



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-L24249MH1984PLC03217

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	GeeCee Ventures Limited	GeeCee Logistics & Distributions Private Limited
Date of Incorporation & details of name changes, if any	<p>Shubham Aromatics Private Limited</p> <p>Date of Incorporation : February 14, 1984</p> <p>Shubham Aromatics Private Limited name changed to Shubham Aromatics Limited</p> <p>Date of Name Change : October 1, 1985</p> <p>Shubham Aromatics Limited name changed to Gwalior Chemical Industries Limited</p> <p>Date of Name Change : May 3, 1993</p> <p>Gwalior Chemical Industries Limited name changed to GeeCee Ventures Limited</p> <p>Date of Name Change : January 13, 2010.</p>	<p>GCV Trading Private Limited</p> <p>Date of Incorporation: January 18, 2010.</p> <p>GCV Trading Private Limited name changed to GeeCee Logistics & Distributions Private Limited</p> <p>Date of Name Change: April 28, 2011.</p>
Registered Office	209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021, Maharashtra India	209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021, Maharashtra India
Brief particulars of the scheme	<p>1. GeeCee Logistics & Distributions Private Limited, the wholly owned subsidiary shall be merged with GeeCee Ventures Limited, the holding company.</p> <p>2. No fresh shares shall be issued on proposed Amalgamation.</p>	
Rationale for the scheme	<p>1. The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base.</p> <p>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.</p> <p>3. This Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Company and the</p>	





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	<p>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.</p> <p>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.</p> <p>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.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	30.03.2015	30.03.2015
Date of meeting of the Audit Committee in which the draft scheme has been approved	30.03.2015	30.03.2015
Appointed Date	01.04.2014	01.04.2014
Name of Exchanges where securities of the company are listed	1. BSE Limited 2. The National Stock Exchange of India Limited	Not Listed
Nature of Business	GeeCee Ventures Limited is a Real Estate Company	The major part of Income of GeeCee Logistics & Distributions Private Limited comes from leasing of machinery.
Capital before the scheme	<p>The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- each (Rupees Ten Only)</p> <p>Paid up Capital of the Company is Rs. 190, 265, 430/- (Rupees Nineteen Crores Two Lacs Four Hundred & Thirty Only) divided into 1,90,26,543/- (One Crore Ninety Lacs Twenty Six</p>	<p>The Authorised Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lacs Only) divided into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- each (Rupees Ten Only)</p> <p>Paid up Capital of the Company is Rs. 1,00,000/- (Rupees One Lacs Only) divided into 10,000/- (Ten Thousand) Equity Shares of Rs. 10/- each (Rupees Ten Only)</p>





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	Thousand Five hundred & Forty Three) Equity Shares of Rs. 10/- each (Rupees Ten Only)			
No. of shares to be issued	NONE			
Cancellation of shares on account of cross holding, if any	NONE		NONE	
Capital after the scheme	<p>The Authorised Share Capital of the Company is Rs. 50,50,00,000/- (Rupees Fifty Crores Fifty Lacs Only) divided into 5,05,00,000 (Five Crores Five Lacs) Equity Shares of Rs. 10/- each (Rupees Ten Only)</p> <p>Paid up Capital of the Company is Rs. 190, 265, 430/- (Rupees Nineteen Crores Two Lacs Four Hundred & Thirty Only) divided into 1,90,26,543/- (One Crore Ninety Lacs Twenty Six Thousand Five hundred & Forty Three) Equity Shares of Rs. 10/- each (Rupees Ten Only)</p>		The Authorised Share Capital of transferee Company will get increased by the Authorized Capital of Transferor Company.	
Net Worth (GeeCee Ventures Limited)			(Rs. in lakhs)	
	Pre		27454.50	
	Post		27447.28	
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Not Applicable			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable			
Fair value per shares	Not Applicable			
Exchange ratio	Not Applicable			
Name of Merchant Banker giving fairness opinion	Not Applicable			
Shareholding pattern	Pre		Post (No Change in shareholding pattern after Amalgamation)	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	12118978	63.70	12118978	63.70
Public	6907565	36.30	6907565	36.30
Custodian	-	-	-	-
TOTAL	19026543	100	19026543	100
No of shareholders	7302 (as on 31.03.2015)		Public shareholding may vary which may affect the existing	





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		number.
Names of the Promoters	<ol style="list-style-type: none">1. Arti Shyamsukha2. Aroni Commercials Limited3. New Age Energy India Private Limited4. Rakhee Dyechem Private Limited5. Harisingh Shyamsukha6. Ashwin Kumar Kothari7. Meena Kothari8. Ashwin Kumar Kothari- HUF9. Ashwin Pannalal Kothari (Karta P.C. Kothari- HUF)10. Ashwin Kumar Kothari- (Smaller) HUF11. Harisingh Shyamsukha- HUF12. Saraswati Commercial (India) Limited13. Gaurav Shyamsukha14. Rohit Kothari15. GeeCee Investments Limited16. Four Dimensions Securities (India) Limited17. Winro Commercial (India) Limited18. Nidhi Shyamsukha19. Tejal Kothari	<ol style="list-style-type: none">1. GeeCee Ventures Limited
Names of the Board of Directors	<ol style="list-style-type: none">1. Harisingh Shyamsukha2. Ashwin Kumar Kothari3. Gaurav Shyamsukha4. Rohit Kothari5. Vazathara Vasudevan Sureshkumar6. Rakesh Khanna7. Milan Mehta8. Pratap Merchant9. Suresh Tapuriah10. Neelam Sampat	<ol style="list-style-type: none">1. Nilesh Kala2. Arun Pawar3. Vazathara Vasudevan Sureshkumar
Details regarding change in management control if any	Not Applicable	

For GeeCee Ventures Limited

Date: 24/04/2015
Place: Mumbai



Bonali Sathe
Company Secretary