

Ref : GEE/KAL/SEC/OCM/2016-17

Date :05-Jan-2017

**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: Intimation of entering into Memorandum of agreed terms with M/s. Cliff Conwell LLP for setting up Private IT Park

Dear Sir/Madam,

Pursuant to regulation 30 of the SEBI (Listing Obligations Disclosures Requirement), 2015, In furtherance to our earlier intimation regarding consent by the Board of Directors for development of Private IT Park on June 21, 2016 we wish to inform you that the Company has entered into a Memorandum of agreed terms with M/s. Cliff Conwell LLP (AAB-3912) today i.e. 5th January, 2017.

The salient features of the Memorandum of agreed terms inter alia are as follows:

1. GEE Limited and Cliff Conwell LLP shall form an LLP by nominating their designated partners and the LLP ("Proposed LLP") to be named as "GEE Tropical Infrastructure LLP" or any other name as may be available with the Registrar.
2. GEE Limited shall transfer Development Rights of its land situated at Plot No. E-1 Plot No. E-1, Road No. 7, Wagle Industrial Estate, Thane (W) - 400 604 to the Proposed LLP.
3. Ratio of profit and loss of GEE & Cliff shall be 50 : 50.
4. GEE shall bring Development Rights as mentioned above with agreed value at Rs. 69.50 Cr. (Rupees Sixty Nine Crores Fifty Lacs Only) and M/s. Cliff Conwell LLP to introduce equal capital as its contribution in phased manner.

Page 1 of 2

GEE LIMITED

Registered Office

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

Kalyan Plant

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



5. The final agreement would be taking place after the commencement of financial year 2017-18 and meanwhile other preliminary actions for any prior sanctions, making plans and layouts would be initiated.

The aforesaid information will also be made available on the website of the Company i.e. <http://www.geelimited.com/investor-info/Corporate-Announcement-Disclosure>

Further, we wish to inform you that as per the Company's Code of Conduct for Prohibition of Insider Trading, framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the trading window has been closed from 04th January, 2017 till 8th January, 2017 and shall re-open on 9th January, 2017. Accordingly, all the Designated Employees (including Directors) of the Company have been intimated not to enter into any transaction involving the securities of the Company during the aforesaid period of closure of trading window.

You are requested to kindly take the same on your records.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For GEE Limited



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



Page 2 of 2

