GEECEE VENTURES LIMITED

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16th December, 2015

To
The Listing Department
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhhoy Towers
Dalal Street
Mumbai - 400 001
Fax No. 91-22-22722039/41/61
Email: corp.relations@bseindia.com

To
The Listing Department
The National Stock Exchange of India Ltd
"Exchange Plaza"
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Fax No. 91-22-26598237/38
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SUBJECT: REG 30 (6) THE LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS, 2015 PROCEEDINGS OF THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON 15TH DECEMBER, 2015.

Dear Sir,

Pursuant to Reg 30(6) and Para A of Part A of schedule III of the Listing Obligations and Disclosure Requirements Regulations, 2015 enclosed herewith please find the Proceedings of the Court Convened Meeting of the Equity Shareholders of the Company held on 15th December, 2015 at 4.00 p.m. at Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001. The said meeting was held as per the directions of the Hon'ble Bombay High Court vide its Order dated 30th October, 2015 in the matter of Scheme of Amalgamation of GeeCee Logistics & Distributions Private Limited (Transferor Company) with GeeCee Ventures Limited (Transferee Company).

We would like to inform you that the Equity Shareholders have approved the scheme of amalgamation as embodied in the Notice for Court Convened Meeting dated 15th December, 2015 with requisite majority. Proceedings and Results of the aforesaid meeting are annexed.

You are requested to kindly take the same on your record.
Thanking you,
Yours faithfully,
For **GeeCee Ventures Limited**

GeeCee Ventures Limited Mumbai

Dipyanti Kanojia
Company Secretary and Compliance Officer

PROCEEDINGS OF COURT CONVENED MEETING OF THE MEMBERS OF GEECEE VENTURES LIMITED HELD AT MAHARASHTRA CHAMBER OF COMMERCE, INDUSTRY AND AGRICULTURE, ORICON HOUSE, 6TH FLOOR, 12, K. DUBHASH MARG, FORT, MUMBAI 400 001 ON TUESDAY, AT 4.00 P.M.

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Following were present at the meeting:

1.	Mr. Ashwin Kumar Kothari	Chairman appointed by the Hon'ble High Court of Bombay.
2.	Mr. Rohit Kothari	Director
3.	Mr. Harisingh Shyamsukha	Director
4.	Mr. Rakesh Khanna	Independent Director
5.	Mr. Suresh Tapuriah	Independent Director

In Attendance

1.	Mr. Nilesh Kala	Chief Financial Officer
2.	Ms. Dipyanti Kanojia	Company Secretary
3.	Mr. Nishant Jawasa	Practicing Company Secretary-Scrutinizer
4.	Mr. Sandeep Kejariwal	Shareholder Scrutinizer

BRIEF DETAILS OF THE MEETING:

Mr. Ashwin Kumar Kothari, Chairman appointed by the Hon'ble High Court of Bombay vide its order dated 30th October, 2015, in Company Summons for Direction No 830 of 2015 occupied the Chair and conducted the proceedings. After ascertaining that the requisite quorum for the meeting was present, the Chairman called the Meeting to order.

The Chairman introduced the Directors present on the dais and welcomed the Members and Directors present at the Meeting. With the approval of the Members present, the Notice convening meeting was taken as read, in view of the fact that Notice convening the Meeting of the Equity Shareholders of the Company was dispatched to all Equity Shareholders as per the directions given by the Hon'ble High Court of Bombay and an advertisement regarding the Meeting was also published in the "The Free Press Journal" in English language and translation thereof in "Navshakti" in Marathi language on 15th November, 2015.

The Chairman informed the members that Mr. Sandeep Kejariwal has been appointed as the Shareholder Scrutinizer for the polling process and has briefed about his capability and educational qualification for the same.

The Chairman informed the Members that as the rationale of the Amalgamation was already explained to all the shareholders in the notice of the meeting the incase members had any question related to it can ask. Accordingly the questions asked by the Members related to the purpose of Amalgamation and rationale was explained by the Chairman and Mr. Rohit Kothari (Director).

The Chairman for the purpose of passing the Resolution with or without modifications, called for a poll to be taken through ballot.

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Mr. Nishant Jawasa, Practicing Company Secretary and Mr. Sandeep Kejariwal, a member of the Company, were appointed as Scrutinizers for conducting the polling process in a fair and transparent manner. Prior to commencement of the poll, the Chairmen of the Meeting directed Ms. Dipyanti Kanojia – Company Secretary to explain the process of polling to the members.

Mr. Nishant Jawasa inspected the ballot box and displayed the empty box to the Equity Shareholders.

MANNER OF APPROVAL OF RESOLUTION:

Chairman directed Ms. Dipyanti Kanojia – Company Secretary to explain the shareholders the polling process and put the resolution to vote.

Accordingly Company Secretary took the resolution as set out herein below to be read by the equity shareholders and explained them the polling process.

"**RESOLVED THAT** the amalgamation of GeeCee Logistics & Distributions Private Limited ("Transferor Company") with GeeCee Ventures Limited ("Applicant Company" or "Transferee Company") under the Scheme of Amalgamation between the Transferor Company, the Transferee Company and their respective shareholders and creditors ("Scheme"), pursuant to Sections 391 to 394 of the Companies Act, 1956 ("Act") and other applicable provisions, if any, of the Act and the Rules (including any statutory modifications or re-enactments thereof for the time being in force), be and is hereby approved subject to the Scheme being approved by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 and other applicable provisions of the Act and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Bombay or by any regulatory or other authorities, while granting such consents, approvals and permissions.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board of Directors of the Applicant Company (which includes any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary expedient, usual or proper to effectively implement the arrangement as embodied in the Scheme and to settle any questions or difficulties that may arise or to carry out such modifications /conditions / directions, if any, which may be required and / or ordered by the Hon'ble High Court of Judicature at Bombay and / or by any other authority, while sanctioning the arrangement as embodied in the Scheme."

There after Company Secretary requested members to cast their vote by using the ballot papers provided to them and directed them to put the ballot paper in the ballot box kept in the hall.

Company Secretary announced that the result of the poll would be declared by the Chairman on receiving the scrutinizers report and will be displayed on the website of the Company.

After the time allotted for poll, the Chairman thanked the members for their presence and declared the meeting as closed.

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RESULTS OF THE POLL :

Resolution:

Approval of scheme of amalgamation between GeeCee Logistics & Distributions Private Limited ("Transferor Company") with GeeCee Ventures Limited ("Applicant Company" or "Transferee Company") under Section 391-394 of the Companies Act, 1956 subject to the Scheme being approved by the Hon'ble High Court of Judicature at Bombay and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary.

Voting Results

Date of the ~~AGM/EGM~~ Court Convened Meeting	15th December, 2015
Total number of shareholders on record date	6893
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	21 53
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public :	N.A.

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Resolution required: (~~Ordinary~~/ Special)			Special Resolution with requisite majority as per Section 391 of the Companies Act, 1956 for approval of Scheme of amalgamation between GeeCee Logistics & Distributions with GeeCee Ventures Limited Private Limited.						
Whether promoter/ promoter group are interested in the agenda/resolution?			N.A.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting – N.A.	-	-	-	-	-	-	-
	Poll	12118978	12118978	100%	12118978	Nil	100%	Nil
	Postal Ballot (if applicable) – N.A.	-	-	-	-	-	-	-
	Total	12118978	12118978	100%	12118978	Nil	100%	Nil
Public-Institutions	E-Voting - N.A.	-	-	-	-	-	-	-
	Poll							
	Postal Ballot (if applicable) – N.A.	-	-	-	-	-	-	-
	Total							
Public-Non Institutions	E-Voting– N.A.	-	-	-	-	-	-	-
	Poll	2854707	2854632	99.99%	2854632	Nil	100%	Nil
	Postal Ballot (if applicable) – N.A.	-	-	-	-	-	-	-
	Total	2854707	2854632	99.99%	2854632	Nil	100%	Nil
Total		14973685	14973610	99.99%	14973610	Nil	100%	Nil

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