
 Mr.S.M.Agarwal - Executive Director  
 Mr.G.K.Saraf-Executive Director  
 Mr.M.P.Dhanuka -Executive Director (Marketing)  
 Mrs.Payal Agarwal –Director Finance & CFO  
 Mr.O.P.Agarwal – Chief Marketing Officer  
 Mr.Umesh Agarwal – Chief Operating Officer  
 Mr.Nikhil Agarwal –General Manager- Systems  
 Ms.Puja Agarwal – Operational Manager

**(ii) Relatives of Key Management Personnel**

Mrs.Nirmala Agarwal - Public Relation Officer  
 Mrs.Sneha Agarwal - Administrative Manager  
 Mrs.Ranjana Saraf

**(iii) Entities over which KMP has Significant Influence (with whom transactions have taken place during the year)**

Anant Business Pvt.Ltd  
 R.Shankarlal Sales Pvt.Ltd  
 Vidya Finvest Ltd

The following transactions were carried out with related parties in the ordinary course of business

(In Rs.)

Particulars	2015-16	2014-15
Salaries & Allowances - KMP	17,965,341	11,989,313
Salaries & Allowances – Relative of KMP	373,000	360,000
Sitting fees to Non - Executive Director	370,000	41,000
Rent Paid	1,732,596	1,732,596
Purchase from entities over which KMP has Significant Influence	61,196	41,831
Sales to entities over which KMP has Significant Influence	39,752,960	22,040,003
Loan from Vidya Finvest Ltd	-	60,00,000
Repayment of Loan to Vidya Finvest Ltd	60,00,000	-

**Note:** Related party relationship is as identified by the Company and relied upon by the auditors.

**38. Information regarding managerial remuneration:**

Statement of Profit & Loss includes managerial remuneration as per the Companies Act, 2013 for the year 2015-16 is Rs. 12,765,431/-; (2014-15: Rs. 9,661,561/-). The said remuneration excludes perquisites which are not counted for the purpose of remuneration.

**39.(I) DETAILS OF GOODS MANUFACTURED/SALES/STOCK**

Category		Unit of Measure	Annual Installed Capacity	Annual Production Purchase	Opening Stock		Sales		Closing Stock	
			Qty	Qty	Qty	Value (₹.)	Qty	Value (₹.)	Qty	Value (₹.)
	Manufacturing Items									
1	Welding Electrodes /Flux	Tonnes	29,000	19,511	828	102,516,796	18,825	1,469,573,674	850	96,964,344
2	Continuous Consumable	Tonnes	12,000	7,916	164	25,907,367	7,897	603,424,756	268	31,447,802
3	Silicate	Tonnes	2,400	458	-	-	458	14,862,866	-	-
4	Welding Equipments	No	6,000	866	347	8,950,816	1,209	12,451,616	130	3,673,109
5	Spool (Packing Material)	No			2,659	146,577				

**Notes:**

1. The Company's products are exempt from licensing requirements under New Industrial Policy in terms of Notification No. 477(E) dated 25<sup>th</sup> July, 1991 & F.No. 10/43/91-LP dated 2<sup>nd</sup> August, 1991.
2. Opening Stock, Turnover, Closing Stock in respect of goods for resale are included in respective product categories.
3. Installed Capacity details is given for a single standard size production plan.

**SUPPLEMENTARY INFORMATION FORMING AN INTEGRAL PART OF THE STATEMENT OF PROFIT & LOSS (Contd.)**

		2015-16		2014-15	
		Quantity (kg.)	Value (₹.)	Quantity (kg.)	Value (₹.)
II)	<b>Raw Materials Consumed</b>				
	Wire	22,737,719	884,914,098	19,016,611	964,402,206
	Chemicals	7,488,596	368,884,633	6,604,609	302,960,690
	Others		6,776,009		5,982,838
			<b>1,260,574,740</b>		<b>1,273,345,735</b>
III)	<b>Consumption of Imported &amp; Indigenous Raw Material, Stores &amp; Spares</b>				
	Imported		318,774,350		108,842,579
	Indigenous		941,800,390		1,164,503,156
			<b>1,260,574,740</b>		<b>1,273,345,735</b>
IV)	<b>Percentage of Consumption of Raw Materials &amp; Stores</b>				
	a) Imported		25.29		8.55
	b) Indigenous		74.71		91.45
			<b>100.00</b>		<b>100.00</b>
V)	<b>Value of Imports on CIF Bases</b>				
	Raw Material		318,774,350		108,842,579
			<b>318,774,350</b>		<b>108,842,579</b>
VI)	<b>Expenditure in Foreign Currency</b>				
	a) Travelling & Sales Promotion		2,066,050		1,019,126
	b) Branch Expenses		9,114,182		6,422,433
			<b>11,180,232</b>		<b>7,441,559</b>
VII)	<b>Earnings in Foreign Currency</b>				
	FOB value of exports		193,425,260		190,691,860
			<b>193,425,260</b>		<b>190,691,860</b>

**40. Long term contracts and derivatives contract in the financial years:**

The Company does not have any long term contract including long term derivative contract.

**41. Investor Education and Protection Fund:**

The amount of Rs.31,243.20 for F.Y.2007-08 is required to be transferred to the Investor Education and Protection Fund. The Company has initiated the process of transferring the same to the IEPF.

**42. Corporate Social Responsibility (CSR):**

During the year the Company was required to spend 2% of average profits for last three years towards CSR expenditure as per Section 135 of the Act which works out to Rs.12,11,401.32 for the year. The Company has spent Rs.12,12,000/- amount on CSR expenditure.

**43. Public deposit:**

The Company has not accepted any deposit from the public, within the meaning of Sections 73 to 76 of companies Act 2013 and the rules framed there under.

**44. Previous year's figures have been regrouped / rearranged wherever considered necessary, to conform to the current period's presentation.**

As Per our attached Report of even date  
**For FORD RHODES PARKS & Co. LLP**  
 Chartered Accountants  
 FRN. 102860W/W100089

**A. D. SHENOY**  
 Partner  
 Membership No. FCA 11549

**Place : Thane**  
**Date : May 28, 2016**

For and on behalf of the Board

**S. L. AGARWAL**  
 Managing Director

**PAYAL AGARWAL**  
 Director (Finance) & CFO

**OMKAR C. MHAMUNKAR**  
 Company Secretary

## NOTICE

### **GEE LIMITED**

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

**Website : [www.geelimited.com](http://www.geelimited.com) , Email: [geeho@geelimited.com](mailto:geeho@geelimited.com),**

**CIN No.L99999MH1960PLC011879**

NOTICE is hereby given that the 55<sup>th</sup> Annual General Meeting of GEE LIMITED will be held at Hotel Fortune Park LakeCity, Jupiter Hospital Campus, Eastern Express Highway, Thane (W) - 400601, on Saturday, September 03, 2016 at 11:30 AM to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Dividend on equity shares for the financial year ended March 31, 2016.
3. Re-appoint Mr. Utsav R. Kapadia (DIN 00034154) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

**"RESOLVED THAT,** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 2nd August 2014, the appointment of M/s. Ford, Rhodes Parks & Co, LLP, Chartered Accountants (Firm Registration no. 102860W/W100089) as the auditors of the Company to hold office till the conclusion of the Fifty Sixth AGM of the Company to be held in the year 2017 be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration payable to them for the financial year ended 31st March 2017 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors."

#### **SPECIAL BUSINESS:**

5. To consider, and if thought fit, to pass, with or without modification(s), 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 re-enactment(s) thereof, for the time being in force), M/s Shivranya Kini the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration to the tune of Rs.75,000/- p.a."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient and any Director of the Company 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.

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be necessary, approval of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Govind Kumar Saraf (DIN : 00718228) as Whole Time Director designated as Executive Director of the Company for a period of three (3) years w.e.f. 31 st March, 2016 to 30 th March, 2019 upon the terms and conditions as detailed in the explanatory statement attached hereto with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or the Agreement so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient and any Director of the Company 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."

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED THAT** In accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the shareholders of the company be and is hereby accorded to the appointment of Mr. Madhusudan P. Dhanuka (DIN: 00746295) as the Executive Director of the Company, for a period of 3 (Three) years with effect from 1 st December, 2015 and ending on 30<sup>th</sup> November, 2018 upon the terms and conditions as detailed in the explanatory statement attached hereto with liberty to the Board of Directors (hereinafter referred to as "the Board" & which term shall be deemed to include the Nomination and Remuneration Committee of the Board to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Madhusudan P. Dhanuka, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient and any Director of the Company 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."

**For and on behalf of the  
Board of Directors**

**Place: Kalyan  
Date: July 29, 2016**

**Ashok Kumar  
Chairman  
DIN: 01369217**

# NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
3. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations, 2015.
4. 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 Monday, August 29, 2016 to Saturday, September 03, 2016 (Date of AGM), both days inclusive.
5. Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared at the annual general meeting, will be paid to the shareholders by way of National Electronic Clearing Service (NECS) and through Demand Draft (DD) to those who have not availed NECS facility as under:
  - a) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Saturday, August 27, 2016 and
  - b) to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/share transfer agent (i.e., Link Intime India Private Limited) on or before the closing hours on Saturday, August 27, 2016.
6. For the purpose of meeting requirement of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the record date for the determining The records date for the purpose of payment of dividend shall be Saturday, August 27, 2016. The cut off date determining shareholders to send physical copies of Annual Report is Friday, July 29, 2016 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](http://www.geelimited.com) and may request physical copy or email copy to the Company by sending email to [shares@geelimited.com](mailto:shares@geelimited.com). Members are requested to quote their Name, Folio no. for all communication including email communication.
7. Dividend will be preferably paid through NECS, wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the members. In cases, where the dividend cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
8. To ensure timely credit of dividend through National Electronic Clearing Service (NECS) or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/NECS details, to the respective depository participant in case of shares held in demat mode/to the share transfer agent of the Company, in case of shares held in physical mode, on or before August 23, 2016.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Link Intime India Private Limited (RTA).
10. With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
11. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
12. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
13. Members are requested to promptly notify any changes in their addresses to the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078, Maharashtra, India.
14. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.
15. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
16. Copies of Annual Report 2015-16 are being sent by electronic mode only to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode.
17. Members/Proxies are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members.

19. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
20. Route map for the directions to venue of the meeting is provided in the Notice.
21. 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.
22. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for items of Special Businesses is annexed herewith.
23. Members are requested to bring their copies of the reports to Annual General Meeting.
24. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
25. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

UNIT: GEE LIMITED  
 C/o. Link Intime India Private Limited  
 Registrar & Share Transfer Agent  
 C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078  
 Tel : 022 2594 6970

**Instructions for Voting through electronics means:**

In compliance with the provisions of section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL):

**The instructions for e-voting are as under:**

1. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
2. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
3. The remote e-voting period will commence on Wednesday, August 31, 2016 at 9.00 a.m. and will end on Friday, September 02, 2016 at 5.00 p.m. During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, August 27, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
5. Click on "Shareholders" tab.
6. Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
7. Next enter the Image Verification as displayed and Click on Login.
8. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
9. 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)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB/ Date of Incorporation	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. 6



10. After entering these details appropriately, click on "SUBMIT" tab.
11. 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 also to be 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.
12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
13. Click on the EVSN of GEE LIMITED.
14. 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.
15. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
16. 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.
17. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
18. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
19. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
20. Note for Institutional Shareholders & Custodians:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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.
  - 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.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. The voting rights of the members shall be in proportion to their of paid-up equity share capital of the Company as on relevant date of Saturday, August 27, 2016.
23. Mr. Deep Shukla, Proprietor of M/s. Deep Shukla & Associates, Practising Company Secretaries (FCS No. 5652 and CP No. 5364) has been appointed as the scrutinizer to scrutinize the e-voting process in fair and transparent manner.
24. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.geellimited.com](http://www.geellimited.com) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).
25. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
26. 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).
27. Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, then he should not cast his vote at the Meeting also and vice-versa. However, in case, a Member has cast his vote at the Meeting and also by e-voting, then voting done through e-voting shall prevail and voting done at the Meeting shall be treated as invalid.
28. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 27, 2016 may obtain the login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in)

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. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com) or contact CDSL at the following toll free no.: 1800-200-5533

29. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
30. The Chairman shall, at the AGM, allow voting with the assistance of the Scrutinizer, by the use of "Ballot Paper" or e-voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
31. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and 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 three days 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 a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
32. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz: [www.geelimited.com](http://www.geelimited.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited. (BSE)

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No.5:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Shivranya Kini as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 at the remuneration of Rs. 75,000/- p.a.

In accordance with the provisions of Section 148 of the Act 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, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice. The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members.

##### **Item No.6:**

Mr. Govind Kumar Saraf, son of Late Basdeo Saraf, aged about 66 years is a commerce graduate from Calcutta University. He is in Welding Electrode manufacturing business for more than 35 years. He has rich experience of international trading, manufacturing and marketing of welding consumables. He has participated in various National and International Trade fairs. He is associated with various companies as Director. Mr. Saraf is on the Board of Directors of Sagar Consolidated Holdings Pvt. Ltd., Sagar Multipurpose Storage Pvt. Ltd., Vitro Commodities Pvt. Ltd., Park Towers Services Pvt. Ltd., Rajat Holdings Pvt. Ltd., and Ferro Rods Pvt. Ltd. He is responsible for guiding the Company's management and global operation to its next phase of growth.

In view of the above and taking into consideration the leadership qualities, your Board proposes to re-appoint Mr. Govind Kumar Saraf for a period of three years w.e.f. 31<sup>st</sup> March, 2016 on the terms and conditions as detailed below and as recommended and approved by the Nomination and Remuneration Committee.

The Board of Directors at their meeting held on 10<sup>th</sup> February, 2016 reappointed Mr. Govind Kumar Saraf as the Whole Time Director, to be designated as Executive Director of the Company, subject to approval of members of the Company in ensuing Annual General meeting, for the period of three (3) years with effect from 31<sup>st</sup> March, 2016 to 30<sup>th</sup> March, 2019 on such terms and conditions as are mentioned hereunder:

#### **I. Period of Appointment and Remuneration**

The re-appointment of Mr. Govind Kumar Saraf as Executive Director shall be for the period of three years w.e.f. 31<sup>st</sup> March, 2016 to 30<sup>th</sup> March, 2019.

Mr. Govind Kumar Saraf shall receive remuneration and on the terms as mentioned below effective from 31<sup>st</sup> March, 2016 and the Board of Directors has powers to increase the remuneration in consultation with the Nomination and Remuneration Committee from time to time:

- Salary per annum not exceeding Rs. 32,00,000/- with such annual increments as may be decided by the Board of Directors up to maximum limit of Rs. 45,00,000/-.

- Performance bonus of Rs. 3,00,000/- in the event that the net profit of the Company (PAT) exceeds Rs. 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 up to one month's basic salary.
- (iv) Medical expenses incurred for himself and family subject to ceiling of one month's basic 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) means spouse, dependent children and dependent parents.
- (vii) The expenditure incurred by the Company on gas, electricity, water and furnishing, 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 Whole-time Director.

**Perquisites not to be included in the 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.

**INFORMATION AS PER SCHEDULE "V" OF THE COMPANIES ACT, 2013****II. General Information****1. Nature of Industry**

The Company is in the business of manufacturing and dealing in all kinds of welding electrodes and allied equipment and appliances.

**2. Date of Commencement of commercial production**

The Company commenced commercial production from 24<sup>th</sup> November, 1960.

**3. Financial performance****(Rs. in Millions)**

Particulars	2015-2016	2014-2015
Gross Income	1921.74	1807.53
Profit Before Interest and Depreciation & Tax	169.84	152.20
Net Profit Before Tax	72.33	44.16
Net Profit After Tax	45.73	23.66

**Foreign collaborations or investments, if any: NA****III. Information about Mr. Govind Kumar Saraf****1. Background details:**

Please refer brief profile of Mr. Govind Kumar Saraf provided above.

**2. Past Remuneration**

Mr. Saraf is appointed on the same terms of remuneration as approved by the shareholders of the Company at their annual general meeting held on 26<sup>th</sup> September, 2015 and details of remuneration is provided above.

**3. Recognition and awards: NA****4. Job Profile & his suitability:**

Mr. Saraf has more than three decades of experience in the business of the welding consumables and the most suitable person for the position of the Executive Director.

**5. Proposed Remuneration**

There is no change in the remuneration terms of Mr. Saraf and the details of remuneration are provided above.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person.**

Considering the experience and knowledge of Mr. Govind Kumar Saraf, he is entitled to a higher remuneration in the similar nature of industry than recommended by the Board at present.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.**

Mr. Govind Kumar Saraf is a promoter of the Company and directly holds approximately 9.69% shares of the Company as on 31<sup>st</sup> March, 2016 including himself, his relatives and the Companies in which he holds directorships. Mr. Saraf and his wife Mrs. Ranjana Saraf also receives rent from the Company as per the agreement entered by them between the Company and the details of the same are provided in AOC-2 form as an annexure to the Board of Directors Report. Apart from the same Mr. Govind Kumar Saraf does not have any other pecuniary relationship with the Company.

**IV. Other information:****1. Reasons of loss or inadequate profits**

The industry in which the Company operates is mainly dependent on the core sectors like power, infrastructure, automobiles and refineries etc., and growth of the Company has a direct relationship with the growth of the concerned sectors. Again due to expansion of business, the Company has aggressively invested in a quality work-force, advanced technology which will bring a positive trend over the coming years. The slower growth of Indian as well as the global economy, increase in raw material costs are other factors impacting profits.

## 2. Steps taken or proposed to be taken for improvement

The Company has strengthened its sales & marketing departments and more focus is given on refining the existing operations, production process, MIS & database management. The Company is also keen on making all its plants ISO Compliant. Despite the stiff competition, price increases are also being negotiated in a sustainable manner.

## 3. Expected increase in productivity and profits in measurable terms:

At this stage it is difficult to quantify the effect of the measures being taken by the Company to improve its financial performance, but as mentioned above, the Company's margins are impacted by the increase in commodity prices and overall inflationary trends in the market and the Company will put continuous efforts to recover from such adversities.

## V. DISCLOSURES

The Corporate Governance Report forms a part of the Annual Report for the year and remuneration package and other details of all the Directors have been disclosed therein.

Except Mr. Govind Kumar Saraf no other Director, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

This may be treated as an abstract of the terms of appointment of Mr. Govind Kumar Saraf in terms of Section 190 of the Companies Act, 2013.

Your Directors recommend the resolution set out in the Item No. 6 of the Notice convening the meeting.

### Item No. 7:

Mr. Madhusudan Prahlad Dhauka, son of Prahlad Dhanuka, aged about 76, is M.Sc. in Chemistry from Mumbai University and a Metallurgist having experience of more than 45 years in reputed MNC of welding industries. He has trained at Oerlikon Welding Ltd in Switzerland. He heads the technical department of the Company. He was recipient of the I.T. Mirchandani award for best Technical Research paper presented during 1993, IIW seminar at Chennai.

He was invited for delivering prestigious Keith Heartley memorial lecture at National Welding seminar held at Jamshedpur in the year 1994. Mr. Dhanuka was awarded with K.C.P award for the best Technical Paper presented at International Welding conference, held at Delhi in 1999. He was also the Chairman of Mumbai Branch of IIW for 6 years & Vice President of Central Council of IIW for 4 years. Having 45 years of rich experience, Mr. Dhanuka joined GEE Limited, Thane, in the year 2002, as an Executive Director (Marketing). He is looking after the entire operation of Manufacturing & Marketing of GEE Limited. Mr. Dhanuka is the welding wizard of the Country, conducting technical seminars throughout the Country. He has helped several customers by giving them valuable advice and suggestions.

The resolution seeks approval of the members in terms of Section 196 and 197 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and the rules made thereunder for appointment of Mr. Madhusudan P. Dhanuka as the Executive Director for a period of three (3) years w.e.f. 1<sup>st</sup> December, 2015.

The Board of Directors at their meeting held on 11<sup>th</sup> December, 2015 reappointed Mr. Madhusudan P. Dhanuka as the Whole Time Director, to be designated as Executive Director of the Company, subject to approval of members of the Company in ensuing Annual General meeting, for the period of three (3) years with effect from 1<sup>st</sup> December, 2015 to 30<sup>th</sup> November, 2018 on such terms and conditions as are mentioned hereunder:

### I. Period of Appointment and Remuneration

The re-appointment of Mr. Madhusudan P. Dhanuka as Executive Director shall be for the period of three years w.e.f. 1<sup>st</sup> December, 2015 to 30<sup>th</sup> November, 2018.

Mr. Madhusudan P. Dhanuka shall receive remuneration and on the terms as mentioned below effective from 1<sup>st</sup> December, 2015 and the Board of Directors has powers to increase the remuneration in consultation with the Nomination and Remuneration Committee from time to time:

Salary	:	Rs. 1,12,500/- per month
House Rent Allowance	:	Rs. 50,000/- per month
Special Allowance	:	Rs. 60,000/- per month
Leave Travel Allowance	:	One month basic salary
Medical Allowance	:	One month basic salary

### Perquisites-

- (i) Reimbursement of Driver's salary;
- (ii) 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;
- (iii) Car, telephone etc. as per the Company's rules.

**Perquisites not to be included in ceiling limits:**

- (iv) 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;
  - (v) Gratuity: As per the rules of the Company;
  - (vi) Encashment of leave at the end of the tenure.
- The appointment may be terminated by either party by giving advance notice in writing of such termination or as may be mutually agreed between the parties;
  - The said Executive Director shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors

**INFORMATION AS PER SCHEDULE "V" OF THE COMPANIES ACT, 2013****II. General Information****1. Nature of Industry**

The Company is in the business of manufacturing and dealing in all kinds of welding electrodes and allied equipment and appliances.

**2. Date of Commencement of commercial production**

The Company commenced commercial production from 24<sup>th</sup> November, 1960.

**3. Financial performance**

(Rs. In Millions)

Particulars	2015-2016	2014-2015
Gross Income	1921.74	1807.53
Profit Before Interest and Depreciation & Tax	169.84	152.20
Net Profit Before Tax	72.33	44.16
Net Profit After Tax	45.73	23.66

**4. Foreign collaborations or investments, if any: NA****III. Information about Mr. Madhusudan P. Dhanuka****1. Background details:**

Please refer brief profile of Mr. Dhanuka provided above.

**2. Past Remuneration**

Mr. Dhanuka is appointed on the same terms of remuneration in the past and there has been no upward revision in the remuneration drawn by him.

**3. Recognition and awards:**

I.T. Mirchandani award for best Technical Research paper presented during 1993, IIW seminar at Chennai. K.C.P award for the best Technical Paper presented at International Welding conference, held at Delhi in 1999.

**4. Job Profile & his suitability:**

Considering the profile of Mr. Dhanuka and with his rich experience more than 45 years he is most suitable person for the position of the Executive Director.

**5. Proposed Remuneration**

There is no change in the remuneration terms of Mr. Dhanuka and the details of remuneration are provided above.

**6. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and the person.**

Considering the experience and knowledge of Mr. Madhusudan P. Dhanuka, he is entitled to a higher remuneration in the similar nature of Industry than recommended by the Board at present.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.**

Mr. Dhanuka does not hold any shares in the Company and except the remuneration drawn Mr. Dhanuka does not have any pecuniary relationship with the Company.

#### IV. Other information:

##### 1. Reasons of loss or inadequate profits

The industry in which the Company operates is mainly dependent on the core sectors like power, infrastructure, automobiles and refineries etc., and growth of the Company has a direct relationship with the growth the concerned sectors . Again due to expansion of business, the Company has aggressively invested in a quality work-force, advanced technology which will bring a positive trend over the coming years. The slower growth of Indian as well as the global economy, increase in raw material costs are other factors impacting profits.

##### 2. Steps taken or proposed to be taken for improvement

The Company has strengthened its sales & marketing departments and more focus is given on refining the existing operations, production process, MIS & database management. The Company is also keen on making all its plants ISO Compliant. Despite the stiff competition, price increases are also being negotiated in a sustainable manner.

##### 3. Expected Increase in productivity and profits in measurable terms:

At this stage it is difficult to quantify the effect of the measures being taken by the Company to improve its financial performance, but as mentioned above, the Company's margins are impacted by the increase in commodity prices and overall inflationary trends in the market and the Company will put continuous efforts to recover from such adversities.

#### V. DISCLOSURES

The Corporate Governance Report forms a part of the Annual Report for the year and remuneration package and other details of all the Directors have been disclosed therein. Except Mr. Dhanuka no other Director, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

This may be treated as an abstract of the terms of appointment of Mr. Madhusudan P. Dhanuka in terms of Section 190 of the Companies Act, 2013.

Your Directors recommend the resolution set out in the Item No. 7 of the Notice convening the meeting.

Place: Kalyan  
Date: July 29, 2016

For and on behalf of the  
Board of Directors

Ashok Kumar  
Chairman  
DIN: 01369217

**Details of Directors appointment/ seeking re-appointment at the Annual General Meeting (In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of the Director</b>	<b>Mr. Govind Kumar Saraf</b>	<b>Mr. Madhusudan Prahlad Dhanuka</b>	<b>Mr. Utsav Rasiklal Kapadia</b>
DIN	00718228	00746295	00034154
Category	Executive	Executive	Non-Executive & Non Independent
Date of Birth	21-Jan-1950	01-01-1940	06-03-1952
Relationships between director's inter-se	None	None	None
Nature of expertise in specific functional areas	Business of Welding Electrodes and consumables	Metallurgist	Metallurgist
Names of listed entities in which the person also holds the directorship	Nil	Nil	Kaira Can Company Limited
Names of listed entities in which the person holds membership of committees of the board	Nil	Nil	Member of Audit Committee
Shareholding of non-executive directors	Nil	Nil	93122

For and on behalf of the Board

Place : Kalyan  
Date : July 29, 2016

**ASHOK KUMAR**  
Chairman

**55<sup>th</sup> Annual General Meeting  
GEE LIMITED**

CIN: L99999MH1960PLC011879  
 Regd. Office : Plot No. E-1, Road No. 7, Wagle Industrial Estate, Thane - 400 604  
 Tel.: +91 (02522) 280358 Fax: +91 (22) 281199 Website: www.geelimited.com  
 Email: shares@geelimited.com

**ATTENDANCE SLIP**

I hereby record my presence at the 55<sup>TH</sup> ANNUAL GENERAL MEETING of the GEE LIMITED held on Saturday, September 03, 2016 at 11.30 A.M. at Hotel Fortune Park LakeCity, Jupiter Hospital Campus, Eastern Express Highway, Thane (W) - 400601

Regd. Folio/DPID & Client ID	
Name and address of the shareholder	
Joint Holders	

\_\_\_\_\_  
**SIGNATURE OF THE MEMBER/  
 JOINT MEMBER(S) / PROXY**

**Note:**

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.
2. Electronic copy of the Annual Report for the year ended 31<sup>st</sup> March, 2016 and Notice of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/ Depository Participant.
3. Physical copy of the Annual Report for the year ended 31<sup>st</sup> March, 2016 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all the members.

**E-Voting Information**

EVEN (Electronic Voting Event Number)	User ID	Password



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# 55<sup>th</sup> Annual General Meeting

## GEE LIMITED

[CIN: L99999MH1960PLC011879]

Registered office: Plot No E-1 Road No 7, Wagle Industrial Estate, Thane: 400604

Tel.: +91 (02522) 280358 Fax: +91(22) 281199 Website: www.geelimited.com

Email : shares@geelimited.com

## 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. :
No. of Shares held :	*DP Id.:
	*Client Id.:

*\* Applicable for investors holding shares in electronic form.*

I/We, being a member(s) of \_\_\_\_\_ shares 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 55<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 3<sup>rd</sup> September, 2016 at 11.30 A.M. at Hotel Fortune Park LakeCity, Jupiter Hospital Campus, Eastern Express Highway, Thane (W) - 400601 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	Number of Shares held	For	Against
<b>Ordinary Business</b>				
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.			
2.	Declaration of dividend for the financial year ended March 31, 2016.			
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.			
4.	Ratification of appointment of M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants, Mumbai as Auditors			

Sr. No.	Resolutions	Number of Shares held	For	Against
<b>Special Business</b>				
5	Approve remuneration to be paid to Mr. Shivranya Kini as Cost Auditors of the Company.			
6	Re-appointment of Mr. Govind Kumar Saraf as an Executive Director.			
7	Re-appointment of Mr. Madhusudan P. Dhanuka as an Executive Director.			

**\*\*This is optional.** Please put a tick mark (x) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature(s) of the Member(s)

1. \_\_\_\_\_  
 2. \_\_\_\_\_  
 3. \_\_\_\_\_

Affix Re.1/-  
Revenue Stamp

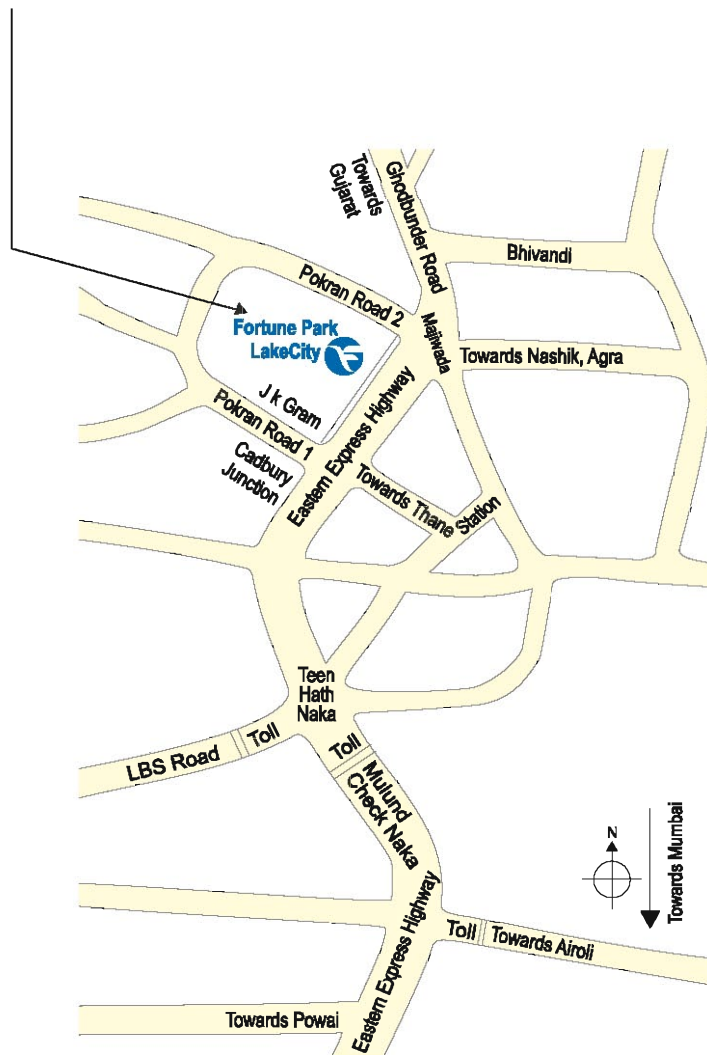
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

**Notes:**

1. The Proxy to be effective should be deposited at the registered office of the company not less than Forty Eight (48) Hours before commencement of the meeting.
2. A proxy need not be a member of the company.
3. In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

**Route map for the venue of AGM of GEE Limited  
to be held on **Saturday, September 03, 2016 at 11:30 A.M.****

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



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### Notes :

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

[illegible]

### Notes :





#### **GEE LIMITED**

Regd. Head Office:

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

Tel: (022) 2582 2620 / 1277 / 8023 / 0679 | Fax: (0091-22) 2582 8938

Email: [geeho@geelimited.com](mailto:geeho@geelimited.com)

**Ref:** GEE/SMA/KOL/2016-17

**Date:** 28-May-2016

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

**Scrip code:** 504028

**Sub:** Declaration of Audit Report with Unmodified opinion for the Annual Audited Financials Results for the quarter and year ended 31-Mar-2016.

Respected Sir,

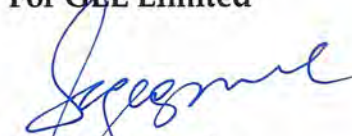
We hereby declare that the Audit Report on the Annual Audited Financials Results for the quarter and year ended 31-Mar-2016 audited by M./s. For Ford Rhodes Parks & Co. LLP, Chartered Accountants, ICAI Firm Registration No. 102860W/W100089 is given with Unmodified Opinion.

The abovementioned declaration is provided as per the SEBI Circular dated 27<sup>th</sup> May, 2016 vide reference no. CIR/CFD/CMD/56/2016, para 4.1.

You are requested to kindly take note of the same and arrange to upload the same on [www.bseindia.com](http://www.bseindia.com)

Thanking You,  
Yours faithfully,

For GEE Limited

  
**S. M. Agarwal**  
Executive Director  
DIN : 01007594



**GEE LIMITED**

[www.geelimited.com](http://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](mailto: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](mailto: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](mailto:kolkata@geelimited.com)