GEECEE VENTURES LIMITED
209-210, Arcadia,195, Nariman Point, Mumbai - 400 021. India
Phone : 91-22-6670 8600 • Fax : 91-22-6670 8650
E-mail : gcvl@gcvl.in • Website : www.geeceeventures.com / CIN-L24249MH1984PLC032170

November 10, 2015

To
The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (East),Mumbai - 400 051
Fax No. 91-22-26598237/38
Email: cmlist@nse.co.in
cmtrade@nse.co.in

Dear Sir/ Madam,

Subject: Clause 31 (c)– Soft Copy of Notice of Court Convened Meeting and Postal Ballot/E-voting for approval of Scheme of Amalgamation.

Pursuant to Clause 31(c) of the Listing Agreement, please find enclosed herewith Notice of Court Convened Meeting as per the High Court's Direction and Meeting to be held through postal ballot/e-voting pursuant to Sebi Circulars bearing nos. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 for approval of Scheme of Amalgamation between GeeCee Logistics and Distributions Private Limited and GeeCee Ventures Limited.

Please take the same on record.

Thanking you,

Yours faithfully,

For GEECEE VENTURES LIMITED.

Divyanti Kanojia
Company Secretary

Encl: A/A

GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170

Registered Office: 209-210, Arcadia Building, 195, Nariman point, Mumbai 400 021.
Phone: 91-22-6670 8600 • Fax: 91-22-6670 8650
E-mail: gcvl@gcvl.in, Website: www. geeceeventures.com

NOTICE FOR COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF GEECEE VENTURES LIMITED
&
NOTICE OF POSTAL BALLOT AND E-VOTING

Day	:	Tuesday
Date	:	15.12.2015
Time	:	4.00 pm
Venue	:	Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001

Sr. No.	Contents	Page No.
1.	Notice of Court Convened Meeting of the Equity Shareholders of GeeCee Ventures Limited	2-3
2.	Notice of Postal Ballot and E-Voting	4-7
3.	Explanatory Statement under Section 393 of the Companies Act, 1956 and Section 110 and 102 of the Companies Act, 2013 and Route Map	8-16
4.	Fairness Opinion Certificate issued by KJMC Corporate Advisors (India) Limited	17-24
5.	Observation Letter from BSE Limited and NSE Limited dated 11th September, 2015	25-27
6.	Complaints / Comment Report dated July 20, 2015	28
7.	Scheme of Amalgamation	29-34
8.	Form of Proxy	35
9.	Attendance Slip	36
10	Postal Ballot Form with Instructions	Loose leaf Insertion

IN THE HIGH COURT OF
JUDICATUREAT BOMBAY ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 830 OF 2015

In the matter of Companies Act, 1956

And

In the matter of:

Sections 391 to 394 of the Companies Act, 1956

And

In the matter of:

The Scheme of Amalgamation of

GeeCee Logistics & Distributions Private Limited ("Transferor Company"")

With

GeeCee Ventures Limited ("Transferee Company" or Applicant Company)

And

Their respective shareholders and creditors

GeeCee Ventures Limited, a Company incorporated)
under the provisions of the Indian Companies Act,)
1956 and) having its Registered Office at 209-210,)
Arcadia Building, 195, Nariman Point, Mumbai – 400 021)) ..... **Applicant Company**

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY

To,

The Equity Shareholders of GeeCee Ventures Limited **("the Company" or "Applicant Company" or "GVL")**,

TAKE NOTICE that by an Order made on 30th October, 2015, in the above mentioned Company Summons for Direction, the Hon'ble High Court of Judicature at Bombay (**"said Order"**) has directed that a meeting of the Equity Shareholders of the Applicant Company be convened and held on **Tuesday 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, to transact the following Special Business:

To consider and, if thought fit, approve with or without modification(s), the following Resolution under Sections 391 to 394 of the Companies Act, 1956 for approval of the arrangement embodied in the Scheme proposed to be made between GeeCee Logistics & Distributions Private Limited, Transferor Company, with GeeCee Ventures Limited, the Applicant/ Transferee Company and Shareholders :

"**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."

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a meeting of the Equity Shareholders of the Applicant Company will be held on **Tuesday 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, (" said meeting") at which time and place the said members are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, or your authorized representative, is deposited at the Registered Office of the Applicant Company at **209-210, Arcadia Building, 195, Nariman Point, Mumbai – 400 021**, not later than 48 hours before the meeting.

The Hon'ble High Court of Judicature at Bombay has appointed Mr. Ashwin Kumar Kothari, Director of the Applicant Company, and failing him Mr. Harisingh Shyamsukha, Director of the Applicant Company, and failing him, Mr. Rohit Kothari, Director of the Applicant Company, and failing him Mr. Gaurav Shyamsukha, Director of the Applicant Company to be the Chairman of the said meeting.

A copy of the said scheme of arrangement and Explanatory Statement under Sections 393 of the Companies Act, 1956, Section 110(2) and Section 102 of the Companies Act, 2013, a Form of Proxy with instructions and the Attendance Slip are enclosed herewith.

Sd/-
Ashwin Kumar Kothari
Chairman appointed for the Meeting

Place: Mumbai
Date: 4th Nov, 2015

Registered Office:
209-210, Arcadia Building, 195,
Nariman Point,
Mumbai – 400 021

Notes:

1. Any alteration in the Form of Proxy should be initialed.
2. Only registered Equity Shareholders of the Applicant Company may attend and vote either in person or by proxy at the Equity Shareholders' meeting. The authorized representative of a body corporate which is a registered Equity Shareholder of the Applicant Company may attend and vote at the Equity Shareholders' meeting provided that a certified true copy of the Resolution of the Board of Directors or other governing body of the body corporate authorizing such a representative to attend and vote at the Equity Shareholders' meeting is deposited at the Registered Office of the Applicant Company not later than 48 hours before the meeting. A Proxy need not be a Member;
3. Registered equity shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID details for easy identification of the attendance at the meeting.
4. Member are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of the Applicant Company in respect of such holding will be entitled to vote.
5. A Member or his Proxy is requested to bring the copy of the notice to the meeting and produce the attendance slip, duly completed and signed, at the entrance of the meeting venue.

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH CIRCULARS BEARING NOS. CIR/CFD/DIL/5/2013 DATED FEBRUARY 4, 2013 AND CIR/CFD/DIL/8/2013 D A T E D MAY 21, 2013 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI")

To,

The Equity Shareholders of GeeCee Ventures Limited ("**Company**" or "**Transferee Company**" or "**GVL**"),

NOTICE is hereby given to consider, and if thought fit, approve the Scheme of Amalgamation of the GeeCee Logistics & Distributions Private Limited ("**Transferor Company**") with the Company and their respective shareholders and creditors.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on March 30, 2015 unanimously approved a proposal to amalgamate the Transferor Company with the Company pursuant to a proposed Scheme of Amalgamation between the Transferor Company and the Company and their respective shareholders and creditors ("**Scheme**") under Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956.

The Company seeks the approval of its Equity Shareholders to the Scheme by way of Postal Ballot and e-voting pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 read with SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 ("**SEBI Circulars**"), subject to the requirements specified in the Observation Letter dated September 11, 2015 issued by NSE Limited ("NSE") and BSE Limited ("BSE"), pursuant to the SEBI Circulars and the Listing Agreement (collectively referred to as "Observation Letters") and under relevant provisions of applicable laws.

The Hon'ble High Court of Judicature at Bombay in the Company Summons for Direction No.830 of 2015 directed the Company to convene and conduct a meeting of the Equity Shareholders on **Tuesday 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. In addition to the Court Convened Meeting, the Company is required to comply with the requirements of the SEBI Circulars.

In terms of the SEBI Circulars, read with the Observation Letters, the Scheme shall be acted upon only if the number of votes cast by the public shareholders in favour of the Scheme is more than the number of votes cast by them against the Scheme.

The Company has appointed Mr. Nishant Jawasa, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries in practice as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Further the Company has engaged CDSL to provide e-voting facility to its Equity Shareholders. If an Equity Shareholder has voted on the e-voting facility, he/she is not required to send a Postal Ballot Form to the Company. If an Equity Shareholder has voted on the e-voting facility and also sends his/her Postal Ballot Form, only the votes cast through the Postal Ballot Form shall be considered by the Scrutinizer. The instructions for voting by Postal Ballot are set out in the Postal Ballot Form sent along with this Notice. The instructions for e-voting are provided in the Notes below.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed, in the enclosed self-addressed, postage pre-paid business reply envelope (if posted in India) so as to reach the Scrutinizer on or before Tuesday 15th December, 2015 the close of working hours i.e. 5 p.m. Postal Ballot Forms received after this date will be considered invalid.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballots (including e-voting). The results of the Postal Ballot will be announced on Friday 18th December, 2015 at 11.00 a.m. at the Registered Office of the Company at **209-210, Arcadia Building, 195, Nariman Point, Mumbai – 400 021** and will be displayed on the website of the Company at www.geeceeventures.com for information of the Equity Shareholders and will also be published in the newspaper(s), besides being communicated to BSE and NSE Limited.

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, SEBI Circulars and other relevant provisions of applicable laws, the following Resolution is proposed for the consideration of the Equity Shareholders of the Company through Postal Ballot and e-voting:

To consider, and if thought fit to pass, with or without modification(s), the following Resolution:

"**RESOLVED THAT** pursuant to Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India ("**SEBI**"), and subject to the Observation Letters issued by NSE Limited and BSE Limited dated September 11, 2015 and relevant provisions of applicable laws, the arrangement as embodied in the Scheme of Amalgamation ("**Scheme**") between GeeCee Logistics & Distributions Private Limited ("**Transferor Company**") and GeeCee Ventures Limited ("**Transferee Company**" or "**Company**") and their respective shareholders and creditors, be and is hereby approved with/without modifications and/or conditions, if any, which may be required and/or imposed by the Equity Shareholders in the Court Convened Meeting and/or the Hon'ble High Court of Judicature at Bombay while sanctioning the arrangement embodied in the Scheme or by any authorities under law.

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."

By Order of the Board of Directors
For GeeCee Ventures Limited

Sd/

Ashwin Kumar Kothari
Chairman appointed for the Meeting

Place: Mumbai

Date: 4th November, 2015

Registered Office:

209-210, Arcadia Building, 195,

Nariman Point, Mumbai – 400 021.

Notes:

1) The Explanatory Statement with rationale for proposing the Resolution stated in the Notice above is annexed hereto.

2) The accompanying Postal Ballot Form is being posted to the address of the Equity Shareholders registered with the Company whose names appear in the Register of Members of the Company and the Register of Beneficial Owners as provided to the Company by the Depositories.

3) Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Shareholders appearing as on 6th November, 2015 in the register of members.

4) The voting period ends on Tuesday 15th December, 2015 at 5.00 p.m.

5) The material documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company on all working days between 3.00 p.m. to 5.00 p.m. up to the last date for receipt of the Postal Ballot Form.

6) Process and manner for members opting for e-voting are as under:

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative mode of voting, which will enable the Members to cast their votes electronically. The instructions for e-voting are as under:

(i) The voting period begins on Monday 16th November, 2015 (9.00 a.m.) and ends on Tuesday 15th December, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6th November, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address sticker .
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for GeeCee Ventures Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com.**

IN THE HIGH COURT OF
JUDICATURE AT BOMBAY ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 830 OF 2015

In the matter of:

Sections 391 to 394 of the Companies Act, 1956

And

In the matter of:

The Scheme of Amalgamation of

GeeCee Logistics & Distributions Private Limited ("Transferor Company"")

With

GeeCee Ventures Limited ("Transferee Company" or Applicant Company)

And

Their respective shareholders and creditors

GeeCee Ventures Limited, a Company incorporated)
under the provisions of the Indian Companies Act, 1956)
and) having its Registered Office at **209-210,**)
Arcadia Building, 195Nariman Point, Mumbai – 400 021) ..... **Applicant Company**

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956, SECTION 110 AND SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICES OF THE COURT CONEVENED MEETING OF THE EQUITY SHAREHOLDERS OF GEECEE VENTURES LIMITED AND POSTAL BALLOT AND E-VOTING

1. In this statement GeeCee Ventures Limited is referred to as ("**Applicant Company**" or "**Transferee Company" or "GVL")**. GeeCee Logistics & Distributions Private Limited is referred to as ("**Transferor Company**"). The other definitions contained in the Scheme ("**Scheme"**) will also apply to this statement under Section 393 of the Companies Act, 1956 and Section 110 and Section 102 of the Companies Act, 2013 ("**Explanatory Statement**").
2. Pursuant to the Order dated 30th October, 2015 passed by the Hon'ble High Court of Judicature at Bombay, a meeting of the Equity Shareholders of the Applicant Company is being convened and shall be held on **Tuesday 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, for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation between the Transferor Company and the Applicant Company and their respective shareholders and creditors (**"Scheme"**) under Sections 391 to 394 of the Companies Act, 1956.
3. Apart from the Court Convened Meeting of the Equity Shareholders of the Applicant Company, to seek their approval pursuant to Sections 391 to 394 of the Companies Act, 1956, the approval of the Equity Shareholders of the Company is also sought for the Scheme by passing a Resolution pursuant to Section 110 of the Companies Act, 2013 by way of Postal Ballot and e-voting as per the Securities and Exchange Board of India ("SEBI") Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (hereinafter collectively referred to as ("SEBI Circulars").
4. In terms of the SEBI Circulars, the Scheme shall be acted upon only if the votes cast by the public shareholders (i.e., shareholders other than promoter and promoter group shareholders) in favour of the proposal are more than the number of votes cast by the public shareholders against the proposal.
5. The Scheme envisages the amalgamation of the Transferor Company with the Applicant Company, with effect from April 1, 2014 ("**Appointed Date**"). A copy of the Scheme setting out in detail the terms and conditions of the amalgamation is enclosed.

BACKGROUND OF THE APPLICANT COMPANY ("GEECEE VENTURES LIMITED") AND THE TRANSFEROR COMPANY ("GEECEE LOGISTICS & DISTRIBUTIONS PRIVATE LIMITED").

GEECEE VENTURES LIMITED

6. The Applicant Company was originally incorporated on February 14, 1984 under the Indian Companies Act, 1956 under the name and style of Shubham Aromatics Private Limited by the Registrar of Companies, Mumbai; vide Certificate of Incorporation No. 032170 of 1983-1984 dated February 14, 1984. The name of the Applicant Company was then changed from Shubham Aromatics Private Limited to Shubham Aromatics Limited on October 1; 1985.The name of the Applicant Company was then changed from Shubham Aromatics Limited to Gwalior Chemical Industries Limited on May 3, 1993. The Memorandum of Association with respect to the object of Gwalior Chemical Industries Limited - the applicant Company was altered vide special resolution passed on January 19, 2006.The name of the Applicant Company was then changed from Gwalior Chemical Industries Limited to its present name, GeeCee Ventures Limited, on January 13, 2010. The corporate identity number of the Applicant Company is L24249MH1984PLC032170.

7. The Registered Office of the Applicant Company is situated at 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai-400013.

8. The capital structure of the Applicant Company as on March 31, 2015 as per the latest audited balance sheet is as under:

Particulars	Amount in lacs
Authorized Share Capital	
50000000 Equity Shares of Rs. 10/- each	50,00,00,000
Total	**50,00,00,000**
Issued, Subscribed and Paid Up Share Capital	
1,90,26,543 Equity Shares of Rs. 10/- each	**19,02,65,430**
Total	**19,02,65,430**

The post-amalgamation (expected) capital structure of the Applicant Company will be as follows:

Particulars	Amount in ₹
Authorized Share Capital	
5,05,00,000 Equity Shares of ₹ 10/- each	50,50,00,000
Total	**50,50,00,000**
Issued, Subscribed and Paid Up Share Capital	
1,90,26,543 Equity Shares of ₹ 10/- each	19,02,65,430
Total	**19,02,65,430**

9. The Applicant Company *inter alia*, carries on the business of manufacturers, producers, importers, exporters, buyers, sellers, dealers, agents, of all kinds of aromatics, aromatics and chemicals, to generate, receive, produce, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultants, collaborator, or otherwise to deal in electric power, to carry out investments in new and upcoming technologies based on renewable sources of energy for generation of electricity ,to promote capital mobilization and managing capital investments and to carry on the business of builders, contractors, developers, constructors, designers, architects, decorators, erectors of buildings, houses, apartments, I.T park projects.

10. The Objects of the Applicant Company as set out in Clause III of its Memorandum of Association which are being pursued by the Applicant Company are *inter alia* as follows:

    1. To carry on the business of manufacturers, producers, importers, exporters, buyers, sellers, dealers, agents, of all kinds of aromatics, aromatics and chemicals, organic inorganic, chemicals including Benzyl chloride, Benzotrichloride, Benzoyl chloride, Benzal chloride, Benzaldehyde, Benzyl Acetate, Benzyl Alcohol, Benzyl Benzoate, Phenyl Acetic Acid, Benzyl cynide and other Benzyl derivatives industrial and agricultural chemicals, alkalis, acids, drugs, tannins, essences, pharmaceuticals, pigments, colours, dyestuffs, chemicals for moulding materials and surface coating agents.

    1A. To carry on business activities to generate, receive, produce, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultants, collaborator, or otherwise to deal in electric power in all its branches of such place or places as may be permitted by appropriate authorities by establishments of Wind Power Plant, Thermal Power Plants, Hydraulic Power Plants, Solar Power Plant, Gas Power Plant and other power plants based on any source of energy as may be developed or invented in future and run all necessary power substations, workshops, repair shops, wires, cables, transmission lines, accumulators, street lights for the purpose of conservation, distribution and supply of electricity of participating industries, State Electricity Boards for industrial, commercial, domestic, public and other purposes and also to provide

regular services for repairing and maintenance of all distribution and supply lines and to acquire concessions, facilities or licenses from electricity boards, governments, semi governments or local authorities for generation, distribution, production, transmission or use of electric power and to takeover along with all moveable and immovable properties, the existing facilities on mutually agreed terms from aforesaid authorities and to do all incidental acts, investment and things necessary for the attainment of foregoing objects.

1B. To carry out investments in new and upcoming technologies based on renewable sources of energy for generation of electricity and allied activities, eligible for obtaining additional revenue stream through emission reductions trading in the international market under the Kyoto Protocol.

1C. To promote the formation and mobilization of capital, to manage capital savings and investment, undertake bills discounting business, purchase, finance, discount, re-discount, bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills, to borrow, to lend, to negotiate loans, to transact business as financiers, monetary agents, carry on the business of Investment / Finance company with the object of financing industrial enterprises or otherwise and to invest the capital or other funds of the Company in shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, revolving under- writing facilities and issue, acceptance and registration of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to raise or provide the venture capital, to promote or finance the promotion of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in, shares or other securities, to undertake portfolio management, advisory and counseling services, commodities trading, to finance assist industrial and other enterprises in India and abroad, to provide finance and loan syndication, development of financial- service supermarket, intercorporate bills and unit broking import / export financing, consultancy assignments, factoring, consumer financing and foreign exchange broking and securities dealing, to carry on the business of a leasing Company, hire purchase company, finance company, to undertake and / or arrange or syndicate all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, computers, storage tanks, toll roads, communication satellites and communication lines, factories, movable and immovable property.

1D. To carry on the business in India and abroad of builders, consultants, developers, contractors, constructors, designers, architects, decorators, erectors of buildings, houses, apartments, I.T park projects and schemes, constructing, operating and / or managing residential, office, industrial mall, institutional and/ or commercial structures and buildings, construction of roads, drainages, laying of water mains and to act as developers of housing schemes, co-operative housing societies, executing and taking-up redevelopment schemes, slum rehabilitation projects, townships, factories, restaurants, cafes, refreshment rooms, cinema houses, multiplexes, irrigations, embankments, sewages, drainages, reclamations, convention Centre, trade Centre, holiday resorts, motels and preparing of building sites for constructing, re-constructing, erecting, altering, improving, enlarging, developing, decorating, furnishing, maintaining of structures, flats, houses, factories, garages, warehouses, buildings, works, workshops, hospitals, clinics, nursing homes, godowns, damns, walls, docks, harbours, canals, dam tents and other commercial and / or educational conveniences, infrastructure, development and activities related to real estate business and other commercial places and conveniences, to purchase for development or for resale, land, houses, buildings, structures or Transferable Development Rights (TDR) or any interest therein and to purchase, sell, lease, hire, exchange, or otherwise deal in land, houses or commercial properties or infrastructure.

GEECEE LOGISTICS & DISTRIBUTIONS PRIVATE LIMITED

11. The Transferor Company is a private limited company, originally incorporated on January 18, 2010 under Indian Companies Act, 1956 under the name and style of GCV Trading Private Limited by the Registrar of Companies, Mumbai, vide Certificate of Incorporation No. U51909MH2010PTC199001 dated January 18, 2010. The name of the Transferor Company was then changed from GCV Trading Private Limited to its Present name GeeCee Logistics & Distributions Private Limited on April 28, 2011. The corporate identity number of the Transferor Company is U51909MH2010PTC199001.

12. The Registered Office of the Transferor Company is situated at 209-210, Arcadia Building, 2nd Floor, 195 Nariman Point, Mumbai-400013.

13. The capital structure of the Transferor Company as on March 31, 2015 as per the latest audited balance sheet is as under:

Particulars	Amount in Rupees
Authorized Share Capital	
5,00,000 Equity Shares of Rs. 10/- each	50,00,000
Total	**50,00,000**
Issued, Subscribed and Paid Up Share Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
Total	**1,00,000**

The capital structure of the Transferor Company remains unchanged as on date.

Please note that pursuant to the Scheme, the Transferor Company shall be dissolved without winding up.

14. The Transferor Company is, *inter alia*, in the business of acting as agents, merchants, traders, indenters, distributors, importers, exporters, dealers, ship brokers, shipping agents, insurance brokers, ship management, charterers of ship, agents for shop owners, operators of shipping lines acquiring, selling, buying or otherwise dealing in shares, debenture, investing in purchase, take on lease or in exchange, hire or otherwise acquire and hold any immovable or movable property and to carry on the business of real estate dealers, commission agents, buying and selling agent, brokers and developers of land and property and trading in immovable property, land, building, real estate, factories.

15. The Objects of the Transferor Company as set out in Clause III A of its Memorandum of Association, which are being pursued by the Transferor Company are, *inter alia*, as follows:

    1. To carry on the business of and to act as merchants, agents, traders, indenters, distributors, importers, exporters, dealers or in any other capacity in any part of the world and to import, export, buy, sell, trade, market or otherwise deal in goods, materials, produce, articles or merchandise of any kind including consumer products, agricultural products, food products, different kinds of metals and also to carry on business of toll manufacturing, The Company undertake not to carry on any scheme activity which is prohibited under the Act, "The Prize, Chits and Money Circulation Scheme (Banning) Act 1978.

    1A. To act as ship brokers, shipping agents, insurance brokers, ship management, charterers of ship, agents for shop owners, operators of shipping lines, ship's store merchants, ship repairs, freight contractors, warehousemen, wharfingers and service contractor for rendering various types of services, leasing of ISO Tank / Containers and acting as ISO Tank operators.

    1B. To invest in, acquire and hold, sell, buy or otherwise deal in shares, debentures, bonds, units, obligations, securities issued or guaranteed by Indian or Foreign Government, States Local Authorities, company, corporation, firm or person whether incorporated or established in India or elsewhere. To invest in purchase, take on lease or in exchange, hire or otherwise acquire and hold any immovable or movable property, intellectual properties copy right, trademarks, patents, designs, franchises rights and privileges which the company may think necessary or convenient for the purpose of this business and to pay the same in the either in the cash or in shares ,securities or otherwise to sell, let, lease or under lease or otherwise dispose of or grant rights over any immovable or movable property so acquired or belonging to the company.

    1C. To carry on the business of real estate dealers, commission agents, buying and selling agents, brokers and developers of land and property and trading in immovable property, land, building, real estate, factories.

16. RATIONALE AND BENEFITS OF THE PROPOSED SCHEME:-

1. The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base.
2. It would be advantageous to combine the activities and operations of both companies into a single Company for synergistic linkages and the benefit of combined resources.
3. This Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Company and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of Business and availability of a common operating platform.
4. Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies. The merged entity will also have sufficient funds required for meeting its long term capital needs as provided for in the scheme.
5. The Scheme of amalgamation will result in cost saving for both the companies as they are capitalizing on each other's core competency and a resource which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company.

17. SALIENT FEATURES OF THE SCHEME

i. With effect from the Appointed Date, April 1, 2014 the whole of undertaking of GeeCee Logistics and Distribution Private Limited will be merged with GeeCee Ventures Limited.

ii. Since the entire share capital of Transferor Company is held with the Transferee Company, no consideration shall be payable to the shareholders of Transferee Company for the amalgamation of Transferor Company with Transferee Company.

iii. The entire business of the Transferor Company, as a going concern and all assets and liabilities shall be transferred to and vested in the Transferee Company subject to all charges, liens, mortgages, if any, affecting the same or any part thereof

iv. The Transferor Company being a wholly owned subsidiary of the Transferee Company, no shares shall be issued pursuant to the Scheme and shares held by the Transferee Company in the Transferor Company will be cancelled.

v. On the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up.

vi. If any, suit, writ petition, appeal, revision or other proceedings (hereinafter called "the Proceedings") by or against the Transferor Company are pending, the same shall not abate, be discontinued or be in any way prejudicially affected by

reason of the transfer of the Undertaking of the Transferor Company or of anything contained in the Scheme, but all such Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may initiate any legal proceedings including criminal proceedings for and on behalf of the Transferor Company.

vii. All the staff, workmen and other employees in the service of the Transferor Company immediately before the transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Transferee Company as provided under clause 9 of the scheme.

Please note that the features set out above being only the salient features of the Scheme of Amalgamation; the Equity Shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

GENERAL

18. As per the certificate of share exchange ratio issued by M/s. Sanjay Raja Jain & Co., Chartered Accountants since GeeCee Ventures Limited (GVL) holds 9998 Equity shares of GeeCee Logistics & Distributions Private Limited (GLD) its wholly owned subsidiary company the shares held in GLD by GVL will be cancelled and GVL shall not be required to issue and / or allot any shares to the members of GLD. Accordingly no valuation process is applicable to the scheme.

19. In terms of Clause 24(h) of the Listing Agreement, KJMC Corporate Advisors (India) Limited (KJMC), and Category - I Merchant Banker registered with SEBI has provided fairness opinion to the Board of Directors of the Applicant Company as to the fairness from a financial point of view of the swap ratio to the Equity Shareholders of the Applicant Company ("Fairness Opinion"). The Fairness Opinion issued is based on various assumptions and considerations, and should be read entirely for information regarding the assumptions made and factors considered in rendering such opinion.

20. The proposal for the amalgamation was placed before the Audit Committee of the Applicant Company at its meeting held on 30th March, 2015. The Audit Committee of the Applicant Company took into account the recommendations of M/s. Sanjay Raja Jain & Co. Chartered Accountants, and the Fairness Opinion provided by KJMC Corporate Advisors (India) Limited (KJMC), Category - I Merchant Banker. On the basis of their evaluations, the Audit Committee has recommended the Scheme to the Board of Directors of the Applicant Company. A copy of the Fairness Opinion is enclosed.

21. The Board of Directors of the Applicant Company have taken into account the independent recommendation of the Audit Committee the certificate of share exchange ratio issued by M/s. Sanjay Raja Jain & Co. Chartered Accountants and the Fairness Opinion provided by KJMC Corporate Advisors (India) Limited (KJMC), Category - I Merchant Banker. Based on the aforesaid recommendations/opinions, the Board of Directors of the Applicant Company has come to the conclusion that the proposed amalgamation of the GeeCee Logistics & Distributions Private Limited with GeeCee Ventures Limited as per the scheme of Amalgamation is fair and reasonable and has approved the same at its meeting held on March 30, 2015.

22. No consideration will be paid to the shareholders of the Transferor Company as the entire shareholding of the Transferor Company is held by the Transferee Company and upon amalgamation the Transferee Company would not be required to issue and allot any shares to the shareholders of the Transferor Company and the Transferor Company shall be dissolved without being wound up.

23. Pursuant to the SEBI Circulars read with Clause 24(f) of the Listing Agreement, the Applicant Company had filed necessary applications before BSE Limited and NSE Limited seeking their no-objection to the Scheme on May 05, 2015.

24. As required by the SEBI Circulars, the Applicant Company has filed the Complaint / Comment Report with BSE on July 20, 2015 and a copy of the same is enclosed herewith. After filing of the Complaint / Comment Report, the Company has received Nil complaint / comment.

25. The Company has received, in terms of Clause 24(f) of the Listing Agreement, Observation Letters from NSE Limited ("NSE") and BSE Limited ("BSE") dated September 11, 2015 conveying their No Objection for filing the Scheme with the Hon'ble High Court of Judicature at Bombay. A copy of the aforementioned Observation Letters from NSE & BSE is enclosed.

26. No investigation proceedings are pending under Sections 235 to 251 of the Companies Act, 1956 in respect of the Applicant Company.

27. No other Director other than Mr. Vazathara Vasudevan Sureshkumar is common on the Board of the Applicant Company and the Transferee Company.

28. None of the directors of the Transferor Company will become the director of Transferee Company.

29. The Directors of the Applicant Company and the Transferor Company may be deemed to be concerned and/or interested in the Scheme to the extent of the shares that may be held by them or by the companies, firms, institutions, trusts of which they are Directors, Partners, Members or Trustees in the Applicant Company or the Transferee Company. None of the Directors, Key Managerial Personnel (**"KMP"**) or relatives of the Directors and KMPs of the Applicant Company/Transferee Company and/or the Transferor Company have any material financial or other interest, in the

Scheme except as shareholders to the extent appearing in the Register of Directors' Shareholding and Register of Members maintained by the Applicant Company/ Transferee Company and the Transferor Company respectively. The shareholding of the present Directors and KMPs of the Applicant Company / Transferee Company and the Transferor Company, as on November 04, 2015, is as under:

A. SHAREHOLDING OF DIRECTORS AND KMP OF TRANSFEREE COMPANY

Sr. No.	Name	Designation	Number of shares of ₹ 10/- Each held in applicant company/ transferee company	Number of shares of ₹ 10/- Each held in transferor company
1.	Mr. Harisingh Shyamsukha	Director	816741	NIL
2	Mr. Ashwin Kumar Kothari	Director (Chairman)	647546	NIL
3	Mr. Gaurav Shyamsukha	Whole-Time Director	286086	NIL
4	Mr. Vazathara Vasudevan Sureshkumar	Whole-Time Director	142	1
5	Mr. Rohit Kothari	Director	282667	NIL
6	Mr. Nilesh Umedmal Kala	Chief Financial Officer	NIL	NIL
7	Mr. Pratap Merchant	Independent Director	819	NIL
8	Mr. Rakesh Khanna	Independent Director	NIL	NIL
9	Mr. Suresh Tapuriah	Independent Director	NIL	NIL
10	Mr. Milan Mehta	Independent Director	NIL	NIL
11	Ms. Neelam Sampat	Independent Director	NIL	NIL
12	Ms. Dipyanti Kanojia	Company Secretary	NIL	NIL

B. SHAREHOLDING OF DIRECTORS AND KMP OF TRANSFEROR COMPANY

Sr. No.	Name	Designation	Number of shares of ₹ 10/- Each held in transferor company	Number of shares of ₹ 10/- Each held in applicant company
1	Mr. Vazathara Vasudevan Sureshkumar	Director	1	142
2	Mr. Arunkrishna Pawar	Director	NIL	NIL
3	Mr. Nilesh Umedmal Kala	Director	NIL	NIL

30. Pursuant to Clause 24(h) of the Listing Agreement with the Stock Exchanges, the detailed pre-amalgamation and post-amalgamation (expected) shareholding pattern of the Applicant Company and the Transferor Company are given herein below:

SHAREHOLDING PATTERN OF THE TRANSFEREE COMPANY IS AS FOLLOWS:

Category of the Shareholder	Pre-Amalgamation	
	Number of Equity Shares	%
Promoter and Promoter Group		
Indian		
Individuals / Hindu Undivided Family	7286428	38.30
Central Government / State Government(s)	00	00
Bodies Corporate	4832550	25.40
Financial Institutions / Banks	00	00
Any Other	00	00
Sub-Total (A)(1)	**12118978**	**63.70**
Foreign	00	00

Category of the Shareholder	Pre-Amalgamation	
	Number of Equity Shares	%
Individuals (NRIs / Foreign Individuals)	00	00
Bodies Corporate	00	00
Institutions	00	00
Any Other	00	00
Sub-Total (A)(2)	**00**	**00**
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**12118978**	**63.70**
Public Shareholding	00	00
Institutional Holdings	600	0.00
Non-Institutional Holdings	2033612	10.69
Indian Public	3485134	18.32
Others (NRIs, Foreign Nationals, HUF and Clearing Members, Market Maker)	1388219	7.3
Total Public Shareholding (B)	**6907565**	**36.30**
TOTAL (A)+(B)	**19026543**	**100**
Shares held by Custodians and against which Depository Receipts have been issued (C)	**00**	**00**
GRAND TOTAL (A)+(B)+(C)	**19026543**	**100**

SHAREHOLDING PATTERN OF THE TRANSFEROR COMPANY IS AS FOLLOWS:

Sr. No.	Name Of Shareholder	Fathers /Husband Name	Type of Shares	No. of Shares	% of Shareholding
1	M/s GeeCee Ventures Limited	NA	Equity	9998	99.98
2	Mr. Sureshkumar Vazhathara Vasudevan Pillai as nominee of GeeCee Ventures Limited	Mr.Vasudevan Vazathar Pillai	Equity	1	0.01
3	Mr.Anil kumar Rajan as nominee of GeeCee Ventures Limited	Mr. C. M.Rajan	Equity	1	0.01
		TOTAL		**10000**	**100**

POST AMALGAMATION SHAREHOLDING PATTERN OF THE TRANSFEREE COMPANY IS AS FOLLOWS:

Category of the Shareholder	Post-Amalgamation	
	Number of Equity Shares	%
Promoter and Promoter Group		
Indian		
Individuals / Hindu Undivided Family	7286428	38.30
Central Government / State Government(s)	00	00
Bodies Corporate	4832550	25.40
Financial Institutions / Banks	00	00
Any Other	00	00
Sub-Total (A)(1)	**12118978**	**63.70**
Foreign	00	00

Category of the Shareholder	Post-Amalgamation	
	Number of Equity Shares	%
Individuals (NRIs / Foreign Individuals)	00	00
Bodies Corporate	00	00
Institutions	00	00
Any Other	00	00
Sub-Total (A)(2)	**12118978**	**63.70**
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**00**	**00**
Public Shareholding	00	00
Institutional Holdings	600	0.00
Non-Institutional Holdings	2033612	10.69
Indian Public	3485134	18.32
Others (NRIs, Foreign Nationals, Trusts and Clearing Members)	1388219	7.3
Total Public Shareholding (B)	**6907565**	**36.30**
TOTAL (A)+(B)	**19026543**	**100**
Shares held by Custodians and against which Depository Receipts have been issued (C)	**00**	**00**
GRAND TOTAL (A)+(B)+(C)	**19026543**	**100**

31. This statement may be treated as an Explanatory Statement under Section 393 of the Companies Act, 1956 and Section 110 and Section 102 of the Companies Act, 2013.

32. The proposed amalgamation of the Transferor Company with the Applicant Company would be in the best interest of the Applicant Company and all its shareholders. Further, the creditors of the Applicant Company will in no manner be prejudiced as a result of the Scheme coming into effect.

INSPECTION

33. The following documents will be open for inspection at the Registered Office of the Applicant Company situated at 209-210, Arcadia Building, 195, Nariman Point, Mumbai – 400 021, on any working day (except Saturdays, Sundays and Public Holidays) between 3.00 p.m. to 5.00 p.m. prior to the date of the meeting and up to the last date for receipt of the Postal Ballot Form:

- Memorandum and Articles of Association of the Transferor Company and the Applicant Company.
- Annual Reports of the Transferor Company and the Applicant Company for the financial years ended March 31, 2013, March 31, 2014 and March 31, 2015.
- Audited financial results of the Applicant Company for the year ended March 31, 2015.
- Order dated 30th October, 2015 passed by the Hon'ble High Court of Judicature at Bombay in Company Summons for Direction No. 830 of 2015 for the Transferee Company.
- Fairness Opinion issued by KJMC Corporate Advisors (India) Limited.
- Register of Directors' Shareholdings of the Applicant Company.
- Complaint / Comment Report dated July 20, 2015 filed by the Applicant Company.
- Observation Letters received from NSE Limited and BSE Limited dated September 11, 2015.
- A copy of the Scheme, Explanatory Statement, Form of Proxy and Attendance Slip may be obtained from the Registered Office of the Applicant Company.

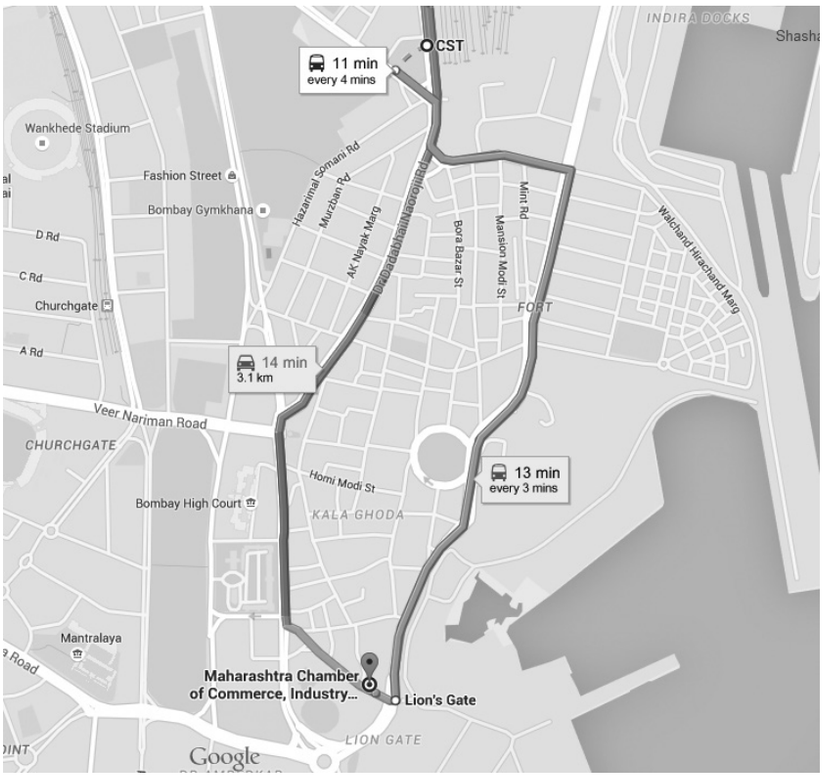
Sd/-

Ashwin Kumar Kothari
Chairman appointed for the Meeting

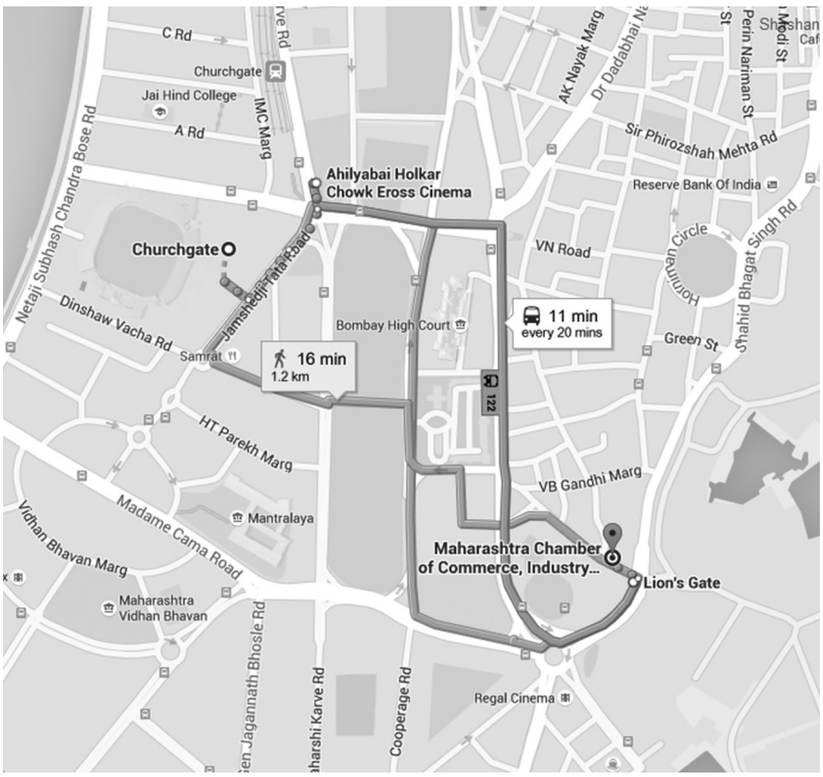
Place: Mumbai
Date: 4th Nov, 2015

Registered Office:

209-210, Arcadia Building,
195, Nariman Point, Mumbai – 400 021



Route map from CST station to venue



Route map from Churchgate station to venue

Fairness Opinion on the Scheme of Amalgamation

GeeCee Logistics & Distributions Private Limited

with

GeeCee Ventures Limited

KJMC Corporate Advisors (India) Limited
162, 16th Floor, Atlanta Building,
Nariman Point, Mumbai 400 021
✉: www.kjmc.com

KJMC CORPORATE ADVISORS (INDIA) LTD.

(Formerly : KJMC Global Market (India) Ltd.)
Merchant Banker : SEBI Registration No : MB/INM000002509

KJMC
ADVICE MATTERS

June 15, 2015

The Board of Directors,
GeeCee Ventures Limited
209-210 Arcadia Building,
2nd Floor, Plot No. 195,
Mumbai - 400 021

Dear Sirs,

Sub: Fairness Opinion on the Scheme of Amalgamation of GeeCee Logistics & Distributions Private Limited with GeeCee Ventures Limited

1. SCOPE & PURPOSE OF THIS REPORT

The management of GeeCee Ventures Limited has appointed KJMC Corporate Advisors (India) Limited ("**KJMC**"), Category I Merchant Banker registered with SEBI having its Permanent Registration No. INM000002509, vide the Engagement Letter dated June 8, 2015 to issue a 'Fairness Opinion' on the Scheme of Amalgamation of GeeCee Logistics & Distributions Private Limited, wholly owned subsidiary, with GeeCee Ventures Limited, holding company.

The Draft Scheme of Amalgamation ("**the Scheme**") provides for the amalgamation of GeeCee Logistics & Distributions Private Limited, wholly owned subsidiary ("**Transferor Company**" / "**GeeCee Logistics**") with GeeCee Ventures Limited, holding company ("**Transferee Company**" / "**GeeCee Ventures**") pursuant to Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and pursuant to the applicable provisions under the Companies Act, 2013 upon enforcement of such provisions.

The Fairness Opinion has been issued to facilitate the Transferee Company to comply with Clauses 24(f) and 24(h) of the Listing Agreement and SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 valid for the purpose of amalgamation.

2. BRIEF BACKGROUND OF THE COMPANIES UNDER REFERENCE

a. Transferee Company

GeeCee Ventures was incorporated on February 14, 1984 as Shubham Aromatics Private Limited. On October 1, 1985 the company was converted into a public limited company and consequently, the name was changed to Shubham Aromatics Limited. The name of the Company was then changed to "Gwalior Chemical Industries Limited" on May 3, 1993.

Regd. office : - 162, 16th Floor, Atlanta, 209, Nariman Point, Mumbai - 400 021.
Tel.: +91-22-2288 5201-2, 4094 5500 ● Fax: +91-22-2285 2892 ● Email: info@kjmc.com ● Website: www.kjmc.com
CIN : L67120MH1998PLC113888

The company was into the business of manufacturing and marketing of specialty chemicals, catering to both the domestic and exports customers in the agrochemicals, paints and coatings, dyes and flavour & fragrance industries. In August 2009, as a part of diversification strategy adopted by the company, it sold its main manufacturing unit at Nagda, Madhya Pradesh to Lanxess (India) Pvt Limited. Post the transfer of the chemical business, the name of the company was changed to GeeCee Ventures Limited.

The company is currently developing a Residential cum Commercial Project at Ghansoli, Navi Mumbai. GeeCee Ventures is listed on the BSE Ltd and National Stock Exchange of India Ltd.

Shareholding Pattern of GeeCee Ventures as on March 31, 2015 is as under:

Category	Shareholding of Equity Shares (%)
Promoters	63.70
Public	36.30

Board of Directors at their Meeting held on July 23, 2014 approved the allotment of 27,00,000 Warrants to Promoter Category, convertible into equity shares of Rs. 10/- each fully paid up at price of Rs. 36/- (including premium of Rs. 26/-), on preferential basis.

Summary Financials of GeeCee Ventures for last three financial years ending March 31, on consolidated basis are as under:

			₹ Lakhs
Particulars	**2015**	**2014**	**2013**
Total Revenue	5,970.40	6,510.17	3,875.87
Total Expenditure	5,096.94	5,529.59	2,737.12
Profit Before Tax	873.46	980.58	1,138.75
Profit After Tax	1,349.32	729.20	799.84

Figures are inclusive of Exceptional / Extraordinary items.

b. **Transferor Company**

GeeCee Logistics & Distributions Private Limited was incorporated as GCV Trading Private Limited, on January 18, 2010 with its registered office at 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai 400 021. It is a wholly owned subsidiary of GeeCee Ventures Limited. The name of the company was changed to GeeCee Logistics & Distributions Private Limited on April 28, 2011.

Earlier, the company was engaged in trading in Steel. Presently, the company is in the business of leasing of Construction Equipments.

KJMC
ADVICE MATTERS

The shareholding pattern as on March 31, 2015 is as under:

Category	Shareholding of Equity Shares (%)
Promoter (GeeCee Ventures and its Nominees)	100

Summary Financials of GeeCee Logistics for last three financial years ending March 31 are as under:

			₹ Lakhs
Particulars	**2015**	**2014**	**2013**
Total Revenue	101.00	59.58	132.54
Total Expenditure	153.16	61.87	178.55
Profit / (Loss) Before Tax	(52.16)	(2.29)	(46.01)
Profit / (Loss) After Tax	(51.29)	(2.41)	(46.01)

3. SCHEME OF AMALGAMATION

We understand that the Board of Directors of GeeCee Ventures in its meeting held on March 30, 2015 considered and approved the Scheme of Amalgamation of GeeCee Logistics & Distributions Private Limited, wholly owned subsidiary with GeeCee Ventures Limited, holding company. The Scheme pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and relevant provisions of Companies Act, 2013 provides for the amalgamation of GeeCee Logistics with GeeCee Ventures. As per the Scheme:

i. With effect from the Appointed Date, April 1, 2014 the whole of undertaking of GeeCee Logistics will be merged with GeeCee Ventures.

ii. Since the entire share capital of Transferor Company is held with the Transferee Company, no consideration shall be payable to the shareholders of Transferee Company for the amalgamation of Transferor Company with Transferee Company.

iii. The entire business of the Transferor Company, as a going concern and all assets and liabilities shall be transferred to and vested in the Transferee Company subject to all charges, liens, mortgages, if any, affecting the same or any part thereof.

iv. The Transferor Company being a wholly owned subsidiary of the Transferee Company, no shares shall be issued pursuant to the Scheme and shares held by the Transferee Company in the Transferor Company will be cancelled.



v. On the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up.

4. RATIONALE FOR AMALGAMATION

The Transferor Company is a wholly owned subsidiary of the Transferee Company. The amalgamation of the Transferor Company with the Transferee Company will inter alia result in the following benefits to the Transferee Company:-

i. The amalgamation will enable the Transferee Company to consolidate the business and lead to synergies in operation and create a stronger financial base;

ii. The single amalgamated company would have the advantage of combined activities and operations of both companies for synergistic linkages thus benefitting from combined resources;

iii. The amalgamation would result in merger and consequent consolidation of businesses of both companies – GeeCee Logistics and GeeCee Ventures in a single entity. This would benefit shareholders of the merged company by the result of amalgamation of business and availability of common operating platform;

iv. This amalgamation will give the opportunity to build a stronger sustainable business and enable optimal utilization of resources by leveraging combined assets, capabilities, experience, expertise and infrastructure of both companies. The amalgamated entity will have availability of sufficient funds to meet its long term capital needs as per the provisions of the Scheme;

v. The Scheme will enable capitalizing on each other's core competency and resources resulting in stability of operations, cost savings and higher profitability levels for the combined entity;

5. BASIS OF VALUATION

Since entire equity share capital of the Transferor Company is held by the Transferee Company, upon amalgamation, no shares are proposed to be issued by the Transferee Company to the shareholders of Transferor Company. Accordingly, no valuation process is applicable to the Scheme.

6. SOURCES OF INFORMATION

We have relied on the following Information in issuing this Fairness Opinion for the purpose of Amalgamation:



KJMC
ADVICE MATTERS

i. Copy of the Memorandum and Articles of Association of GeeCee Ventures and GeeCee Logistics

ii. Audited Financial Statements of GeeCee Logistics for the last three years as at 31st March 2015, 31st March 2014 and 31st March 2013

iii. Audited Financial Statements of GeeCee Ventures for last two years as at 31st March 2014 and 31st March 2013 and Audited Financial Results for the Year ended 31st March, 2015 as per Clause 41 of the Listing Agreement

iv. Draft Scheme of Amalgamation of GeeCee Logistics with GeeCee Ventures

v. Shareholding Pattern as on March 31, 2015 of GeeCee Ventures and GeeCee Logistics

vi. Certificate of Exchange Ratio dated June 5, 2015 issued by M/s Sanjay Raja Jain & Co., Chartered Accountants, Mumbai

vii. Information gathered from the website of the GeeCee Ventures and public domain

viii. Such other information, documents, data, reports, discussions and verbal & written explanations from the management of GeeCee Ventures as were considered relevant for the purpose of Fairness Opinion.

7. FAIRNESS OPINION

GeeCee Logistics is a wholly owned subsidiary of GeeCee Ventures and is now amalgamating with its parent company, GeeCee Ventures. There are no new shares to be issued as the entire equity share capital of GeeCee Logistics is held by GeeCee Ventures. No consideration shall be payable / dischargeable to the shareholders of GeeCee Logistics for the aforesaid amalgamation. On the Scheme becoming effective, GeeCee Logistics shall be dissolved without being wound up. There will be no change in the shareholding pattern of GeeCee Ventures, the publicly listed company and the shareholders of GeeCee Ventures will continue to remain the beneficial owners of GeeCee Ventures in the same proportion as they held prior to the Scheme. Further, according to the Certificate of Exchange Ratio issued by M/s. Sanjay Raja Jain & Co., Chartered Accountants, no valuation process is applicable the Scheme. Considering this, there is no Equity Share Entitlement Ratio prescribed for the proposed transaction.

Based on the above, subject to the caveats as detailed herein below, we are of the opinion that the proposed amalgamation of GeeCee Logistics with GeeCee Ventures as per the Scheme of Amalgamation is fair and reasonable.

KJMC CORPORATE ADVISORS (INDIA) LIMITED MUMBAI

KJMC
ADVICE MATTERS

8. RELIANCE AND LEGAL DISCLAIMER

This Report is prepared by KJMC under a mandate from Transferee Company on the basis of information, documents, papers, and explanations given by the management, officers, and executives of Transferee Company to KJMC. In the preparation of this Opinion, KJMC has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and the data provided by Transferee Company. KJMC has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information. Publicly available information deemed relevant for the purpose of the analysis contained in the Fairness Opinion has also been used. Therefore the Fairness Opinion is based on our interpretation of the information provided by Transferee Company including its representatives and advisors, as supplied to us to date. KJMC has also considered draft Scheme of Amalgamation as furnished. It is assumed that the Amalgamation will be consummated in accordance with the expected terms and within the expected time periods.

No investigation for claim to title of assets of the Transferor Company and Transferee Company has been made by us for the purpose of this Report and claim of the Transferor Company and Transferee Company to such rights has been assumed to be valid. No responsibility whatsoever is assumed for matters of a legal nature. Our report is not and should not be construed as our opining or certifying the compliance of the proposed scheme of amalgamation with the provisions of any law including companies, taxation and/or capital market related laws or as regards any legal implications or issues arising from such proposed Amalgamation.

Our opinion also does not address any matters otherwise than as expressly stated herein including but not limited to matters such as corporate governance matters, shareholder rights or any other equitable considerations.

KJMC has not provided any accounting, tax or legal advice to Transferee Company. Fairness Opinion should not be construed as investment advice or any form of recommendation either for making or divesting investment in any of the companies involved in the scheme of amalgamation. We do not express any opinion on the suitability or otherwise of entering into the proposed transaction. KJMC shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out herein in this Report.

We express no opinion whatsoever and make no recommendation at all to the companies underlying decision to effect the proposed Scheme or as to how the holders of the equity shares or secured or unsecured creditors of the Companies should vote at the respective meetings held in connection with the proposed Scheme. We do not express and should be deemed to have expressed any views on any other term of the proposed Scheme. We also express no opinion and accordingly accept no responsibility or as to the prices at which the equity shares of GeeCee Ventures will trade following the announcement of the Scheme or as to the financial performance of GeeCee Ventures following the consummation of the proposed Scheme.



KJMC
ADVICE MATTERS

This Opinion is necessarily based on various factors and conditions and the written and oral information made available to us as of the date hereof. The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. This opinion is issued on the understanding that the Management of Transferee Company under the scheme has drawn our attention to all matters of which they are aware, which may have an impact on our Opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.

We have not independently investigated or otherwise verified the data provided. There may be matters, other than those noted in this scheme of amalgamation, which might be relevant in the context of the transaction and which a wider scope might uncover.

We have no present or planned future interest in Transferee Company or in any of its subsidiaries / associate companies and the fee payable for this Report are not contingent upon the opinion reported herein. We may currently or in the future, provide investment banking and / or other financial related services to the Transferee Company and/or its subsidiaries or their respective affiliates that are unrelated to the proposed Scheme, for which services we may receive customary fees. Our engagement and the Opinion expressed herein are for the benefit of the Board of Directors of the Transferee Company in connection with its consideration of the proposed scheme of amalgamation and for none other. Neither KJMC nor its affiliates, partners, directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied as to the information and documents provided to us, based on which this Opinion has been Issued. All such parties and entities expressly disclaim any and all liability for, or based on or relating to any such information contained therein.

This report has been issued for the sole purpose to facilitate the Company to comply with Clauses 24(f) and 24(h) of the Listing Agreement and SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 and not for any other purpose. This report is issued on the understanding that it is solely for the use of the persons to whom it is addressed i.e. Board of Directors of Transferee Company and for the purpose described above. We will not be liable or responsible to any person other than those to whom it is addressed. The information contained herein and this Opinion is absolutely confidential. The report must not be made available or copied in whole or in part to any other person without our express written permission.

For KJMC Corporate Advisors (India) Ltd.

Kaushal Patwa
AVP - Investment Banking

KJMC CORPORATE ADVISORS (INDIA) LIMITED MUMBAI

Ghanshyam M. Kapadia
Manager – Investment Banking

DCS/AMAL/AM/24(f)/147/2015-16

September 11, 2015

The Company Secretary
GeeCee Ventures Limited
209 / 210, Arcadia Building,
2nd Floor, 195, Nariman Point,
Mumbai – 400 021

Sub: Observation letter regarding the Draft Scheme of Arrangement involving amalgamation of GeeCee Logistics & Distributions Private Limited with the Company.

We are in receipt of Draft Scheme of Amalgamation of GeeCee Logistics & Distributions Private Limited with the Company.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter dated September 10, 2015 has inter alia given the following comment(s) on the draft scheme of arrangement:

- ***"Company shall duly comply with various provisions of the Circulars."***

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

a. Copy of the High Court approved Scheme;
b. Result of voting by shareholders for approving the Scheme;
c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
e. Status of compliance with the Observation Letter/s of the stock exchanges;
f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
g. Complaints Report as per Annexure II of this Circular.
h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitin Pujari
Manager

Lalit Phatak
Asst. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

Ref: NSE/LIST/ 42108 September 11, 2015

The Company Secretary
GeeCee Ventures Limited,
209/210 Arcadia Building,
2nd Floor, 195, Nariman Point,
Mumbai - 400001.

Kind Attn.: Ms. Sonali Sathe

Dear Madam,

Sub: Observation letter for Draft Scheme of Arrangement between GeeCee Ventures Limited and GeeCee Logistics & Distributions Private Limited and their respective shareholders and creditors.

This has reference to Draft Scheme of Arrangement between GeeCee Ventures Limited and GeeCee Logistics & Distributions Private Limited and their respective shareholders and creditors u/s 391 to 394 and other applicable provisions of the Companies Act 1956 submitted to NSE vide your letter dated May 05, 2015.

Based on our letter reference no Ref: NSE/LIST/40683 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated September 10, 2015, has given following comments on the draft Scheme of Amalgamation:

"The Company shall duly comply with various provisions of the Circulars."

We hereby convey our 'No-objection' with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon'ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from September 11, 2015, within which the Scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051, India. • Tel: +91 22 26598235/36, 26598346 • Fax: +91 22 26598237/38
E-mail : cmlist@nse.co.in • Web site: www.nseindia.com

a. Copy of Scheme as approved by the High Court;
b. Result of voting by shareholders for approving the Scheme;
c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
d. Status of compliance with the Observation Letter/s of the stock exchanges
e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,
For National Stock Exchange of India Limited

Kamlesh Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

GEECEE VENTURES LIMITED
209-210, Arcadia,195, Nariman Point, Mumbai - 400 021. India
Phone : 91-22-6670 8600 • Fax : 91-22-6670 8650
E-mail : gcvl@gcvl.in • Website : www.geeceeventures.com / CIN-L24249MH1984PLC032170

ANNEXURE III

Format for Complaints Report:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable	-	-

For GeeCee Ventures Limited

GeeCee Ventures Limited Mumbai

Sonali Sathe
Company Secretary
20.07.2015.

SCHEME OF AMALGAMATION
OF
GEECEE LOGISTICS & DISTRIBUTIONS PRIVATE LIMITED
(The Transferor Company)
WITH
GEECEE VENTURES LIMITED
(The Transferee Company)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

1. PREAMBLE

This Scheme of Amalgamation is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 for the amalgamation of GEECEE LOGISTICS & DISTRIBUTIONS PRIVATE LIMITED, (hereinafter referred to as "The Transferor Company") with GEECEE VENTURES LIMITED, (hereinafter referred to as "The Transferee Company"), pursuant to Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and other relevant provisions of Companies Act, 2013 as notified therein and the same is divided into the following Parts:

Part A - deals with Definitions and Share Capital;

Part B - deals with Amalgamation of GEECEE LOGISTICS & DISTRIBUTIONS PRIVATE LIMITED with GEECEE VENTURES LIMITED.

Part C – deals with General Clauses, Terms and Conditions.

2. RATIONALE FOR THE SCHEME OF AMALGAMATION

2.1 The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base.

2.2 It would be advantageous to combine the activities and operations of both companies into a single Company for synergistic linkages and the benefit of combined resources.

2.3 This Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Company and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of Business and availability of a common operating platform.

2.4 Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies. The merged entity will also have sufficient funds required for meeting its long term capital needs as provided for in the scheme.

2.5 The Scheme of amalgamation will result in cost saving for both the companies as they are capitalizing on each other's core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company

PART A – DEFINITIONS AND SHARE CAPITAL

3. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

3.1 GEECEE LOGISTICS & DISTRIBUTIONS PRIVATE LIMITED, (hereinafter referred to as "The Transferor Company") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at 209-210, Arcadia, 195, Nariman Point, Mumbai 400 021.

3.2 GEECEE VENTURES LIMITED, (hereinafter referred to as "The Transferee Company") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at 209-210, Arcadia, 195, Nariman Point, Mumbai 400 021.

3.3 "The Act" or "the said Act" means the Companies Act, 1956 and The Companies Act, 2013 to the extent the sections as notified and shall include any statutory modifications, re–enactment or amendments thereof for the time being in force.

3.4 "The Appointed Date" means 1st April, 2014 or such other date as the High Court of Judicature at Mumbai or other competent authority may otherwise direct/ fix.

3.5 "The Effective Date" means the date on which certified copies of the Order(s) of the High Court at Mumbai vesting the assets, properties, liabilities, rights, duties, obligations and the like of all the Transferor Company in the Transferee Company are filed with the Registrar of Companies, Maharashtra, after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders in this regard.

3.6 "The High Court" shall for the purpose of this Scheme, mean the High Court of Judicature at Mumbai and the expression shall include, all the powers of the High Court under the Chapter V of the Act being vested on the National Company Law Tribunal constituted under Section 10 FB of the Act, the National Company Law Tribunal and the provisions of the Act as applicable to the Scheme shall be construed accordingly.

3.7 "Record Date" means the date to be fixed by the Board of the Directors of the GeeCee Ventures Limited, for the purposes of issue and allotment of shares of the GeeCee Ventures Limited as may be applicable and relevant in accordance with this Scheme of Amalgamation.

3.8 "Undertaking" shall mean and include:

(a) All the assets and properties and the entire business of the Transferor Company as on the Appointed Date, (hereinafter referred to as "the said assets")

(b) All the debts, liabilities, contingent liabilities, duties, obligations and guarantees of the Transferor Company as on the Appointed Date (hereinafter referred to as "the said liabilities")

(c) Without prejudice to the generality of sub-clause (a) above, the Undertaking of the Transferor Company shall include the Transferor Company reserves, movable and the immovable properties, all other assets including investments in shares, debentures, bonds and other securities, claims, loans and advances, deposits, Trade- Receivable, ownership rights, lease-hold rights, tenancy rights, occupancy rights, hire purchase contracts, leased assets, lending contracts, revisions, powers, permits, authorities, licenses, consents, approvals, municipal permissions, industrial and other licenses, permits, authorizations, quota rights, registrations, import/ export licenses, bids, tenders, letter of intent, connections for water, electricity and drainage, sanctions, consents, product registrations, quota rights, allotments, approvals, freehold land, buildings, factory buildings, plant & machinery, electrical installations and equipments, furniture and fittings, laboratory equipments, office equipments, effluent treatment plants, tube wells, software packages, vehicles and contracts, engagements, titles, interest, benefits, allocations, exemptions, concessions, remissions, subsidies, tax deferrals, tenancy rights, trademarks, brand names, patents and other industrial and intellectual properties, import quotas, telephones, telex, facsimile, websites, e-mail connections, networking facilities and other communication facilities and equipments, investments, rights and benefits of all agreements and all other interests, rights and power of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals and all necessary records, files, papers, process information, data catalogues and all books of accounts, documents and records relating thereof.

3.9 "The Scheme" means this Scheme of Amalgamation in its present form or with any modification(s) approved or imposed or directed by the High Court at Mumbai.

4. SHARE CAPITAL

4.1 The Share Capital of the Transferor Company as at 31st March, 2014 is as under.

Particulars	Amount in (₹)
Authorised Capital	
5,00,000 Equity Shares of Rs.10/-each	**50,00,000**
Total	**50,00,000**
Issued, Subscribed and Paid-up	
10,000 Equity Shares of Rs.10/- each fully Paid-up	1,00,000
Total	**1,00,000**

4.2 The Share Capital of the Transferee Company as at 31st March, 2014 is as under.

Particulars	Amount in (Rs.)
Authorised Capital	
5,00,00,000 Equity Shares of Rs.10/- each.	50,00,00,000
Total	**50,00,00,000**
Issued, Subscribed and Paid-up	
1,90,26,543 Equity Shares of Rs. 10/- each fully paid-up.	19,02,65,430
Total	**19,02,65,430**

PART-B – AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFEREE COMPANY

5. TRANSFER AND VESTING OF UNDERTAKING

5.1 With effect from the opening of the business as on the Appointed Date (i.e;1st April, 2014) and subject to the provisions of this Scheme, the entire Undertaking of the Transferor Company including the assets and liabilities as on the Appointed Date, shall pursuant to Section 394 and other applicable provisions of the Act, without any further act, instrument or deed, be and shall stand transferred to and vested in and/or deemed to have been transferred to and vested in the Transferee Company as a going concern subject, however, to all charges, liens, mortgages, if any, then affecting the same or any part thereof.

PROVIDED ALWAYS that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Transferor Company and which shall vest in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be obliged to create any further or additional security after the amalgamation has become effective or otherwise unless specifically provided hereinafter.

5.2 The entire business of the Transferor Company as going concerns and all the properties whether movable or immovable, real or personal, corporeal or incorporeal, present or contingent including but without being limited to all assets, authorized capital, fixed assets, capital work-in-progress, current assets and debtors, investments, rights, claims and powers, authorities, allotments, approvals and consents, reserves, provisions, permits, ownerships rights, lease, tenancy rights, occupancy rights, incentives, claims, rehabilitation schemes, funds, quota rights, import quotas, licenses, registrations, contracts, engagements, arrangements, brands, logos, patents, trade names, trade marks, copy rights, all other intellectual property rights, other intangibles of the Transferor Company whether registered or unregistered or any variation thereof as a part of its name or in a style of business otherwise, other industrial rights and licenses in respect thereof, lease, tenancy rights, flats, telephones, telexes, facsimile connections, e-mail connections, internet connections, websites, installations and utilities, benefits of agreements and arrangements, powers, authorities, permits, allotments, approvals, permissions, sanctions, consents, privileges, liberties, easements, other assets, special status and other benefits that have accrued or which may accrue to the Transferor Company on and from the Appointed Date and prior to the Effective Date in connection with or in relation to the operation of the undertaking and all the rights, titles, interests, benefits, facilities and advantages of whatsoever nature and where ever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company as on the Appointed Date and prior to the Effective Date shall, pursuant to the provision of Section 394(2) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company.

a. With effect from the Appointed Date, all the equity shares, debentures, bonds, notes or other securities held by the Transferor Company, whether convertible into equity or not and whether quoted or not shall, without any further act or deed, be and stand transferred to the Transferee Company as also all the movable assets including cash in hand, if any, of the Transferor Company capable of passing by manual delivery or by endorsement and delivery, as the case may be, to the Transferee Company to the end and intent that the property therein passes to the Transferee Company on such manual delivery or by endorsement and delivery.

b. In respect of movable properties of the Transferor Company other than specified in Clause 5.2 (a) above, including sundry debtors, outstanding loans and advances, if any recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi government, local and other authorities and bodies, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, give notice in such form as it may deem fit and proper to each person, debtor or depositor, as the case may be, that pursuant to the High Court having sanctioned the Scheme, the said debts, loans, advances or deposits be paid or made good or held on account of the Transferee Company as the person entitled thereto to the end and intent that the right of the Transferor Company to recover or realize all such debts, deposits and advances (including the debts payable by such persons, debtor or deposit to the Transferor Company) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

5.3 With effect from the Appointed Date, all the debts, unsecured debts, liabilities, duties and obligations of every kind, nature and description of the Transferor Company shall also under the provision of Sections 391 to 394 of the Act, without any further act or deed be transferred to or be deemed to be transferred to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to the contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause.

5.4 It is clarified that all debts, loans and liabilities, duties and obligations of the Transferor Company as on the Appointed Date and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or upto the day of the Appointed Date shall be the debts, loans and liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Company or on any income earned from those assets.

5.5 It is further specifically clarified, admitted, assured and declared by the Transferee Company that on this Scheme becoming effective, it will take over, absorb and pay and discharge on due dates all the liabilities including liabilities for income tax, wealth tax, central sales tax, value-added tax, service tax, excise duty, custom duty, fringe benefit tax, dividend distribution tax, if any, of the Transferor Company.

5.6 With effect from the Appointed Date all debts, liabilities, dues, duties and obligations including all income tax, wealth tax, central sales tax, value added tax, service tax, excise duty, custom duty, fringe benefit tax, dividend distribution tax and other Government and Semi-Government and Statutory liabilities of the Transferor Company shall pursuant to the applicable provisions of the Act and without any further act or deed be also transferred or be deemed to be transferred to and vest in and be assumed by the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of Transferee Company on the same terms and conditions as were applicable to the Transferor Company.

6. CONTRACTS, BONDS AND OTHER INSTRUMENTS

Subject to other provisions contained in the Scheme, all contracts, bonds, debentures, indentures and other instruments to which the Transferor Company are parties subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced as fully and as effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.

7. LEGAL PROCEEDINGS

If any, suit, writ petition, appeal, revision or other proceedings (hereinafter called "the Proceedings") by or against the Transferor Company are pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company or of anything contained in the Scheme, but all such Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may initiate any legal proceedings including criminal proceedings for and on behalf of the Transferor Company.

8. OPERATIVE DATE OF THE SCHEME

The Scheme set out herein in its present form with or without any modifications(s) approved or imposed or directed by the High Court or made as per Clause 19 of the Scheme, shall be effective from the Appointed Date but shall become operative from the Effective Date.

9. TRANSFEROR COMPANY STAFF, WORKMEN AND EMPLOYEES

All the staff, workmen and other employees in the service of the Transferor Company immediately before the transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Transferee Company on the basis that :

9.1 Their respective services shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertaking of the Transferor Company;

9.2 The terms and conditions of service applicable to the said staff, workmen or employees after such transfer shall not in any way be less favorable to them than those applicable to them immediately before the transfer; and

9.3 It is provided that as far as Provident Fund, Gratuity Fund, Superannuation Fund or other special fund, if any, created or existing for the benefit of the staff, workmen and other employees of the Transferor Company are concerned, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever related to the administration or operation of such funds or in relation to the obligation to make contributions to the said Funds in accordance with the provisions of such Funds as per the terms provided in the respective trust deeds. It is the aim and intent of the Scheme herein that all the rights, duties, powers and obligations of the Transferor Company in relation to such funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees employed in different units of the Transferor Company under such Funds and Trusts shall remain fully protected.

10. CONDUCT OF BUSINESS BY THE TRANSFEROR COMPANY TILL EFFECTIVE DATE

With effect from the Appointed Date and upto the Effective Date, the Transferor Company:

10.1 shall carry on and shall be deemed to be carrying on all their respective business activities and shall stand possessed of their respective properties and assets for and on account of and in trust for the Transferee Company and all the profits or income accruing or arising to the Transferor Company and/or any cost, charges, expenditure or losses arising or incurred by them shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or cost, charges, expenditure or losses of the Transferee Company;

10.2 shall in the ordinary course of their respective business activities, assign, transfer or sell or exchange or dispose of or deal with all or any part of the rights vested with or title and interest in the property, assets, immovable or movable properties including assignment, alienation, charge, mortgage, encumbrance or otherwise deal with the rights, title and interest in the actionable claims, debtors and other assets etc., with the consent of the Transferee Company and such acts or actions would be deemed to have been carried on by the Transferor Company for and behalf of the Transferee Company and such acts or actions would be enforceable against or in favour of the Transferee Company and all the profits or incomes or losses or expenditure accruing or arising or incurred by the Transferor Company shall, for all purposes, be treated as the profits or incomes or expenditure or losses of the Transferee Company;

10.3 hereby undertake to carry on their respective businesses until the Effective Date with reasonable diligence, utmost prudence and shall not, without the written consent of the Transferee Company, alienate, charge or otherwise deal with the said Undertaking or any part thereof except in the ordinary course of the Transferor Company business;

10.4 shall not vary the terms and conditions of the employment of their employees except in the ordinary course of business.

10.5 pay all statutory dues relating to their respective Undertakings for and on account of the Transferee Company.

11. ISSUE OF SHARES BY THE TRANSFEREE COMPANY

11.1 Since the entire equity share capital of the Transferor Company is held by The Transferee Company, upon amalgamation, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Transferor Company. The Shares so held by the Transferee Company shall stand cancelled and extinguished pursuant to the implementation of the Scheme of Amalgamation.

12. PROFITS, DIVIDENDS, BONUS / RIGHTS SHARES

12.1 With effect from the Appointed Date, the Transferor Company shall not without the prior written consent of the Transferee Company, utilize the profits, if any, for declaring or paying of any dividend to its shareholders and shall also not utilize, adjust or claim adjustment of profits/ reserves, as the case may be earned/ incurred or suffered after the Appointed Date.

12.2 The Transferor Company shall not after the Appointed Date, issue or allot any further securities, by way of rights or bonus or otherwise without the prior written consent of the Board of Directors of the Transferee Company.

13. ACOUNTING TREATMENT

Subject to clauses 13.1 to 13.3 below, the amalgamation would be accounted for by applying the "Pooling of Interest Method" of accounting as contained in the "Accounting Standard 14: Accounting for Amalgamations" issued by the Institute of Chartered Accountants of India.

13.1 The Transferee Company shall record all assets and liabilities, including reserves, recorded in the Books of Account of the Transferor Company, pursuant to the Scheme at their book values as on the Appointed Date.

13.2 The excess of assets over liabilities and reserves of the Transferor Company transferred to the Transferee Company shall be credited to the Capital Reserve Account of the Transferee Company.

13.3 Investments of the Transferee Company in the Transferor Company appearing in the books of accounts of the Transferee Company will stand cancelled and be adjusted against capital reserve arising under Clause 13.2.

13.4 Inter-company balances and transactions if any, will stand cancelled.

13.5 In case of any differences in the accounting policies between the Transferor Company and the Transferee Company, the impact of the same till the Appointed Date of amalgamation will be quantified and adjusted in the Free/ General Reserves of the Transferee Company to ensure that the financial statements of the Transferee Company reflects the financial position on the basis of consistent accounting policies.

14. COMBINATION OF AUTHORISED CAPITAL

14.1 Upon sanction of this Scheme, the authorised share capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including therein the payment of stamp duty and fees payable to Registrar of Companies, by the authorised share capital of the Transferor Company aggregating to ₹ 50,00,000/- (Rupees Fifty Lakhs Only) comprising of 5,00,000 (Five Lakhs) Equity Shares of ₹10/- each and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorised share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Sections 391 to 395 and 13, 14 and 61 of the Companies Act, 2013 and applicable provisions of the Act, as the case may be and for this purpose the stamp duties and the fees paid on the authorised capital of the Transferor Company shall be utilized and applied to the above referred increased authorized share capital of the Transferee Company and no payment of any extra stamp duty and/or fee shall be payable by the Transferee Company for increase in its authorised share capital to that extent.

14.2 Consequent upon the amalgamation, the authorised share capital of the Transferee Company will be as under:

Authorised Capital	**Amount in ₹**
5,05,00,000 Equity Shares of ₹ 10/- each	50,50,00,000/-
Total	**50,50,00,000/-**

It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of the Transferee Company as may be required under the Act.

14.3 Clause V of the Memorandum of Association of the Transferee Company stands amended as follows:

The Authorised Share Capital of the Transferee Company is Rs. 50,50,00,000/- (Rupees Fifty Crore Fifty Lakhs Only) comprising of 5,05,00,000 (Five Crore Five Lakhs) Equity Shares of Rs.10/- each.

15. DISSOLUTION OF THE TRANSFEROR COMPANY

On the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up.

PART-C – GENERAL

16. APPLICATIONS TO HIGH COURT

The Transferor Company and the Transferee Company herein shall, with all reasonable dispatch, make applications under Sections 391 to 394 of the said Act to the High Court of judicature at Mumbai for sanctioning the Scheme and for dissolution of the Transferor Company without being wound up.

17. MODIFICATIONS/AMENDMENTS TO THE SCHEME

17.1 The Transferor Company (by their respective Directors) and the Transferee Company (by its Directors) may assent to any modifications or amendments to the Scheme or agree to any terms and/or conditions which the Courts and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme into effect. All amendments/ modifications to the Scheme shall be subject to approval of High Court.

17.2 The approval to the Scheme by the requisite majorities of such classes of persons of the Transferor as may be directed by the Hon'ble High Court on the applications made for the directions under Section 391 of the Act for calling meetings or for dispensing with their holding.

17.3 The Transferor Company obtained Shareholder's approval through Special Resolution passed through postal Ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution and further the Special Resolution shall be acted upon only if the votes cast by public shareholders in favor of the proposal are more than the number of votes cast by public shareholders against it.

17.4 For the purpose of giving effect to the Scheme or to any modification thereof, the Directors of the Transferee Company are hereby authorised to give such directions and/or to be take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

18. NO CHANGE IN MANAGEMENT OF THE TRANSFEREE COMPANY

18.1 There shall be no change in the Control and management of the Transferee Company pursuant to the Scheme.

19. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

The Scheme is conditional on and subject to:

19.1 The approval to the Scheme by the requisite majorities of the members and creditors of the Transferor Company and of the members and creditors of the Transferee Company.

19.2 The requisite resolution(s) under the applicable provisions of the said Act being passed by the Shareholders of the Transferee Company for any of the matters provided for or relating to the Scheme, as may be necessary or desirable, including approval to the issue and allotment of Equity Shares in the Transferee Company to the members of the Transferor Company.

19.3 The sanction of the High Court of Judicature at Mumbai under Sections 391 to 394 of the said Act, in favour of the Transferor Company and the Transferee Company and to the necessary Order or Orders under Section 394 of the said Act, being obtained.

19.4 Any other sanction or approval of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Boards of Directors of the Transferor Company and the Transferee Company being obtained and granted in respect of any of the matters for which such sanction or approval is required.

19.5 The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.

20. EFFECT OF NON RECEIPT OF APPROVALS/ SANCTIONS

In the event of any approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Boards of Directors of the Transferee Company and the Transferor Company shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme not being sanctioned by the Hon'ble High Court, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

21. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges, taxes including duties, levies and all other expenses of the Transferor Company and the Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing/ completing the terms and provisions of the Scheme and/or incidental to the completion of Amalgamation of the said Undertakings of the Transferor Company in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.

GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170
Registered Office: 209-210, Arcadia Building, 195, Nariman point, Mumbai 400 021.
Phone: 91-22-6670 8600 • Fax: 91-22-6670 8650 • E-mail: gcvl@gcvl.in, Website: www. geeceeventures.com

IN THE HIGH COURT OF JUDICATURE AT BOMBAY ORDINARY ORIGINAL CIVIL JURISDICTION COMPANY SUMMONS FOR DIRECTION NO. 830 OF 2015

In the matter of:
Sections 391 to 394 of the Companies Act, 1956
And
In the matter of:
The Scheme of Amalgamation of
GeeCee Logistics & Distributions Private Limited ("Transferor Company"")
With
GeeCee Ventures Limited ("Transferee Company" or Applicant Company)
And
Their respective shareholders and creditors

GeeCee Ventures Limited, a Company incorporated)
under the provisions of the Indian Companies Act, 1956)
and) having its Registered Office at **209-210,**)
Arcadia Building, 195Nariman Point, Mumbai – 400 021) **..... Applicant Company**

FORM OF PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We, the undersigned, being the Equity Shareholder(s), of GeeCee Ventures Limited (**"Transferee Company"** or **"Applicant Company"**) do hereby appoint_____ of _____; and failing him / her _____ of _____, as my/our proxy, to act for me/us at the Court Convened Meeting of the Equity Shareholders to be held on **Tuesday 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**, for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation, which provides for the amalgamation of **GeeCee Logistics & Distributions Private Limited** with **GeeCee Ventures Limited** (**"Scheme"**) and at such meeting and any adjournment thereof, to vote, for me/us and in my /our name(s) on the said arrangement embodied in the Scheme either with or without modification(s).

(Strike out what is not necessary)

Dated this _____ day of_____, 2015.

Name:_____ Address:_____

DP. ID.:_____ Folio No.: _____

Client ID.: _____ No. of Shares held: _____

Signature of Sole Holder/First Holder _____

Second Holder_____

Third Holder _____

Affix Revenue Stamp

Notes:

1. A Proxy need not be a member.
2. Alterations, if any, made in the Form of Proxy should be initialed.
3. The Form of Proxy must be deposited at the Registered Office of the Applicant Company, not later than 48 hours before the time for the said meeting.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. A form of appointment naming a proxy and a list of individuals who would be willing to act as Proxies will be made available on receipt of a request in writing to the Company Secretary.

GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170

Registered Office: 209-210, Arcadia Building, 195, Nariman point, Mumbai 400 021.
Phone: 91-22-6670 8600 • Fax: 91-22-6670 8650
E-mail: gcvl@gcvl.in, Website: www. geeceeventures.com

ATTENDANCE SLIP

COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON TUESDAY DECEMBER 15, 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

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP. ID*		Folio No.	
Client ID*		No. of Share(s) held	

NAME AND ADDRESS OF THE EQUITY SHAREHOLDER (in block letters):

NAME AND ADDRESS OF THE PROXY HOLDER (in block letters, to be filled in by the Proxy attending instead of the Equity Shareholder(s):

I/We hereby record my presence at the Court Convened Meeting of the Equity Shareholders of the Applicant Company to be held on Tuesday December 15th, 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, pursuant to the Order dated October 30, 2015 of the Hon'ble High Court of Judicature at Bombay.

Signature of the Equity Shareholder or Proxy: _____

* Applicable for shareholders holding shares in dematerialized form.

Notes:

1. Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after affixing their signature on it.
2. Shareholders who come to attend the meeting are requested to bring with them a copy of the Notice and Scheme of Amalgamation.
3. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
4. Shareholders are informed that in case of joint holders attending the meeting only such joint holder who is higher in order of the names will be entitled to vote.