From,

Umesh Agarwal
Address: 1301, Iris Building, Hiranandani Meadows, Thane West- 400610
Contact No.:9892300299
E-mail:uagarwal@geelimited.com

Date: 09.05.2025

To,

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

Sub: Intimation under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ["SEBI (SAST) Regulations, 2011"].

Re: Acquisition of shares from M/s. Vidya Finvest Limited, Mrs. Vidyawati Agarwal, Mr. Shankar Lal Agarwal, Mrs. Nirmala Agarwal, Ms. Puja Agarwal, Mr. Nikhil Agarwal, Mr. Anant Agarwal, Mr. Sanwarmal Agarwal and Ms. Sneha Agarwal (hereinafter collectively referred to as "Promoter Sellers") by Mr. Umesh Agarwal, Ms. Payal Agarwal, Mr. Om Prakash Agarwal and Ms. Jyoti Agarwal (hereinafter collectively referred to as "Promoter Acquirers") all forming part of the Promoters / Promoter Group of Gee Limited.

With reference to the above, please find enclosed herewith the details of acquisition of by the Promoter Acquirers through off-market transaction as detailed in the prescribed format attached herewith.

This is for your information and record.

Thanking you.

U. Agarwal

Umesh Agarwal
(On behalf of Self and other Promoter Acquirers of the Promoter Group)

Encl: as stated

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, ("SEBI (SAST) Regulations, 2011)

1.	Name of the Target Company (TC)	**GEE LIMITED** BSE Scrip Code: 504028
2.	Name of the Acquirers/ Promoter Acquirers	1. Mr. Umesh Agarwal 2. Ms. Payal Agarwal 3. Mr. Om Prakash Agarwal 4. Ms. Jyoti Agarwal
3.	Whether the Acquirers ~~is/~~ are Promoters of the TC prior to the transaction. ~~If not, nature of relationship or association with the TC or its promoters~~	Yes, the Acquirers form the part of the Promoter Group of the Company
4.	Details of the proposed acquisition	
	a. Name of the persons from whom shares are to be acquired	1. M/s. Vidya Finvest Limited 2. Mrs. Vidyawati Agarwal 3. Mr. Shankar Lal Agarwal 4. Mrs. Nirmala Agarwal 5. Ms. Puja Agarwal 6. Mr. Nikhil Agarwal 7. Mr. Anant Agarwal 8. Mr. Sanwarmal Agarwal 9. Ms. Sneha Agarwal
	b. Proposed date of acquisition	Any time after 4 (four) working days from the date of this intimation, i.e., on or after Monday, May 19, 2025.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Upto a maximum of 1,21,86,998 equity shares (detailed in **Annexure A**)
	d. Total shares to be acquired as % of share capital of TC	Upto a maximum of 1,21,86,998 equity shares representing 46.89% of the total paid-up equity and voting share capital of the Target Company.
	e. Price at which shares are proposed to be acquired	The equity shares of Gee Limited will be acquired at a price not exceeding the limits provided in proviso (i) to Regulation 10(1)(a) of the SEBI (SAST) Regulations, 2011.
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares pursuant to Memorandum of Understanding entered into amongst Promoters of listed TC i.e. Gee Limited. Promoter Sellers and Promoter Acquirers are all forming part of the Promoters / Promoter Group of the TC.
5.	Relevant sub-clause of Regulation 10(1)(a) under which the acquirers are exempted from making open offer	Regulation 10(1)(a)(ii) of SEBI (SAST) Regulations, 2011
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	The equity shares of the TC are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011. The volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the BSE Limited where the shares of the TC is listed is ₹ 132.07 per equity share.
7.	If in-frequently traded, the price as determined in terms of clause (e) of	Not Applicable

U. Agarwal

	sub-regulation (2) of Regulation 8.				
8.	Declaration by the acquirers, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	The acquisition will be made through off-market mechanism. We hereby undertake that the acquisition price would not be higher by more than 25% of the price computed in point 6.			
9.	(i) Declaration by the acquirers, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Yes, the Acquirers hereby declare that that the transferors and transferees have complied (during 3 years prior to the date of proposed acquisition)/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011. (corresponding provisions of the repealed Takeover Regulations 1997) as applicable.			
	(ii) The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished	The Acquirers agree to furnish/ submit the aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition.			
10.	Declaration by the acquirers that all the conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes, the Acquirers hereby declare that that all the conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding details	**Before the proposed transaction**		**After the proposed transaction**	
		No. of Shares / Voting Rights	**% w.r.t total Share capital Of TC**	**No. of shares / voting Rights**	**% w.r.t Total share capital of TC**
	– Promoter Acquirers ~~and PACs~~ (other than sellers) (*) (detailed as Annexure A)	44,36,592	17.07	1,66,23,590	63.97[5]
	– Promoter Sellers	1,21,86,998	46.89	Nil	0.00

[5] *The difference in percentage may be due to rounding off.*

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

U. Agarwal

Umesh Agarwal
(On behalf of Self and other Promoter Acquirers of the Promoter Group)

Date: 09.05.2025
Place: Thane

Encl: as stated

GEE Limited												
Shareholding Details					Inter Se Transfer							Annexure -A
	Before proposed transaction			Porposed Sale on or after 19.05.2025			Porposed Acquisition on or after 19.05.2025			After proposed transaction		
Category	No. of shares	%		No. of shares	%		No. of shares	%		No. of shares	%	
Acquirers												
Om Prakash Agarwal	10,38,404	4.19		-	-		3,30,000	1.27		14,18,404	5.46	
Jyoti Agarwal	15,13,050	5.82		-	-		44,18,952	17.00		59,32,002	22.83	
Umesh Agarwal	15,67,695	6.03		-	-		12,28,046	4.73		27,95,741	10.76	
Payal Agarwal	2,67,443	1.03		-	-		62,10,000	23.90		64,77,443	24.92	
Sellers												
Vidyawati Agarwal	3,61,908	1.39		3,61,908	1.39		0	0.00		0	0.00	
Shankar Lal Agarwal	20,11,831	7.74		20,11,831	7.74		0	0.00		0	0.00	
Nirmala Agarwal	11,64,450	4.48		11,64,450	4.48		0	0.00		0	0.00	
Puja Agarwal	2,50,375	0.96		2,50,375	0.96		0	0.00		0	0.00	
Nikhil Agarwal	1,33,100	0.51		1,33,100	0.51		0	0.00		0	0.00	
Anant Agarwal	55,000	0.21		55,000	0.21		0	0.00		0	0.00	
Sanwarmal Agarwal	14,17,101	5.45		14,17,101	5.45		0	0.00		0	0.00	
Sneha Agarwal	4,16,900	1.60		4,16,900	1.60		0	0.00		0	0.00	
Vidya Finvest Limited	63,76,333	24.54		63,76,333	24.54		0	0.00		0	0.00	
Total Promoters' holding	**1,66,23,590**	**63.97**		**1,21,86,998**	**46.89**		**1,21,86,998**	**46.89**		**1,66,23,590**	**63.97**	
Total Paid-up Capital	**2,59,88,466**											

U. Agarwal

Umesh Agarwal

(On behalf of Self and other Promoter Acquirers of the promoter group)

Date: 09.05.2025

Place: