GEECEE VENTURES LIMITED

Registered Office: 209-210, Arcadia, 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
CIN: L24249MH1984PLC032170

Notice of Extra-Ordinary General Meeting

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of **GEECEE VENTURES LIMITED** will be held on Wednesday, 9th July, 2014 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 consider and if thought fit, to transact with or without modification(s) as may be permissible, the following business:

1. Issuance of warrants convertible into equity shares on preferential basis to the Promoters/ Promoter Group:

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

"RESOLVED THAT pursuant to provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act 2013 (the Act) (including any statutory modification(s) or re-enactment there, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the company with the Stock Exchanges where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(SEBI ICDR Regulations, 2009), SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, for the time being in force, as may be applicable on preferential issue of Warrants Convertible into Equity Shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as 'the Board" which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the board by this resolution, have been delegated) and subject to such consents and approvals (including any conditions thereof, or modifications to the terms contained therein), if any, required by the appropriate authorities, including those of Stock Exchange(s), or such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot Upto 27,00,000 (Twenty Seven Lacs) Warrants Convertible into Equity shares of the Company of Rs. 10/- each to the promoters/promoters group as per the table given below on preferential basis convertible into 1 (one) Equity share of Rs. 10/- (Rupees Ten Only) each fully paid-up at price of Rs.36/- (Rupees Thirty Six Only) including premium of Rs. 26 (Rupees Twenty Six Only) determined in accordance with the SEBI Guidelines provided that promoter's shareholding does not increase by more than 5% of the equity capital in any financial year.

Promoter Group:

Sr. No.	Name of the Proposed Allottees	No. of Warrants proposed to be allotted	25% Amount payable including premium at the time of allotment of warrants (in Rs.)
1.	Mr. Ashwin Kumar Kothari	3,50,000	31,50,000
2.	Mrs. Tejal Kothari	10,00,000	90,00,000
3.	Mr. Gaurav Shyamsukha	3,75,000	33,75,000
4.	Mrs. Nidhi Shyamsukha	9,75,000	87,75,000
	Total	**27,00,000**	2,43,00,000

RESOLVED FURTHER THAT that without prejudice to the generality of the above, the aforesaid issue of the Warrants shall be on the following terms:

1. In accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, 25% of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of the Warrants.
2. The holders of each Warrant will be entitled to apply for and obtain allotment of one equity share of the face value of Rs.10 each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of eighteen months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants being so exercised to the Company simultaneously with the allotment of equity shares by the Company pursuant to such exercise. The amount so paid will be adjusted/set-off against the issue price of the resultant equity shares.
3. If the entitlement against the warrants to apply for .the equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited.
4. Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a Committee thereof) shall allot one equity share per Warrant by appropriating Rs.10/- towards equity share capital and the

balance amount paid against each Warrant, towards the securities premium. The allotment shall only be made in the dematerialized form.

5. In the event of the Company making a bonus issue by way of capitalization of its reserves, prior to allotment of equity shares resulting from the exercise of the option under the Warrants, the number of shares to be allotted against such Warrants shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus Issue and the premium shall stand reduced pro tanto.
6. In the event of the Company making a rights offer by way of issue of new equity shares prior to allotment of equity shares resulting from the exercise of the option under the Warrants, the entitlement of the equity shares under the Warrants shall stand increased in the same proportion in the rights offer and such additional equity shares will be offered to the warrant holder(s) at the same price at which the existing shareholders are offered equity shares.
7. The warrant(s) by itself until exercised and equity shares allotted, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.
8. The equity shares allotted pursuant to the conversion of warrants which are issued to the Promoter/ Promoter Group shall be locked in for a period of three years from the date of trading approval granted by Stock Exchanges having nationwide terminals i.e. BSE & NSE.
9. The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority / body or the Central Govt. the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
10. The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the balance sheet and/or Directors' Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the unutilized monies shall also be disclosed under a separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon exercise of option by Warrant holder(s) or as may be necessary in accordance with the terms of the offer.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the relevant date as per SEBI (ICDR) Regulations, 2009, for determination of price of the Equity Shares to be issued and allotted upon exercise of the right attached to the Warrants referred to above, is 30 days prior to this Extra Ordinary General Meeting i.e. 9th June, 2014.

RESOLVED FURTHER THAT the equity shares allotted on exercise of warrants in terms of this resolution shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities such as the Government of India, SEBI, Stock Exchanges or any other authority, while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in regard to such issue and allotment and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority by this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion deem necessary, desirable, Incidental or expedient to the Issue or allotment of the aforesaid Warrants and listing of the Equity Shares on exercise with the Stock Exchange(s) as appropriate and to clarify, resolve and settle all questions and difficulties that may arise in relation to the proposed Issue, offer and allotment of any of the said Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the company or to any other Director or Directors or Company Secretary or any other officer(s) or employee(s) of the company or any advisor, as it may consider appropriate in order to give effect to this Resolution."

By Orders of the Board

Sd/-

Place: Mumbai
Dated: 12.06.2014

Namrata Mhatre
Company Secretary

NOTES:

The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

   The instruments of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. Members/Proxies should bring Notice along with the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

3. All documents referred to in the Notice or in the accompanying Explanatory Statement are available for inspection by members at the registered office of the company on all working days except Saturdays, Sundays and public holidays, between 3.00 p. m. to 6.00 p. m. prior to the date of the Extra-ordinary General Meeting and will also be available for inspection at the meeting.

4. Green Initiative - Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice by email and others are being sent by post.

5. Members are requested to send all their documents and communications pertaining to shares to **Link lntime India Pvt Ltd**., **Share Transfer Agent of the Company at their address** at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, (Maharashtra), Telephone No. 022 - 2596 3838, Fax No. 022 - 2594 6969 for both physical and demat segments of Equity Shares. Please quote on all such correspondence- "Unit- GeeCee Ventures Limited." **For Shareholders queries-Telephone, 022-25946970 Email ID- rnt.helpdesk@linkintime.co.in.**

6. **Voting through electronic means**

   In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

A. The instructions for members for voting electronically are as under:-
In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com during the voting period.
(ii) Click on "Shareholders" tab.
(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
(iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	**For Members holding shares in 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)	
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.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the "AHRGC1008A" in the PAN field.
Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter "99999999999999" in the Dividend Bank Details or "12/06/2014" in the Date of Birth field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.
(viii) Members holding shares in physical form will then reach directly the EVSN 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.
(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the relevant EVSN on which you choose to vote.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

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

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

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(xviii) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

B. The voting period begins on 3rd July 2014(10:00 a.m.) and ends on 5th July 2014 (6:00 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 12th June 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

C. Mr. Nishant Jawasa, Practicing Company Secretary (Membership No. F6557) has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner.

D. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

E. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.geeceeventures.com and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited and National stock Exchange of India limited.

F. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In terms of Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to above said Special Resolution.

Your Company is into Real Estate Sector which requires high amount of long term capital for carrying out larger Real Estate Projects. Hence, it is proposed to issue and allot up to 27,00,000 (Twenty Seven lakhs) Warrants to promoters/promoter group on preferential basis fully convertible into equal number of equity shares of Rs. 10/- each, at a price of Rs.36/- each(face value of Rs.10/- at a premium of Rs.26/- per equity share) which is determined in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and in compliance with the provisions of Section 62 and other applicable provisions of the Companies Act,2013 and other SEBI regulations subject to the approval of the Members of the Company by way of Special Resolution. .

The details of the issue and other particulars as required in terms of the Chapter VII of the SEBI ICDR Regulations, 2009 in relation to the above said Special Resolution are given as under:

1. The Object/s of the issue through preferential offer:

The purpose of the issue of Warrants convertible into equity shares is to fund the Real Estate Business.

2. The proposal of the promoters/directors or key management persons to subscribe to the offer:

The proposed allottees for preferential issuance of 27,00,000 Warrants convertible into Equity Shares of Rs.10 each at a premium of Rs.26 per share are the promoters/promoter group of the Company as referred in the resolution and they have consented to subscribe to 27,00,000 warrants at a price of Rs.36 convertible into 27,00,000 equity shares of Rs.10 each at a premium of Rs.26 per share.

3. The Shareholding pattern before and after the preferential issue:

The shareholding pattern of the Company pre and post the preferential allotment (considering full conversion of warrants into equity shares) would be as follows :

Sr. No.	Category	Pre-Allotment Holding		Post-Allotment Holding	
		Total No. of Shares	% of Capital	Total No. of Shares	% of Capital
A.	**Promoters' Holding**				
	Indian Promoters	7286428	38.30	9986428	45.96
	Body Corporate	4832550	25.40	4832550	22.24
	Foreign Promoters	0	0.00	0	0.00
	Sub-Total	12118978	63.70	14818978	68.20
B.	**Non-Promoters' Holding**				
	Financial Institution/Banks	100	0.00	100	0.00
	Bodies Corporate	2253049	11.84	2253049	10.37
	Clearing Members	24577	0.13	24577	0.12
	Market Maker	6505	0.03	6505	0.03
	Hindu Undivided Family	22320	0.12	22320	0.10
	Non Resident Indians	31503	0.16	31503	0.15
	General Public	4569511	24.02	4569511	21.03
	Grand Total	19026543	100	21726543	100

4. Proposed time within which the preferential issue shall be completed:

The allotment of Warrants convertible into Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the company within a period of 15 days from the date of such approvals.

5. The identity of proposed allottees and percentage of post preferential issue capital that may be held:

It is proposed to allot 27,00,000 Warrants convertible into equity shares to the promoters/promoter group of the Company. The percentage that may be held by allottees in the post-issued capital on issue of Warrants on conversion into equity shares is as set out in 3 above. The identity of the allottees and their relations with the promoters are as under:

Sr. No.	Name of the proposed allottees	Relation, if any with the promoter or person in control of the Company	No. of Warrants proposed to be allotted	% of Post issue holding (after conversion into equity shares assuming full conversion of warrants)
1.	Mr. Ashwin Kumar Kothari	Promoter	3,50,000	4.59
2.	Mrs. Tejal Kothari	Promoter	10,00,000	4.60
3.	Mr. Gaurav Shyamsukha	Promoter	3,75,000	3.04
4.	Mrs. Nidhi Shyamsukha	Promoter	9,75,000	4.49
		Total	**27,00,000**	16.72

6. Relevant date and pricing of the issue:

The Relevant Date for the purpose of determining the price of the shares arising out of the Warrants, in accordance with the pricing method given in Chapter VII of SEBI (ICDR) Regulations, 2009 is 9th June, 2014 i.e. 30 days before the date of the Extraordinary General Meeting.

7. Auditors' Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the Warrants convertible into Equity shares is being made in accordance with the requirements of the SEBI Guidelines for preferential issue of securities as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be placed before the shareholders of the Company at the forthcoming Extra-ordinary General Meeting and will also be open for inspection at the Registered Office of the Company from 3:00 p.m. to 6:.00 p.m. on any working day up to the date of the meeting.

8. Terms of issue of Warrants to Promoter and/or Promoter Group:

1. The proposed allottees of Warrants shall, on the date of allotment, pay an amount equivalent to at least 25% of the price fixed in terms of the Chapter VII of SEBI (ICDR) Regulations, 2009.
2. The holders of each Warrant will be entitled to apply for and obtain allotment of one equity share of the face value of Rs.10/- each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of eighteen months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants being so exercised to the Company simultaneously with the allotment of equity shares by the Company pursuant to such exercise. The amount so paid will be adjusted/set-off against the issue price of the resultant equity shares.
3. If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited.
4. Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants as above, the Board (or Committee thereof) shall allot one equity share per Warrant by appropriating Rs.10/- towards equity share capital and the balance amount paid against each Warrant, towards the securities premium. The allotment shall only be made in the dematerialized form.
5. In the event of the Company making a bonus issue by way of capitalization of its reserves, prior to allotment of equity shares resulting from the exercise of the option under the Warrants, the number of shares to be allotted against such warrants shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium shall stand reduced pro tanto.
6. In the event of the Company making a rights offer by way of issue of new equity shares prior to allotment of equity shares resulting from the exercise of the option under the Warrants, the entitlement of the equity shares under the Warrants shall stand increased in the same proportion in the rights offer and such additional equity shares will be offered to the Warrant holder(s) at the same price at which the existing shareholders are offered equity shares.
7. The warrant(s) by itself until exercised and equity shares allotted, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.
8. The equity shares issued as above shall rank pari passu in all respects including with respect to dividend, with the fully paid up equity shares of the Company, subject however to the provisions of the Memorandum and Articles of Association of the Company.
9. The Company hereby undertakes that -

a. It would re-compute the price of the securities specified above in terms of the provisions of the SEBI (ICDR Regulations), 2009 where it is required to do so.

b. If the amount payable on account of the re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by the allottee.

Change in the control or composition of the Board:

There will be no change in the control or composition of the Board after the preferential allotment.

9. Approvals:

The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of Warrants convertible into equity shares.

10. Currency of Warrants:

The currency of warrants to subscribe to equity shares shall not exceed eighteen months from the date of allotment of warrants and they shall automatically get extinguished either on conversion of warrants into equity shares or failure to pay balance consideration for the conversion of warrants into equity shares within 18 months.

11. Lock-in Period:

The lock in requirements shall be made applicable (a) On the pre-preferential shareholding (b) On the issue and allotment of Warrants and (c) Conversion of Warrants in to Equity as per SEBI (ICDR) regulations and as per the mandate of the Stock Exchange, if any.

Your Directors recommends the passing of this resolution as a special resolution as set out in the Notice.

None of the other directors or key managerial personnel or their relatives are in any way concerned or interested in the above said resolution except Mr. Ashwin Kumar Kothari, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari, Mr. Gaurav Shyamsukha, Mrs. Nidhi Shyamsukha, Mrs. Tejal Kothari, Mrs. Arti Shyamsukha and Mrs. Meena Kothari to the extent the Warrants convertible into equity shares are proposed to be allotted to the promoters.

By Orders of the Board

Sd/-

(Namrata Mhatre)
Company Secretary

Place : Mumbai

Dated : 12.06.2014

GEECEE VENTURES LIMITED

Regd. Office: 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai 400021.

FORM OF PROXY

D. P. Id No.		Folio No.	
Client Id No.		No. of Shares	

I/We.....R/o..……
……..being a Member/Members of GEECEE VENTURES LIMITED hereby appoint Mr./Ms.
……..……..……..……R/o ……...……..……..
orfailinghim/herMr ./ Ms ……..……R/o……....as my/our Proxy to attend and vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, the 9TH July, 2014 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.

Signed this ……..…day of ……. 2013.

Signed by the said _____

NOTE :This form duly completed and signed as per specimen signature registered with the Company should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the commencement of the Meeting.

Re. 1/-
Revenue
Stamp

GEECEE VENTURES LIMITED

Regd. Office: 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai 400021.

ATTENDANCE SLIP

D. P. Id No.		Folio No.	
Client Id No.		No. of Shares	

I hereby record my presence at the Extra- Ordinary General Meeting of members of the company held at Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001 on 9th July, 2014 at 4.00 p.m.

Full name of member (IN BLOCK LETTERS) _____

Full name of Proxy (IN BLOCK LETTERS) _____

Member's/ Proxy Signature _____

Notes: Member/ Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting.

By Courier

//If undelivered please return to:

GEECEE VENTURES LIMITED
209-210, Arcadia, 195,
Nariman point,
Mumbai -400 021.
Tel: 022-6670 8600