

SHANKARLAL AGARWAL

CB-49, Salt Lake City, Sector - 1, North 24 Parganas, Kolkata - 700064

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Date: 23 April, 2018

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

**Sub: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations 2011  
Disclosure under Regulation 7(2) read with Regulation 6(2) SEBI (Prohibition of Insider Trading) Regulations 2015**

Dear Sir/ Madam,

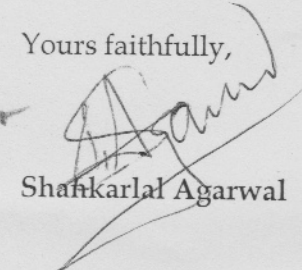
Pursuant to the provisions of Regulation 29(2) of SEBI (Substantial Acquisition of shares and Takeovers) Regulations 2011 and Regulation 7(2) read with Regulation 6(2) SEBI (Prohibition of Insider Trading) Regulations 2015 and the amendments made therein, I wish to inform you that, I, Mr. Shankar Lal Agarwal, belonging to Promoter & Promoter Group of GEE Limited ("Target Company") have sold 15,000 equity shares of the Company.

The disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of shares and Takeovers) Regulations 2011 and Regulation 7(2) read with Regulation 6(2) SEBI (Prohibition of Insider Trading) Regulations 2015 have been enclosed herewith.

I request you to kindly take the above information on your record.

Thanking you,

Yours faithfully,

  
Shankarlal Agarwal

Encl: a/a

CC:

To,  
The Company Secretary and Compliance Officer  
GEE Limited  
Plot No. E-1, Road No. 7,  
Wagle Industrial Estate,  
Thane - 400 604, Maharashtra, India

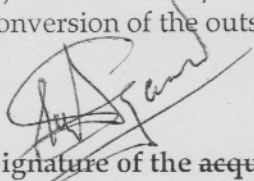
**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	GEE Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mr. Shankar Lal Agarwal		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable</b>	<b>% w.r.t. total diluted share/voting capital of the TC (*)</b>
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	20,78,938	8.80%	8.80%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
<b>e) Total (a+b+c+d)</b>	<b>20,78,938</b>	<b>8.80%</b>	<b>8.80%</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	53845	0.22%	0.22%
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
<b>e) Total (a+b+c+d)</b>	<b>53845</b>	<b>0.22%</b>	<b>0.22%</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	20,25,093	8.58%	8.58%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil

d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
<b>e) Total (a+b+c+d)</b>	<b>20,25093</b>	<b>8.58%</b>	<b>8.58%</b>
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Open Market		
Date of acquisition/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	23 April, 2018		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	Rs. 4,72,51,756/- consisting of 2,36,25,878 equity shares of Rs. 2/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 4,72,51,756/- consisting of 2,36,25,878 equity shares of Rs. 2/- each		
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 4,72,51,756/- consisting of 2,36,25,878 equity shares of Rs. 2/- each		

**Note:**

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

  
Signature of the acquirer/ Seller/ Authorised Signatory

Place: Kolkata

Date: 23 April, 2018



पश्चिम बंगाल पश्चिम बंगाल WEST BENGAL

Y 880806

**ANNEXURE 3**  
**UNDERTAKING/DECLARATION TO BE ACCOMPANIED WITH THE**  
**APPLICATION FOR PRE-TRADING**  
**UNDERTAKING/DECLARATION**

To,  
GEE Limited

I, Shankar Lal Agarwal, resident of CB-49, Salt Lake City Sector – 1, North 24 Parganas Kolkata 700064 hereby declare that I am Designated Person of GEE Limited.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code)] up to and at the time of signing this Undertaking/Declaration.

In case I have access to or I receive any Unpublished Price Sensitive Information after signing this Undertaking/Declaration but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my Immediate Relatives would completely refrain from Trading in the Securities (including derivatives) of the Company till the time such Unpublished Price Sensitive Information becomes generally available.

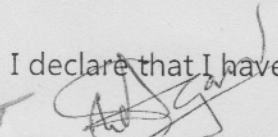
I declare that I have not contravened the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two Trading Days of execution of the transaction/a Nil report if the transaction is not undertaken.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

I declare that I have made full and true disclosure in the matter.

  
(Signature of the Applicant)

Date

186467

Sl No

Name

Shankarhal Agarwal

Address

135A, B.R.B.B. Rd.

Rs.

100/-

Kolkata Collectate,  
11, Netaji Subhas Rd.,  
Kolkata-1

Amal Kr. Saha  
Licensed Stamp  
Vendor

Date

16 JAN 2018

ANNEXURE 2  
UNDERTAKING/DECLARATION TO BE ACCOMPANIED WITH THE  
APPLICATION FOR PRE-TRADING  
UNDERTAKING/DECLARATION

To  
GCL Limited

I, Shankarhal Agarwal, resident of 135A, B.R.B.B. Rd., Kolkata-1 hereby declare that I am not a person designated person of GCL Limited.

I hereby declare that I am not a person of interest in any subsidiary of GCL Limited and I have no financial interest in any subsidiary of GCL Limited.

I hereby declare that I have not been involved in any financial transaction with GCL Limited or its subsidiary in the last 12 months.

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