



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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE BOARD MEETING OF GEECEE VENTURES LIMITED HELD ON MONDAY, THE 30TH DAY OF MARCH 2015, AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 209 - 210, ARCADIA BUILDING, 2ND FLOOR, 195, NARIMAN POINT, MUMBAI - 400 021.

CONSIDER & APPROVE THE SCHEME OF AMALGAMATION/MERGER OF GEECEE LOGISTICS & DISTRIBUTIONS PRIVATE LIMITED WITH GEECEE VENTURES LIMITED:

"RESOLVED THAT pursuant to the provisions of sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of Companies Act, 2013 to the extent notified and applicable & any enabling provision in the Memorandum and Articles of the Association of the company and subject to the approval of SEBI and Stock Exchanges along with requisite approval of the members/creditors of the Company and the sanction of the High Court of Bombay at Bombay or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded for amalgamation of the GeeCee Logistics & Distributions Private Limited with GeeCee Ventures Limited in accordance with the Draft Scheme of Arrangement .

RESOLVED FURTHER THAT, the draft Scheme of Amalgamation (Scheme) of the GeeCee Logistics & Distributions Private Limited with GeeCee Ventures Limited as placed before the Board & initialed by the Chairman of the Meeting for the purposes of identification be and is hereby approved with effect from 1st April, 2014 being the 'Appointed Date'.

RESOLVED FURTHER THAT the report of the Audit Committee dated March 30, 2015 recommending the draft scheme, as placed before the Board be and is hereby accepted and adopted.





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RESOLVED FURTHER that Mr. Gaurav Shyamsukha, Whole Time Director, Ms. Sonali Sathe, Company Secretary and Mr. Nilesh Kala, Chief Financial Officer of the Company be and is hereby authorized severally to sign any application, affidavit, petition or any other document as may be required to be signed in connection with the approval of the Scheme. They are further authorized to do all such things, deeds and acts as may be deemed necessary and expedient in connection with the approval of the Scheme, for and on behalf of the company. They are also authorised to appoint and avail the services of Auditors and Advocates including but not limited to certification of any document in connection with the above resolution.

RESOLVED FURTHER THAT BSE Limited be and is hereby appointed as the Designated Stock Exchange ("DSE") for the purpose of coordinating with SEBI in accordance with Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by SEBI read with Clause 24(f) of the Listing Agreement executed by Company with The National Stock Exchange of India Limited and BSE Limited for the proposed amalgamation of GeeCee Logistics & Distributions Private Limited and the Company in terms of Scheme of Amalgamation under provisions of Section 391-394 of the Companies Act, 1956.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, on such agreements, undertaking, deeds documents, writings etc. as may be required (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions as may be required, in the presence of any two Directors of the Company or any one of the directors alongwith the Company Secretary in accordance with the Articles of Association of the Company.





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RESOLVED FURTHER THAT a copy of the above resolution be furnished to the concerned authority duly certified by Director or the Company Secretary of the Company."

Certified True Copy
For GeeCee Ventures Limited



Sonali Sathe
Company Secretary

CERTIFIED TRUE COPY
For GeeCee Ventures Limited

Company Secretary



GeeCee Logistics & Distributions Pvt. Ltd.

(Formerly Known as GCV Trading Private Limited)

209-210, Arcadia, 195, Nariman Point, Mumbai - 400021. India

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E-mail : gcvl@gcvl.in • Website : www.geeceeventures.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF GEECEE LOGISTICS & DISTRIBUTION PRIVATE LIMITED HELD ON 30TH MARCH, 2015 AT 11.30 A.M. AT 209-210, ARCADIA BUILDING, 2ND FLOOR, 195, NARIMAN POINT, MUMBAI - 400 021.

CONSIDER & APPROVE THE SCHEME OF AMALGAMATION/MERGER OF GEECEE LOGISTICS & DISTRIBUTIONS PRIVATE LIMITED WITH GEECEE VENTURES LIMITED

"RESOLVED THAT pursuant to the provisions of sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of Companies Act, 2013 to the extent notified & applicable & any enabling provision in the Memorandum and Articles of the Association of the company and subject to the approval of SEBI and Stock Exchanges along with requisite approval of the members/creditors of the Company and the sanction of the High Court of Bombay at Bombay or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded for amalgamation of the GeeCee Logistics & Distributions Private Limited with GeeCee Ventures Limited in accordance with the Draft Scheme of Arrangement.

RESOLVED FURTHER THAT, the draft Scheme of Amalgamation (Scheme) of the GeeCee Logistics & Distributions Private Limited with GeeCee Ventures Limited as placed before the Board & initialed by the Chairman of the Meeting for the purposes of identification be and is hereby approved with effect from 1st April, 2014 being the 'Appointed Date'.

RESOLVED FURTHER THAT Mr. Nilesh Kala and Mr. Arun Pawar, Directors of the Company be and is hereby authorized severally to sign any application, affidavit, petition or any other document as may be required to be signed in connection with the approval of the Scheme. They are further authorized to do all such things, deeds and acts as may be deemed necessary and expedient in connection with the approval of the Scheme, for and on behalf of the company. They are also authorised to appoint and avail





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the services of Auditors and Advocates including but not limited to certification of any document in connection with the above resolution.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, on such agreements, undertaking, deeds documents, writings etc. as may be required (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions as may be required, in the presence of any of the Director of the Company in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT a copy of the above resolution be furnished to the concerned authority duly certified by Director of the Company.

CERTIFIED TRUE COPY

FOR GEECEE LOGISTICS & DISTRIBUTION S PRIVATE LIMITED

Nilesh Kala

NILESH KALA

DIRECTOR

00056454

