

Ref: GEE/KAL/SEC/OCM/2017-18/APR/004

Date: April 11, 2017

The Department of Corporate Services,

BSE Limited P. J. Towers, Dalal Street, Mumbai – 400 001

Sub: Compliance Certificate in terms of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31-Mar-2017.

Code No.: 504028 (GEE Limited)

Dear Sir,

Pursuant to the regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Compliance Certificate in terms of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31-Mar-2017.

Kindly take the above on record.

Thanking you,

Yours faithfully, For GEE Limited

Omkar C. Mhamunkar

Company Secretary & Compliance Officer

ICSI Membership No. ACS-26645





DEEP SHUKLA & ASSOCIATES COMPANY SECRETARIES

B-4, The Parle Colony Co-op. Hsg. Society Ltd., Sahakar Road, Next to Gokul Arcade, Vile Parle (East), Mumbai - 400057. Tele: 022 - 26834250 / 2683 2266

Mob.: 95948 63281

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COMPLIANCE CERTIFICATE OF GEE LIMITED IN TERMS OF REGULATION 40(9) OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS) REGULATION, 2015

FOR THE HALF YEAR ENDED MARCH 31, 2017

I have examined all records, Registers, files and other documents relating to **GEE LIMITED** [hereinafter referred to as "the said Company"] maintained by **LINK INTIME INDIA PVT. LTD** [hereinafter referred to as "the said Register and Transfer Agents of the Company"] pertaining to transfer of Equity shares of the Company for the period from **October 01, 2016 to March 31, 2017** for the purpose of issuing a Certificate as per Clause 40(9) Of The SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 entered into by the said Company with Bombay Stock Exchange Ltd and based on the information provided by the Company, I do and hereby certify that during the half year ended on **March 31, 2017**:

- a) There were no cases of share transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies during the said period.
- b) There are no cases of requests for exchange of Duplicate and Split certificates during the said half year

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

Place: Mumbai Date: 10/04/2017 PROPRIETOR FCS: 5652 CP NO.5364