



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

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation of GeeCee Logistics & Distributions Private Limited with GeeCee Ventures Limited.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes. The Board of Directors of the Company has chosen BSE Limited as the Designated Stock Exchange.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied and Submitted
2.b	Valuation Report from Independent Chartered Accountant	Statement of Assets & Liabilities Submitted
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied and Submitted
2.d	Fairness opinion by merchant banker	Complied and Submitted
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied and Submitted
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied and Submitted
2.g	Compliance with Clause 49 of Listing Agreement	Complied and Submitted
2.h	Complaints Report	Will be submitted within 7 days of expiry of 21 days from the date of filing of this application.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall	Not Applicable





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	comprise of shares allotted to the public holders in the transferor entity.	
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable. There is no lock in shares in the transferor entity.

For GeeCee Ventures Limited



Sonali Sathe
Company Secretary

Date: 23rd June, 2015