

Date: 29.08.2025

To,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai - 400 001
Scrip Code: 504028

Sub: Outcome of board meeting held today on Friday, August 29, 2025 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations").

Dear Sir / Madam,

In furtherance to the prior intimation made by Gee Limited (the "**Company**") under Regulation 29 of the SEBI Listing Regulations, dated August 25, 2025 and pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of Company, at its meeting held today i.e., **Friday, August 29, 2025**, at the Company's registered office situated at Plot no. E-1, Road No. 7, Wagle Industrial Estate, Thane- 400604 , inter- alia, has considered the following proposals for:

1. Adoption of new set of Memorandum of Association and Articles of Association of the Company as per the Companies Act, 2013:

Adoption of new set of Memorandum of Association and Articles of Association of the Company to aligned with the provisions of the Companies Act, 2013 and rules made thereunder, in substitution of the existing Memorandum of Association and Articles of Association, subject to the approval of the members of the Company.

2. Increase in Authorised Share Capital of the Company and Consequent Alteration of Capital Clause of Memorandum of Association of the Company:

Considered and approved the increase in the Authorized Share Capital of the Company from the present INR 10,00,00,000/- (Indian Rupees Ten Crores Only) consisting of 5,00,00,000 (Five Crores) Equity Shares of INR 2/- (Indian Rupee Two Only) each to INR 15,00,00,000/- (Indian Rupees Fifteen Crores Only) consisting of 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of INR 2/- (Indian Rupee Two Only) each and thereby consequent alteration in Capital Clause (Clause V) of the Memorandum of Association relating to share capital of the Company, subject to obtaining the approval of shareholders of the Company.



3. **Approved the issuance of Bonus Shares to the existing equity shareholders of the Company:**
Recommended and approved the Issue of Bonus Shares in the ratio of 1:1 i.e., 1 (One) new fully paid-up Equity Shares of face value of INR 2/- (Indian Rupee Two Only) each for every 1 (One) existing fully paid-up Equity Share of face value of INR 2/- (Indian Rupee Two Only) each held by the eligible shareholders as on the Record Date, subject to approval by shareholders and any other applicable statutory and regulatory approvals.

Record date to determine the eligible shareholders shall be decided and will be intimated to exchange separately;

The detailed disclosure as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed herewith marked as **Annexure I**.

4. **Approved the issuance of Equity Convertible Warrants to persons belonging to “Promoter” and “Non-Promoter” Category:**

Based on the Intention letters received from the proposed allottees for subscribing up to 25,50,000 (Twenty-Five Lakhs and Fifty Thousand) equity convertible warrants, the Board in its Board Meeting held today, i.e., August 29, 2025, has recommended and approved fund raising by issuing and allotting up to 25,50,000 (Twenty-Five Lakhs and Fifty Thousand) equity convertible warrants, convertible into equivalent number of fully paid-up equity shares of the Company of face value of INR 2/- each, on a preferential basis to 2 (Two) persons belonging to Promoters/ Promoter Group Category and 12 (Twelve) Strategic Investors under “Non-Promoter” category, as detailed in **Annexure III**, on preferential basis, at an issue price of INR 160/- (Indian Rupees One Hundred Sixty Only) per equity convertible warrant [including a premium of INR 158/- (Indian Rupees One Hundred and Fifty Only) per equity convertible warrant], higher than the floor price determined in accordance with the provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 [“**SEBI (ICDR) Regulations**”] payable in cash, aggregating for an amount not exceeding INR 40,80,00,000/- (Indian Rupees Forty Crores Eighty Lakhs Only), subject to the approval of the shareholders of the Company and such other regulatory and/or statutory approvals, as applicable.

The issue price of INR 160/- (Indian Rupees One Hundred Sixty Only) per equity convertible warrant [including a premium of INR 158/- (Indian Rupees One Hundred and Fifty Only) per equity convertible warrant] has been determined for the preferential issue in accordance with

GEE Limited**REGISTERED OFFICE**

Plot No. E-1, Road No.7,
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Thane 400 604, Maharashtra, India
P: +91-02225820619 | F: +91 22 2582 8938
W: www.geelimited.com
CIN: L99999MH1960PLC011879

KALYAN PLANT

Plot No. B-12 MIDC,
Kalyan Bhiwandi Road,
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regulation 164 of the SEBI (ICDR) Regulations, 2018 which is prior to the relevant date i.e., Tuesday, August 26, 2025, being the trading day immediately preceding the holiday i.e., Wednesday, August 27, 2025, being the 30th day prior to the date of AGM i.e., Friday, September 26, 2025. Further, the issue price being cum-bonus price, will be adjusted in terms of Regulation 166 of the SEBI (ICDR) Regulations.

Accordingly, the quantity of the maximum number of Warrants to be issued in the preferential issue to the proposed allottees will also be adjusted/aligned in terms of Regulation 166 SEBI (ICDR) Regulations, as per the bonus entitlement, which is subject to the approval of the members in the AGM. Thus, the list of the proposed allottees along with the adjusted quantity of securities proposed to be issued to each of them, against the payment of subscription money, as per the adjusted Issue Price of Rs. 80/- per Equity Share/Warrant, will be disclosed in the AGM Notice for the sake of utmost clarity and to avoid any ambiguity.

The detailed disclosure as required under Regulation 30 with respect to the Preferential Issue of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed herewith marked as **Annexure II**.

5. **Appointment of M/s. SAPD & Associates as the Statutory Auditors of the Company for a period of 5 years:**

Considered and approved the appointment of M/s. SAPD & Associates as the Statutory Auditors of the Company for a period of 5 years i.e from the conclusion of the ensuing 64th Annual General Meeting till the conclusion of the 69th Annual General Meeting of the Company at a remuneration of Rs.7,00,000/- subject to the members approval.

6. **Appointment of Mr. Om Prakash Agarwal (DIN:01261429), who retires by rotation and being eligible, offers himself for re-appointment as a Director:**

Approved the appointment of Mr. Om Prakash Agarwal (DIN:01261429), who retires by rotation and being eligible offers himself for re-appointment as Director, subject to the members approval at the ensuing Annual General Meeting of the Company.

7. **Approval for ratification of remuneration of Cost Auditor:**

Considered and approved a remuneration of Rs.60,000/- plus taxes and out of pocket expenses payable to M/s. S. Chhaparia & Associates, Cost Auditors of the Company, subject to the ratification by the shareholders at the ensuing general meeting.

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8. **Re-appointment of Mr. Milind Bharat Parekh (DIN:00001513) as Non-Executive Independent Director for Second Term:**
Subject to the members' approval at the ensuing Annual General Meeting of the Company, the board approved the re-appointment of Mr. Milind Parekh (DIN:00001513) as the Non-Executive Independent Director of the Company for a Second Term with effect from February 12, 2026 to February 11, 2031.
9. **Approval of Annual General Meeting Notice:**
Approved the Annual General Meeting ("AGM") notice supposed to be held on September 26, 2025 to seek the approval of shareholders of the Company for the abovementioned agenda items. The notice of the said AGM shall be submitted to the Stock Exchanges in due course in compliance with provisions of SEBI LODR Regulations.
10. Approved the Annual Report including Director's Report with annexures for the year ended on March 31, 2025.
11. Approved the Book Closure for the purpose of AGM Pursuant to section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share transfer books of the Company will remain closed from September 15, 2025 to September 19, 2025 (both days inclusive).
12. Appointment of Mr. Deep Shukla, Proprietor of M/s. Deep Shukla & Associates, Practicing Company Secretary, to act as the Scrutinizer for conducting the e-voting process and scrutinizing the votes cast at the ensuing AGM pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 in a fair and transparent manner.
13. Fixed cut-off date as Friday, September 19, 2025 to determine the eligibility of members entitled to vote through remote e-voting and at the AGM in respect of the resolutions to be passed.
14. Ms. Seema Vyas, Company Secretary and Compliance Officer of the Company, be and is hereby authorized to take all necessary steps in connection with the convening and conduct of the AGM, including finalizing and dispatch of the Notice of AGM, arrangement for e-voting facility, filling of necessary documents, and to do all such acts as may be necessary for smooth conduct of the AGM process.

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15. Approval for designating a person in respect of beneficial interest in the shares of the Company:

Approved the name of Mrs. Payal Agarwal, Chief Financial Officer of the Company as the designated person pursuant to the amendment in Rule 9 of The Companies (Management and Administration) rules, 2014, which mandates the company to designate a person who shall be responsible for furnishing information to the Registrar or any other authorized officer with respect to the beneficial interest in shares of the company.

The meeting of the Board of Directors of the Company commenced at 3:45 P.M. and concluded at 6:00 P.M.

We request you to take the above on record.
Thanking you,

Yours faithfully,
For **Gee Limited**

Umesh Agarwal
Whole Time Director
(Designated as Joint Managing Director)
DIN: 01209962



Annexure I

Disclosure of Event and Information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is given below:

Sr. No.	Particulars	Details
1.	type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Equity shares
2.	type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Bonus issue
3.	total number of securities proposed to be issued or the total amount for which the securities will be issued	2,59,88,466 equity shares of face value of INR 2/- each
4.	whether bonus is out of free reserves created out of profits or share premium account	The bonus equity shares will be issued out of securities premium account and/or general reserves account of the Company available as at March 31, 2025.
5.	Bonus Ratio	1:1 i.e. 1 (One) new fully paid-up Equity Shares having face value of INR 2/- each for every 1 (One) existing fully paid-up Equity Share of face value of INR 2/- each.
6.	Details of Share Capital - Pre and Post bonus issue	Issued, subscribed and paid-up share capital: Pre-Bonus Issue: 2,59,88,466 equity shares of face value of INR 2/- each fully paid-up aggregating to a share capital of INR 5,19,76,932/-. Post-Bonus Issue: 5,19,76,932 equity shares of face value of INR 2/- each fully paid-up aggregating to a share capital of INR 10,39,53,864/-.

7.	Free reserves and/ or share premium required for implementing the bonus issue	INR 5,19,76,932/-
8.	free reserves and/ or share premium available for capitalization and the date on which such balance is available	Reserves available for capitalization as on March 31, 2025: Securities Premium Account: INR 930.29 Lakhs General Reserves: INR 2,958.37 Lakhs
9.	whether the aforesaid figures are audited	Yes
10.	estimated date by which such bonus shares would be credited/dispatched	The Bonus shares will be credited within 2 months from the date of Board approval wherein the decision of bonus issue was taken subject to the approval of the shareholders i.e., by 28.10.2025.



Annexure II

Disclosure of Event and Information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is given below:

Sr. No.	Particulars	Disclosures
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Equity Convertible Warrants ("Warrants")
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Up to 25,50,000 (Twenty-Five Lakhs and Fifty Thousand) equity convertible warrants, convertible into equivalent number of fully paid-up equity shares of the Company of face value of INR 2/- each, on a preferential basis to 2 (Two) persons belonging to Promoters/ Promoter Group Category and 12 (Twelve) Strategic Investors under "Non-Promoter" category, on preferential basis, at an issue price of INR 160/- (Indian Rupees One Hundred Sixty Only) per equity share, higher than the floor price determined in accordance with the provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 [" SEBI (ICDR) Regulations "] payable in cash, aggregating for an amount of up to INR 40,80,00,000/- (Indian Rupees Forty Crores Eighty Lakhs Only), subject to the approval of the shareholders of the Company and such other regulatory



		and/or statutory approvals, as applicable. In terms of Regulation 166 SEBI (ICDR) Regulations the quantity of the maximum number of Warrants to be issued in the preferential issue to the proposed allottees will also adjusted/aligned, as per the bonus entitlement, which is subject to the approval of the members in the AGM.
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
4.	Name and number of the Investor	As per the list attached as Annexure III
5.	Issue Price	INR 160/- (Indian Rupees One Hundred Sixty Only) per equity convertible warrant [including a premium of INR 158/- (Indian Rupees One Hundred and Fifty Only) per equity convertible warrant]
6.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each Warrant is convertible into One (1) equity share of which face value is INR 2/- each at an issue price of INR 160/- per Warrant convertible into equivalent number of fully paid-up equity share and the conversion can be exercised at any time within a period of 18 months from the date of allotment of such Warrants.
7.	Nature of Consideration	Cash



Annexure III

NAME OF THE PROPOSED ALLOTTEES OF WARRANTS, TO BE ALLOTTED ON PREFERENTIAL BASIS:

Sl. No.	Name of the Proposed Allottee	Warrants to be allotted on Preferential Basis Maximum Quantity for the respective allottee	Pre-Issue Shareholding (Post Bonus)		Post Preferential issue Shareholding (Presuming full conversion of Warrants)	
			No. of Shares	% of shareholding	No. of Shares	% of shareholding
1.	Umesh Agarwal	7,50,000	55,91,482	5.46	63,41,482	11.63
2.	Om Prakash Agarwal	3,50,000	28,36,808	10.76	31,86,808	5.84
3.	Girish Paman Vanvari	1,50,000	1,79,960	0.34	3,29,960	0.61
4.	Raj Goenka	50,000	0	0.00	50,000	0.09
5.	Golden Goenka Commerce Pvt. Ltd.	50,000	0	0.00	50,000	0.09
6.	Kred Hospitality LLP	1,50,000	0	0.00	1,50,000	0.28
7.	Sonal Sehgal	1,00,000	0	0.00	1,00,000	0.18
8.	Kiran Gupta	50,000	55,500	0.10	1,05,500	0.19
9.	Santosh Parmanand ka	1,00,000	55,454	0.10	1,55,454	0.29



10.	Anoop Vijayakumar Shroff	50,000	0	0.00	50,000	0.09
11.	Mayank Kanodia	50,000	0	0.00	50,000	0.09
12.	Rekha Kanodia	50,000	0	0.00	50,000	0.09
13.	Kredent Capital Pvt. Ltd.	1,00,000	0	0.00	1,00,000	0.18
14.	Payal Seksaria	5,50,000	0	0.00	5,50,000	1.01

