



GEECEE VENTURES LIMITED

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May 24, 2019

Corporate Relationship Department
BSE Limited,
Phiroze Jeejeeboy Towers,
Dalal Street, Fort,
Mumbai - 400 001.
BSE Code: 532764

Manager - Corporate Compliance
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.
NSE Code-GEECEE

Dear Sir/Madam,

Sub: Filing of Public Announcement for Buy back of Fully Paid-up Equity Shares of GeeCee Ventures Limited (the "Company"), in accordance with the relevant provisions of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, and amendments thereof (the "Buy-back Regulations")

With reference to the captioned subject, we inform you that the Public Announcement ("PA") in connection with the Buyback of Fully Paid-up Equity Shares of GeeCeeVentures Limited dated May 23, 2019 has been published on May 24, 2019 in the following newspapers:

- | | | |
|----|-------------------|--------------------------|
| 1. | Financial Express | (English National Daily) |
| 2. | Jansatta | (Hindi National Daily) |
| 3. | Mumbai Lakshadeep | (Marathi Daily) |

Please find enclosed herewith newspaper clipping of PA published in above newspapers.

Kindly acknowledge receipt and oblige.

Thanking you,

Yours truly,
For GeeCee Ventures Limited



Dipyanti Kanojia
Company Secretary
Encl: As above





GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170

Registered Office: 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021, India.

Telephone: + 91 22 4019 8600; Facsimile: +91 22 4019 8650

Contact Person: Ms. Dipyanti Kanojia, Company Secretary & Compliance Officer; E-mail: geecee.investor@gcvl.in; Website: www.geeceeventures.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF GEECEE VENTURES LIMITED FOR THE BUY-BACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Schedule II read with Schedule I to the Buyback Regulations.

OFFER TO BUYBACK UPTO 8,14,815 (EIGHT LAKHS FOURTEEN THOUSAND EIGHT HUNDRED AND FIFTEEN ONLY FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT A PRICE OF ₹ 135/- (RUPEES ONE HUNDRED AND THIRTY FIVE ONLY) PER FULLY PAID UP EQUITY SHARE PAYABLE IN CASH ON A PROPORTIONATE BASIS BY WAY OF A TENDER OFFER ROUTE THROUGH STOCK EXCHANGE MECHANISM.

1 THE BUY-BACK OFFER AND OFFER PRICE

1.1 The Board of Directors (the "Board") of GeeCee Ventures Limited (the "Company") at their meeting held on May 22, 2019 ("Board Meeting"), has approved Buyback of fully paid-up equity shares of face value of ₹ 10 (Rupees Ten) each ("Shares" or "Equity Shares") of the Company not exceeding 8,14,815 Equity Shares representing 3.75% of the total number of Equity Shares in the paid-up equity share capital of the Company from the eligible equity shareholders/beneficial owners of Equity Shares (the "Eligible Shareholders") of the Company as on Record Date (*hereinafter defined*), on a proportionate basis, through tender offer route using the stock exchange mechanism (the "Buyback"/"Buyback Offer") in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), to the extent applicable and the Companies (Management and Administration) Rules, 2014, to the extent applicable (the "Management Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Buy Back Regulations read with Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 (the "SEBI Circulars") at a price of ₹ 135/- per Equity Share ("Buyback Price"/"Buyback Offer Price") payable in cash, for an aggregate maximum consideration not exceeding ₹ 1,100 lakhs (the "Buyback Offer Size") excluding the expenses incurred or to be incurred for the Buyback viz. fees, brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. ("Transaction Costs").

1.2 The Buyback Offer Size does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves, as per the standalone audited accounts of the Company for the financial year ended March 31, 2019 (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback) and represents 2.68% of the total fully paid-up share capital and free reserves as per the standalone audited accounts of the Company for the financial year ended March 31, 2019. The maximum number of Equity Shares proposed to be bought back represents 3.75% of the total number of Equity Shares in the paid-up share capital of the Company.

1.3 The maximum amount required by the Company for the said Buyback is aggregating to ₹ 1,100 lakhs, and is within the permitted limits. The funds for the Buyback will be met out of internally generated cash resources of the Company.

1.4 The Buyback is in accordance with the provisions of the Companies Act 2013, the Share Capital Rules and the Management Rules to the extent applicable and in accordance with Article 5 of the Articles of Association of the Company, and subject to the provisions of the Buyback Regulations and such other approvals, permissions as may be required from time to time from the Stock Exchanges (*hereinafter defined*) where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof.

1.5 The Buyback is subject to receipt of any approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws including but not limited to Securities and Exchange Board of India ("SEBI"), and the Stock Exchanges where the Equity Shares of the Company are listed i.e. the BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (BSE and NSE collectively hereinafter referred to as the "Stock Exchanges").

1.6 The Buyback offer price of ₹ 135/- per Equity Share has been arrived at after considering various factors including but not limited to i) the trends in the volume weighted average price of the Equity Shares of the Company on the NSE, the Stock Exchange where the volume of trading in the Equity Shares of the Company has been higher than the volume of trading in the Equity Shares of the Company on BSE during the twelve calendar months preceding the calendar month in which the proposed Buyback is considered by the Board of Directors; ii) the net worth of the Company iii) price earnings ratio iv) impact on other financial parameters and v) the possible impact of Buyback on the earnings per share. The Buyback Offer Price of ₹ 135/- per Equity Share represents (i) premium of 11.32% on BSE and 10.37% on NSE over the volume weighted average price of the Equity Shares on BSE and on NSE respectively for three (3) months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback (ii) premium of 12.74% on BSE and 11.95% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for two (2) weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback; and (iii) premium of 14.84% on BSE and 16.38% on NSE over the closing market price of the Equity Shares on BSE and NSE as on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback. The closing market price of the Equity Shares as on the Intimation Date was ₹ 117.55 on the BSE and ₹ 116.00 on NSE, respectively.

1.7 The Buyback shall be on a proportionate basis from all the Eligible Equity Shareholders of the Company as on the Record Date through the 'Tender Offer' route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Please refer to paragraph 10 below for details regarding record date and share entitlement for tender in the Buyback. The Buyback would be undertaken in accordance with SEBI Circulars, which prescribes mechanism for acquisition of shares through stock exchange. In this regard, the Company will request BSE to provide the acquisition window. For the purpose of this Buyback, BSE would be the Designated Stock Exchange.

1.8 The Buyback Offer Size does not include any other expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, Stock Exchange fees, advisors' fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses.

1.9 In terms of the Buyback Regulations, under tender offer route, the Promoters and Promoter group of the Company have the option to participate in the Buyback. In this regard, some of the members of the Promoters and Promoter group have informed the Company by way of their letters dated May 22, 2019 regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in clause 6 of this announcement.

1.10 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoters and Promoter group of the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. Pursuant to the completion of the Buyback, the public shareholding of the Company shall not fall below the minimum level required in terms of Securities Contracts, (Regulations) Rules, 1957 and as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the Promoter and Promoter group of the Company pursuant to completion of Buyback will not result in any change in control over the Company

1.11 A copy of this Public Announcement is available on the Company's website (www.geeceeventures.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of Stock Exchanges (www.bseindia.com) and (www.nseindia.com).

2 NECESSITY FOR THE BUYBACK

2.1 The objective of the Buyback is to return surplus cash to the Members holding Equity Shares of the Company in a cost effective and investor friendly manner. The Board at its meeting held on May 22, 2019, considered the increase in accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ending March 31, 2019 and considering these, the Board decided to allocate a sum of ₹ 1,100 lakhs for distributing to the Members holding Equity Shares of the Company through the Buyback.

2.2 After considering several factors and benefits to the Members holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 8,14,815 Equity Shares (representing 3.75% of the total number of Equity Shares in the paid-up equity share capital of the Company) at a price of ₹ 135/- per equity share for an aggregate consideration of ₹ 1,100 lakhs. Buyback is an efficient form of distributing surplus cash to the Members holding Equity Shares of the Company, inter-alia, for the following reasons:

- The Buyback will help in improving earnings per share and return on equity by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- The Buyback gives an option to the Eligible Shareholders, who can either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback; or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, as adjusted for the Buyback, without additional investment;
- The Buyback, which is being implemented through the Tender Offer as prescribed under the Buyback Regulations, would involve minimum reservation of 15% for small shareholders and allocation of higher of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the Buyback Regulations;
- The Buyback will help in achieving optimal capital structure.

3 MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK

3.1 The maximum amount required under the Buyback would not exceed ₹ 1,100 lakhs, which is 2.68% of the aggregate of the total paid-up equity share capital and free reserves as per the standalone audited accounts of the Company for the financial year ended March 31, 2019 which is within the prescribed limit of 10% (excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, stamp duty, etc.).

3.2 The Buyback would be financed out of free reserves, securities premium account or such other source as may be permitted by the Buyback Regulations or the Act.

3.3 The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company, if any, after the Buyback shall not be more than twice the paid-up capital and free reserves after the Buyback.

3.4 The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

4 MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES

4.1 The Equity Shares are proposed to be bought back at a price of ₹ 135/- (Rupees One Hundred and Thirty Five only). The Buyback Price has been arrived at after considering many factors, including, but not limited to i) the trends in the volume weighted average price of the Equity Shares of the Company on the NSE, the Stock Exchange where the volume of trading in the Equity Shares of the Company has been higher than the volume of trading in the Equity Shares of the Company on BSE during the twelve calendar months preceding the calendar month in which the proposed Buy-back is considered by the Board of Directors; ii) the net worth of the Company iii) price earnings ratio iv) impact on other financial parameters and v) the possible impact of Buyback on the earnings per share.

4.2 The Buyback Price represents

a) a premium of 11.32% and 10.37% over the volume weighted average price of the Equity Shares on BSE and on NSE respectively for three (3) months preceding May 14, 2019 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback);

b) 12.74% and 11.95% over the volume weighted average price of the Equity Shares on BSE and on NSE, respectively for 2 weeks preceding May 14, 2019 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback); and

c) premium of 14.84% on BSE and 16.38% on NSE over the closing market price of the Equity Shares on BSE and NSE, respectively as on May 14, 2019 (the date of the intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback).

The closing market price of the Equity Shares as on the intimation date was ₹ 117.55 on the BSE and ₹ 116.00 on NSE, respectively.

5 MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to Buy back up to 8,14,815 Equity Shares of face value of ₹ 10 (Rupees Ten) each, representing 3.75% of the total issued and paid up equity capital of the Company as on March 31, 2019.

6 DETAILS OF PROMOTER'S SHAREHOLDING AND THEIR INTENTION TO PARTICIPATE IN THE BUYBACK

6.1 The aggregate shareholding of the Promoters, Promoter Group and Persons are in control of the Company, Directors and Key Managerial Personnel of the Company and the Directors of Promoters, where the Promoter is a Company and as on the date of the Board Meeting at which the Buyback was approved i.e. May 22, 2019 and as on the date of this public announcement is given below:

a) Shareholding of Promoter and companies/entities forming part of the Promoter Group:

No.	Name	Number of Equity Shares	% of shareholding
1.	Mr. Rohit Kothari	24,04,844	11.07
2.	Saraswati Commercial (India) Limited	25,37,967	11.68
3.	Ms. Arti Shyamsukha	24,62,426	11.33
4.	New Age Energy India Private Limited	13,40,867	6.17
5.	*Ms. Tejal Kothari	20,60,000	9.48
6.	*Ms. Nidhi Shyamsukha	9,75,000	4.49
7.	Rakhee Dyechem LLP (<i>Formerly known as Rakhee Dyechem Private Limited</i>)	8,49,351	3.91
8.	Mr. Harisingh Shyamsukha	8,16,741	3.76
9.	*Mr. Gaurav Shyamsukha	6,61,086	3.04
10.	*Mr. Ashwin Kumar Kothari	3,50,000	1.61
11.	Harisingh Shyamsukha (HUF)	2,51,444	1.16
12.	Ashwin Kumar Kothari Smaller (HUF)	100	0.00
13.	Ms. Meena Kothari	100	0.00
14.	Ashwin Kumar Kothari (HUF)	100	0.00
15.	Pannalal C Kothari (HUF)	100	0.00
16.	Winro Commercial (India) Limited	82	0.00
17.	Singularity Holdings Limited (<i>Formerly known as GeeCee Investments Limited</i>)	82	0.00
18.	Four Dimensions Securities (India) Limited	82	0.00
Total		1,47,10,372	67.71

*Please note that below shares held by Mr. Ashwin Kumar Kothari, Ms. Tejal Kothari, Ms. Nidhi Shyamsukha and Mr. Gaurav Shyamsukha are locked in and will be released on May 31, 2019. These shares will no longer be subject to lock-in from May 31, 2019 and these shares are intended to be tendered in the proposed Buy Back Offer.

No.	Name	Number of Equity Shares	% of shareholding	Number of Equity Shares Locked In	% of locked shareholding of Total Equity Shares held
1.	Mr. Ashwin Kumar Kothari	3,50,000	1.61	3,50,000	100.00
2.	Ms. Tejal R. Kothari	20,60,000	9.48	10,00,000	48.54
3.	Mr. Gaurav Shyamsukha	6,61,086	3.04	3,75,000	56.72
4.	Ms. Nidhi Shyamsukha	9,75,000	4.49	9,75,000	100.00
Total		40,46,086	18.62	27,00,000	66.73

b) None of the Directors or Key Managerial Personnel of the Company hold any Equity Shares in the Company, except as set out below:

No.	Name	Number of Equity Shares	% of shareholding
1.	Mr. Rohit Kothari	24,04,844	11.07
2.	Mr. Harisingh Shyamsukha	8,16,741	3.76
3.	Mr. Gaurav Shyamsukha	6,61,086	3.04
4.	Mr. Ashwin Kumar Kothari	3,50,000	1.61
5.	Mr. Vazhathara Vasudevan Suresh Kumar	142	0.00
6.	Mr. Vallabh Prasad Biyani	1	0.00
Total		42,32,814	19.48

c) None of the Directors of Promoters, where the Promoter is a Company hold any Equity Shares in the Company, except as set out below:

No.	Name of the Director of Company forming part of the Promoter Group	Number of Equity Shares	% of shareholding
1.	SARASWATI COMMERCIAL (INDIA) LIMITED		
	Mr. Vazhathara Vasudevan Suresh Kumar	142	0.00
2.	NEW AGE ENERGY INDIA PRIVATE LIMITED		
	Ms. Arti Shyamsukha	24,62,426	11.33
	Mr. Gaurav Shyamsukha	6,61,086	3.04

6.2 None of the Equity Shares of the Company have been purchased/sold by any of the Promoters/Members of Promoter group/Directors of corporate promoters and Directors & Key Managerial Personnel of the Company, as set out in point (a) and (b) above during the period of six (6) months preceding the date of the Board Meeting at which the Buyback was approved, except for as set out below:

No.	Date of Transaction	Nature of transaction	Number of Equity Shares purchased/ (Sold)	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
1.	Mr. Rohit Kothari March 25, 2019	Gift (Off market sale)	(10,60,000)	NA	NA	NA	NA
2.	Ms. Tejal Kothari March 25, 2019	Gift (Off market purchase)	10,60,000	NA	NA	NA	NA

6.3 In terms of the Buyback Regulations, under the Tender Offer route, the Promoters/Members of the Promoter Group/Persons in control of the Company have the option to participate in the Buyback. In this regard, the Promoters/Members of the Promoter Group/Persons in control of the Company as set out below have expressed their intention by way of their individual letters dated May 22, 2019, to participate in the Buyback and offer up to an aggregate maximum of 8,14,815 Equity Shares or such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback. Furtherance to the above intention of the Promoters/Members of the Promoter Group/Persons in control of the Company, the maximum number of shares that the Promoters/Members of the Promoter Group/Persons in control of the Company may tender is given in the table below:

No.	Name	Number of Equity Shares	Maximum number of Equity Shares intended to tender
1.	Mr. Rohit Kothari	24,04,844	24,04,844
2.	Saraswati Commercial (India) Limited	25,37,967	25,37,967
3.	Ms. Arti Shyamsukha	24,62,426	24,62,426
4.	New Age Energy India Private Limited	13,40,867	13,40,867
5.	Ms. Tejal R. Kothari	20,60,000	20,60,000
6.	Ms. Nidhi Shyamsukha	9,75,000	9,75,000
7.	Rakhee Dyechem LLP (<i>Formerly known as Rakhee Dyechem Private Limited</i>)	8,49,351	8,49,351
8.	Mr. Harisingh Shyamsukha	8,16,741	8,16,741
9.	Mr. Gaurav Shyamsukha	6,61,086	6,61,086
10.	Mr. Ashwin Kumar Kothari	3,50,000	3,50,000
11.	Harisingh Shyamsukha (HUF)	2,51,444	2,51,444
12.	Ashwin Kumar Kothari Smaller (HUF)	100	100
13.	Ms. Meena Kothari	100	100
14.	Ashwin Kumar Kothari (HUF)	100	100
15.	Pannalal C Kothari (HUF)	100	100
16.	Winro Commercial (India) Limited	82	82
17.	Singularity Holdings Limited (<i>Formerly known as GeeCee Investments Limited</i>)	82	82
18.	Four Dimensions Securities (India) Limited	82	82
Total		1,47,10,372	1,47,10,372

6.4 Details of the date and price of acquisition of the Equity Shares that the Promoters/ Members of the Promoter Group/Persons in control of the Company intend to tender are set out below:

(i) Mr. Rohit Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	2,200	10.00
2.	March 30, 1995	1,320	0.00
3.	May 15, 1995	25,520	20.00
4.	December 31, 2004	1,16,160	0.00
5.	January 15, 2010	2,00,000	98.52
6.	May 3, 2010	(62,533)	120.00
7.	March 29, 2017	31,32,177	125.03
8.	March 31, 2017	50,000	126.28
9.	March 25, 2019	(10,60,000)	0.00
Total		24,04,844	

(ii) Saraswati Commercial (India) Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	4,900	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	8,500	10.00
4.	September 25, 1992	2,430	22.00
5.	March 30, 1995	10,458	0.00
6.	May 15, 1995	2,27,568	20.00
7.	December 31, 2004	10,21,824	0.00
8.	January 15, 2010	(9,21,700)	95.98
9.	May 3, 2010	(64,413)	120.00
10.	March 31, 2017	(50,000)	126.22
11.	March 31, 2017	22,96,800	00.00
Total		25,37,967	

(iii) Ms. Arti Shyamsukha

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	July 14, 1990	1,500	16.00
2.	March 31, 1992	5,000	10.00
3.	March 1, 1993	1,68,000	0.00
4.	March 1, 1993	1,20,000	0.00
5.	March 30, 1995	1,01,700	0.00
6.	March 30, 1995	75,000	0.00
7.	March 26, 1996	15,000	20.00
8.	September 25, 1988	300	50.00
9.	September 25, 2000	6,000	50.00
10.	February 27, 2002	1,06,375	20.00
11.	December 31, 2004	13,10,700	0.00
12.	September 22, 2008	12,800	0.00
13.	December 31, 2004	10,84,800	0.00
14.	May 3, 2010	(2,45,639)	120.00
15.	May 3, 2010	(2,99,110)	120.00
Total		24,62,426	

(iv) New Age Energy India Private Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	May 15, 1995	1,50,000	20.00
2.	March 26, 1996	28,750	20.00
3.	March 26, 1996	31,800	20.00
4.	July 22, 1996	19,500	20.00
5.	September 21, 1996	18,700	20.00
6.	February 27, 2002	78,750	20.00
7.	December 31, 2004	13,10,000	0.00
8.	May 3, 2010	(2,96,633)	120.00
Total		13,40,867	

(v) Rakhee Dyechem LLP (*Formerly known as Rakhee Dyechem Private Limited*)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	May 15, 1995	1,28,700	20.00
2.	February 27, 2002	25	20.00
3.	February 27, 2002	33,100	20.00
4.	February 27, 2002	12,500	20.00
5.	February 27, 2002	25	20.00
6.	February 27, 2002	33,100	20.00
7.	December 31, 2004	8,29,800	0.00
8.	May 3, 2010	(1,87,899)	120.00

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 15, 1999	19,200	10.00
2.	March 15, 1999	32,000	10.00
3.	February 27, 2002	75	20.00
4.	February 27, 2002	18,600	20.00
5.	December 30, 2004	2,79,500	0.00
6.	May 3, 2010	(63,289)	120.00
7.	January 20, 2016	3,75,000	36.00
Total		6,61,086	

(viii) Mr. Ashwin Kumar Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	2,200	10.00
2.	March 1, 1993	80,000	0.00
3.	March 1, 1993	1,592	0.00
4.	March 30, 1995	48,000	0.00
5.	July 24, 1993	8	10.00
6.	March 30, 1995	2,280	0.00
7.	May 15, 1995	18,000	20.00
8.	May 15, 1995	6,080	20.00
9.	December 31, 2004	5,84,000	0.00
10.	December 31, 2004	48,640	0.00
11.	May 3, 2010	(1,32,240)	120.00
12.	May 3, 2010	(11,014)	120.00
13.	January 20, 2016	3,50,000	36.00
14.	March 29, 2017	(6,47,546)	124.95
Total		3,50,000	

(ix) Harisingh Shyamsukha (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	19,800	10.00
2.	March 30, 1995	11,880	0.00
3.	May 15, 1995	40,000	20.00
4.	February 27, 2002	2,575	20.00
5.	December 31, 2004	2,97,020	0.00
6.	May 3, 2010	(67,257)	120.00
7.	March 6, 2017	(52,574)	134.97
Total		2,51,444	

(x) Ashwin Kumar Kothari Smaller (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 1, 1993	72,000	0.00
2.	March 30, 1995	43,200	0.00
3.	May 15, 1995	25,200	20.00
4.	December 31, 2004	5,61,600	0.00
5.	May 3, 2010	(1,27,167)	120.00
6.	March 29, 2017	(5,74,733)	124.97
Total		100	

(xi) Ms. Meena Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 27, 1984	20	10.00
2.	March 31, 1992	2,200	10.00
3.	March 1, 1993	80,000	0.00
4.	March 30, 1995	48,000	0.00
5.	March 30, 1995	1,332	0.00
6.	May 15, 1995	23,000	20.00
7.	May 15, 1995	3,552	20.00
8.	December 31, 2004	6,04,000	0.00
9.	December 31, 2004	28,416	0.00
10.	May 3, 2010	(6,435)	120.00
11.	May 3, 2010	(1,36,769)	120.00
12.	March 29, 2017	(6,47,216)	124.95
Total		100	

(xii) Ashwin Kumar Kothari (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	2,200	10.00
2.	March 1, 1993	80,000	0.00
3.	March 30, 1995	48,000	0.00
4.	March 30, 1995	1,320	0.00
5.	May 15, 1995	23,000	20.00
6.	May 15, 1995	3,520	20.00
7.	December 31, 2004	6,04,000	0.00
8.	December 31, 2004	28,160	0.00
9.	May 3, 2010	(1,43,145)	120.00
10.	March 29, 2017	(6,46,955)	124.97
Total		100	

(xiii) Pannalal C. Kothari (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 1, 1993	78,400	0.00
2.	March 30, 1995	47,040	0.00
3.	May 15, 1995	25,440	20.00
4.	December 31, 2004	6,03,520	0.00
5.	May 3, 2010	(1,36,660)	120.00
6.	March 6, 2017	(56,032)	134.90
7.	March 29, 2017	(5,61,608)	124.95
Total		100	

(xiv) Winro Commercial (India) Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	4,900	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	8,500	10.00
4.	March 1, 1993	8,000	0.00
5.	March 30, 1995	13,800	0.00
6.	May 15, 1995	2,26,800	20.00
7.	December 31, 2004	10,54,400	0.00
8.	January 15, 2010	(11,17,900)	95.53
9.	January 15, 2010	(302)	98.53
10.	January 15, 2010	(1,99,698)	98.48
11.	May 3, 2010	(18)	120.00
Total		82	

(xv) Singularity Holdings Limited (Formerly known as GeeCee Investments Limited)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	4,900	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	2,500	10.00
4.	March 30, 1995	5,400	0.00
5.	May 15, 1995	27,400	20.00
6.	December 31, 2004	1,67,200	0.00
7.	January 15, 2010	(2,08,900)	97.98
8.	May 3, 2010	(18)	120.00
Total		82	

(xvi) Four Dimensions Securities (India) Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	2,950	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	1,500	10.00
4.	March 30, 1995	3,630	0.00
5.	December 31, 2004	38,720	0.00
6.	January 15, 2010	(48,300)	98.57
7.	May 3, 2010	(18)	120.00
Total		82	

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	January 20, 2016	10,00,000	36.00
2.	March 25, 2019	10,60,000	0.00
Total		20,60,000	

(xviii) Ms. Nidhi Shyamsukha

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	January 20, 2016	9,75,000	36.00
Total		9,75,000	

7 CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

- 7.1 The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- 7.2 The Company shall pay the consideration only by way of cash.
- 7.3 The Company shall not raise further capital for a period of one year from the date of expiry of the Buyback period, except in discharge of subsisting obligations;
- 7.4 The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the Public Announcement for the Buyback is made;
- 7.5 The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
- 7.6 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
- 7.7 The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback will not be more than twice the paid-up share capital and free reserves after the Buyback;
- 7.8 The Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- 7.9 The Board confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company; and
- 7.10 The Buyback shall be completed within a period of one year from the date of passing of the board resolution.
- 8 The Board after taking into account the financial position of the Company and also after considering all contingent liabilities, hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:
- (i) that immediately following the date of the Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) that as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and
- (iii) In forming its opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act 2013 or the Insolvency and Bankruptcy Code, 2016, as applicable.
- 9 REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY:

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated 22nd May, 2019 received from MRB & Associates, Chartered Accountants, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote:

Auditors' Certificate

22nd May, 2019

The Board of Directors

GEECEE VENTURES LIMITED

209-210, Arcadia Building, 2nd Floor,

NCPA Marg, 195, Nariman Point,

Mumbai - 400 021.

Report on Buy Back of Equity Shares pursuant to the requirements of the Companies Act, 2013 (as amended) (the "Act") and Clause (xi), Schedule I to the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations")

Introduction:

1. This report is issued in accordance with the terms of our engagement letter dated 15th May, 2019.
2. We have been engaged by GeeCee Ventures Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buy back by the Company of its equity shares in pursuance of the provisions of Section 68 and 70 of the Act and the SEBI Buyback Regulations.
3. The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on 31st March 2019 ("the Statement") pursuant to the proposed buy- back of equity shares approved by the board of directors of the Company ("Board of Directors") in their meeting held on 22nd May, 2019, in accordance with the provisions of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2) of the Act, Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended 31st March, 2019. We have initiated the Statement for the identification purposes only.

Management's Responsibility:

4. The preparation of the Statement in accordance with Section 68 (2) of the Act and in compliance of the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buy-back Regulations.

Auditor's Responsibility:

6. Pursuant to the requirements of clause (xi) of Schedule I of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:
- a. the amount of capital payment for the buy back, as stated in **Annexure A** has been determined considering the Audited Financial Statements for the year ended 31st March, 2019, and is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
- b. the Board of Directors in their meeting held on 22nd May, 2019 have formed their opinion, as specified in Clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the aforesaid date.
7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence so as to reduce the engagement risk to an acceptably low level for arriving at positive form of expression of conclusion on the matters mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the assignment. Within the scope of our work, we performed the following procedures:
- a. Examined authorization for buy back from the Articles of Association of the Company;
- b. Examined that the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
- c. Examined that the ratio of debt owed by the Company is not more than twice the paid-up capital and its free reserves after such buy-back;
- d. Examined that all the shares for buy-back are fully paid-up;
- e. Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31st March, 2019;
- f. Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General Reserve as at 31st March, 2019 as disclosed in the Statement with the audited financial statements;
- g. Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) of the SEBI Buyback Regulations
- h. Examined resolutions passed in the meetings of the Board of Directors.
- i. Inquired if the Board of Directors of the Company, in its meeting held on 22nd May, 2019, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting;

- k. Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and
- l. Obtained appropriate representations from the management of the Company.
8. The audited financial statements, referred to in paragraph 6 and 7 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 22nd May, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
9. We, having regard to paragraph 7 above, have conducted examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of the Chartered Accountants of India (the ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:

11. Based on our examination as stated above and the representation, information and explanations given to us, we report that:
- a. the amount of the permissible capital payment (including premium) towards the proposed buy-back of equity shares as computed in the accompanying Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with the requirements of section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buy-back Regulations based on the audited financial statements for the year ended 31st March, 2019;
- b. the Board of Directors, in their meeting held on 22nd May, 2019, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; and
- c. we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration.

Restriction on use:

12. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back Regulations, (a) public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable and (c) for providing to the manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For MRB & Associates

Chartered Accountants

Firm's Registration Number: 136306W

Manish R Bohra

Partner

Membership Number: 058431

Place: Mumbai

Dated: 22nd May, 2019

UDIN - 19058431AAAADN2406

Annexure A- Statement of permissible capital payment

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited standalone financial statements as at and for the year ended 31st March, 2019:

Particulars	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Paid up equity share capital as on 31 st March 2019 (2,17,26,543 equity shares of face value ₹ 10 each) (A)		2,172.65
Free Reserves as on 31 st March 2019:		
1) Securities Premium account	1,579.97	
2) General Reserve	13,745.43	
3) Surplus in the statement of profit & Loss	23,526.51	
Total Free Reserves (B)		38,851.91
Total (A+B)		41,024.56
Maximum Buyback		
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)		4,102.46
Buyback amount proposed by Board of Directors		1,100.00
Buyback as a percentage of total paid-up equity capital and free reserves		2.68%

Note:

- 1) Free Reserves excludes ₹ 2,716.51 lakhs arising on account of:
- (a) Capital Redemption Reserves ₹ 565.00 lakhs,
- (b) Capital Reserve ₹ 202.24 lakhs and
- (c) Investment Revaluation Reserve ₹ 1,949.27 lakhs.

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited consolidated financial statements as at and for the year ended 31st March, 2019:

Particulars	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Paid up equity share capital as on 31 st March 2019 (2,17,26,543 equity shares of face value ₹ 10 each) (A)		2,172.65
Free Reserves as on 31 st March 2019:		
1) Securities Premium account	1,579.97	
2) General Reserve	13,745.43	
3) Surplus in the statement of profit & Loss	24,818.14	
Total Free Reserves (B)		40,143.54
Total (A+B)		42,316.19
Maximum Buyback		
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)		4,231.62
Buyback amount proposed by Board of Directors		1,100.00
Buyback as a percentage of total paid-up equity capital and free reserves		2.60%

Note:

- 1) Free Reserves excludes ₹ 3,091.59 lakhs arising on account of:
- (a) Capital Redemption Reserves ₹ 565.00 lakhs,
- (b) Capital Reserve ₹ 202.24 lakhs,
- (c) Investment Revaluation Reserve ₹ 1,960.94 lakhs and
- (d) Special Reserve ₹ 363.41 lakhs.

For GeeCee Ventures Limited

Sd/-

Ashish Ranka

Chief Financial Officer

Dated: 22nd May, 2019

Unquote

10 RECORD DATE AND SHAREHOLDER ENTITLEMENT

JAMES MACKENZIE
Islamabad, May 23

PAKISTANI PRIME MINISTER
Imran Khan congratulated his counterpart Narendra Modi on Thursday for a tri-

umphant victory that returned him to power in New Delhi after an election fought in the shadow of renewed confrontation between the nuclear-armed enemies. With official data showing

Pak says wants peace with India, conducts missile test

Bharatiya Janata Party (BJP) on course to increase its majority in parliament, Khan said he was ready to cooperate

with the government as it resumed office. "I congratulate Prime Minister Modi on the electoral vic-

tory of BJP and allies. Look forward to working with him for peace, progress and prosperity in South Asia," Khan tweeted.

But in a possible warning to India, Pakistan earlier announced that it had conducted a training launch of a

Shaheen II, surface-to-surface ballistic missile, which it said is capable of delivering conventional and nuclear weapons at a range of up to 1,500 miles. "Shaheen II is a highly capable missile which

fully meets Pakistan's strategic needs towards maintenance of deterrence stability in the region," Pakistan's military said in a statement that made no direct mention of its neighbour. —REUTERS

SEL Manufacturing Company Limited						
(CIN: L51909PB2000PLC023679)						
Regd. Office : 274, Dhandari Khurd, G.T. Road, Ludhiana (Punjab) 141014						
Ph.: +91-161-7111117, Fax : +91-161-7111118, Website: www.selindia.in						
Extracts of Consolidated Audited Financial Results for the Quarter and Year Ended March 31, 2019						
(Rs. in lakhs)						
Consolidated						
S.No.	PARTICULARS	Quarter ended 31/03/2019	Quarter ended 31/12/2018	Quarter ended 31/03/2018	Year ended 31/03/2019	Year ended 31/03/2018
		Audited	Unaudited	Audited	Audited	Audited
1	Total Income from operations	14,490.12	10,923.76	22,780.50	69,841.59	131,734.57
2	Net Profit(+)/(Loss)(-) for the period (before Tax, Exceptional items)	(5,821.37)	(9,318.95)	11,433.65	(12,362.74)	(40,282.62)
3	Net Profit(+)/(Loss)(-) for the period before Tax (after Exceptional items)	(13,100.33)	(6,543.27)	(52,681.48)	(37,246.98)	(201,340.91)
4	Net Profit(+)/(Loss)(-) for the period after tax (after Exceptional items)	(13,100.30)	(6,543.27)	(154,154.90)	(37,246.95)	(252,770.14)
5	Total Comprehensive Income(+)/(Loss)(-) for the period [Comprising Profit/ (Loss) for the period (after tax) after Minority Interest and Other Comprehensive Income (after tax)]	(13,272.09)	(6,330.09)	(152,004.37)	(37,554.07)	(250,568.71)
6	Equity Share Capital	33,134.70	33,134.70	33,134.70	33,134.70	33,134.70
7	Other Equity/(Reserves)				(309,367.55)	(271,813.48)
8	Earning per Share (EPS) (of Rs. 10/- each) (in Rs.) (Not Annualised)					
(a) Basic		B- (3.95)	B- (1.97)	B- (46.52)	B- (11.24)	B- (76.28)
(b) Diluted		D- (3.95)	D- (1.97)	D- (46.52)	D- (11.24)	D- (76.28)
Notes :- 1. The above is an extract of the detailed format of Quarterly/Annual Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly/Annual Financial Results is available on the Stock Exchange websites i.e. www.bseindia.com, www.nseindia.com and is also available on the website of the Company viz. www.selindia.in						
2. Key Standalone financial information is given below: (Rs. in lakhs)						
S.No.	PARTICULARS	Quarter ended 31/03/2019	Quarter ended 31/12/2018	Quarter ended 31/03/2018	Year ended 31/03/2019	Year ended 31/03/2018
		Audited	Unaudited	Audited	Audited	Audited
1	Total Income from operations	11,103.73	9,043.48	19,519.37	53,450.39	103,828.34
2	Profit(+)/(Loss)(-) before Tax	(10,583.58)	(4,533.96)	(37,170.92)	(23,596.54)	(166,720.40)
3	Profit(+)/(Loss)(-) after Tax	(10,583.58)	(4,533.96)	(137,433.79)	(23,596.54)	(222,179.94)
3. The above results are reviewed by the Audit Committee and taken of record at the meeting of the Board of Directors on 23.05.2019.						
For and on behalf of Board of Directors						
Place : Ludhiana			Neeraj Saluja			
Date : 23-05-2019			Managing Director			

(CIN: L24230GJ1972PLC002126)

Website: www.torrentpharma.com

Email Id: investorservices@torrentpharma.com

TORRENT PHARMACEUTICALS LIMITED

Registered Office: Torrent House, Off Ashram Road,
Ahmedabad - 380 009, Gujarat, India

Phone: + 91 79 26599000

Fax: + 91 79 26582100

NOTICE

This **NOTICE** is being published pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ("Act") read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time with respect to transfer of equity shares of the Company to the Demat Account of Investor Education and Protection Fund ("IEPF") Authority. The said shares correspond to those shareholders who have not claimed dividend for a period of last seven consecutive years or more.

The Company has already sent a specific communication to the concerned shareholders at their address registered with the Company, *inter alia*, providing the details of the shares being transferred to IEPF. Further, the names of the concerned shareholders, their Folio No or DP ID - Client ID are available on the website of the Company www.torrentpharma.com.

The concerned shareholders are requested to claim the unclaimed dividend due to them by making an application immediately along with the Original dividend warrant and / or Indemnity bond on Non Judicial Stamp paper of ₹ 100/- as the case may be and send it to Karvy Fintech Pvt. Ltd., ("Karvy"), Registrar and Transfer Agents of the Company at the address stated below :

Karvy Fintech Pvt. Ltd
Karvy Selenium Tower B, Plot No. 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad - 500 032
Tel.: 040 - 67161585; Fax No.: 040 - 23001153;
Email: einward.ris@karvy.com; Website: www.karvy.com

The concerned shareholders are also requested to immediately communicate to the Company with the copy of the Order in case of any injunctions / restraints orders, etc. obtained from any Court / Statutory authority with respect to transfer of shares or payment of dividend, etc.

In case the Company does not receive the documents as stated above duly completed in all respect from the concerned shareholders by 28th August, 2019, the Company shall comply with the requirements set out in the Rules, by transferring the unclaimed dividend and shares to IEPF Authority by the due date as per the stipulated procedures. No claim shall lie against the company in respect of the dividend and shares transferred to the IEPF Authority pursuant to the said rules.

The concerned shareholders may note that, upon such transfer, they can claim the said shares alongwith dividend(s) from IEPF, for which details are available on the website of the Company www.torrentpharma.com and also on the website of the Ministry of Corporate Affairs at <http://iepf.gov.in>.

For further information, concerned shareholders may contact Karvy or the Secretarial Department of the Company at the above mentioned addresses.

FOR TORRENT PHARMACEUTICALS LIMITED

MAHESH AGRAWAL

VP (LEGAL) & COMPANY SECRETARY

Place: Ahmedabad

Date: 23rd May, 2019

- their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of equity shares the Company will purchase from each shareholder will be based on the total number of equity shares tendered. Accordingly, the Company may not purchase all of the equity shares tendered by the shareholders in the Buyback.
- 10.5 In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together.
- 10.6 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.
- 10.7 The participation of Eligible Shareholders' in the Buyback will be voluntary. Eligible Shareholders can choose to participate, in part or in full, and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (**over and above their entitlement**) and participate in the shortfall created due to non-participation of some other shareholders, if any.
- 10.8 The maximum number of Equity Shares that can be tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by any Eligible Shareholder as on the Record Date.
- 10.9 The Equity Shares tendered as per the entitlement by shareholders as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and other relevant rules and regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback.
- 10.10 Detailed instructions for participation in the Buyback (*tender of Equity Shares in the Buyback*) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the eligible shareholders as on Record Date.
- 11 PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK**
- 11.1 The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares only in the electronic form/dematized form ("Demat Shares") as on the Record Date.
- 11.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars in terms of Regulation 9(3A) of the Buyback Regulations and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board of Directors or (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 11.3 For implementation of the Buyback, the Company has appointed KJMC Capital Market Services Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:
- KJMC CAPITAL MARKET SERVICES LIMITED**
168, Atlanta, 16th Floor,
Nariman Point, Mumbai 400 021
Telephone: +91 22 4094 5500; **Facsimile:** +91 22 2285 2892
Email: deal@kjmc.com
Contact Person: Mr. Aftab Kagalwala
- 11.4 For the purpose of this Buyback, BSE would be the designated stock exchange ("Designated Stock Exchange"). The Company will request BSE (the Designated Stock Exchange) to provide the separate "Acquisition Window" to facilitate placing of sell orders by Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be specified by BSE from time to time. In case, the Eligible Shareholders' registered stock broker is not registered with the BSE, the Eligible Shareholder may approach the Company's Broker to place the bid.
- 11.5 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by eligible sellers through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Member(s) will enter orders only for demat shares.
- 11.6 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 11.7 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 11.8 Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form**
- 11.8.1 Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member the details of Equity Shares they intend to tender under the Buyback.

- 11.8.2 The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. Before placing the order/bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited (referred to as the "Clearing Corporation") by using the early pay-in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the bid by the Selling Member.
- 11.8.3 The details of the special account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange and/or the Clearing Corporation.
- 11.8.4 For Custodian Participant orders for dematerialized shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 11.8.5 Modification/cancellation of orders will be allowed only during the tendering period of the Buyback. Multiple bids made by the single Eligible Shareholder while tendering the Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 11.8.6 Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Exchange Bidding System to the eligible shareholder on whose behalf the order/bid has been placed. The TRS will contain the details of order submitted like Bid ID number, application number, DP ID, Client ID, No. of Equity Shares tendered etc.
- 11.8.7 In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.
- 11.9 Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in the Physical form**
- As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from December 5, 2018, transfers of securities were not to be processed unless the securities are held in the dematerialized form with a depository. Further, as per the press release dated December 3, 2018 read with press release dated March 27, 2019 issued by SEBI, with effect from April 1, 2019, the request for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Accordingly, the Company shall not accept the Equity Shares tendered under the Buyback Offer unless such Equity Shares are in dematerialized form.
- ACCORDINGLY, ALL ELIGIBLE SHAREHOLDERS OF THE COMPANY DESIROUS OF TENDERING THEIR EQUITY SHARES AND HOLDING EQUITY SHARES IN PHYSICAL FORM ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED.**
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback Offer.
- The cumulative quantity of equity shares tendered under the Buyback shall be made available on the website of the Designated Stock Exchange i.e. BSE website - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.
- 12 METHOD OF SETTLEMENT**
- 12.1 Upon finalization of the basis of acceptance as per Buyback Regulations:
- 12.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 12.1.2 The Company will pay the consideration to the Company Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to such Eligible Shareholder.
- 12.1.3 In case of certain types of Eligible Shareholders' viz. non-resident Indians, foreign clients etc. (where there are specific Reserve Bank of India ("RBI") and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement account for releasing the same to their respective Eligible Shareholder's account onward. For this purpose, the client type details would be collected from the Registrar to the Buyback whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange and the Clearing Corporation from time to time. In case of deals confirmed by custodian, the settlement will be released to custodian's settlement account.
- 12.1.4 The Equity Shares bought back in the demat form would be transferred directly to the demat account of the Company (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
- 12.1.5 Eligible Shareholders will have to ensure that they keep their depository participant ("DP") account active and unlocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any,

- tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder.
- 12.1.6 The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 12.1.7 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders placing the order to sell the Equity Shares on behalf of the Eligible Shareholders. The Buyback consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- 13** The Equity Shares bought back will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
- 14 COMPLIANCE OFFICER**
- 14.1 The Company has designated the following as the Compliance Officer for the Buyback:
- Ms. Dipyanti Kanojia, Company Secretary & Compliance Officer**
GEECEE VENTURES LIMITED
209-210, Arcadia Building, 2nd Floor
195, Nariman Point, Mumbai 400 021.
CIN: L24249MH1984PLC032170
Telephone: +91 22 4019 8633; **Facsimile:** +91 22 4019 8650
E-mail: dipyanti@gcvl.in
Website: www.geecceventures.com
- Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 AM to 5:00 PM on all working days except Saturday, Sunday and Public holidays.
- 15 INVESTOR SERVICE CENTRE & REGISTRAR TO THE BUYBACK**
- 15.1 In case of any query, the shareholders may contact the Registrar & Share Transfer Agent during working hours i.e. 10:00 AM to 5:00 PM on all working days except Saturday, Sunday and Public holidays at the following address:
- LINK Intime**
- LINK INTIME INDIA PRIVATE LIMITED**
C-101, 1st Floor, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai - 400 083;
Tel. No.: +91 22 4918 6200; **Fax:** +91 22 4918 6195;
Contact Person: Mr. Sumeet Deshpande
Email: geecce.buyback2019@linkintime.co.in; **Website:** www.linkintime.co.in;
SEBI Registration Number: INR000004058;
Validity Period: Permanent Registration;
CIN: U67190MH1999PTC118368
- 16 MANAGER TO THE BUYBACK OFFER**
- 
KJMC
ADVICE MATTERS
KJMC CORPORATE ADVISORS (INDIA) LIMITED
162, Atlanta, 16th Floor,
Nariman Point, Mumbai 400 021
Telephone: +91 22 4094 5500; **Facsimile:** +91 22 2285 2892
Contact Person: Mr. Kaushal Patwa/Mr. Ghanshyam Kapadia
Email: gcvl.buyback@kjmc.com
SEBI Registration Number: INM000002509
CIN: L67120MH1998PLC113888
- 17 DIRECTOR'S RESPONSIBILITY**
- 17.1 As per Regulation 24(ii)(a) of the Buyback Regulations, the Board of Directors accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.
- For and on behalf of the Board of Directors of **GEECEE VENTURES LIMITED**
- | | |
|---|--|
| Sd/-
Vazhathara Vasudevan Sureshkumar
<i>Whole Time Director</i>
DIN: 00053859 | Sd/-
Gaurav Shyamsukha
<i>Whole Time Director</i>
DIN: 01646181 |
| Sd/-
Dipyanti Kanojia
Company Secretary & Compliance Officer
Membership No. A41024 | Sd/-
Ashish Ranka
Chief Financial Officer (CFO) |
- Date :** May 23, 2019
Place: Mumbai



GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170

Registered Office: 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021, India.

Telephone: + 91 22 4019 8600; Facsimile: +91 22 4019 8650

Contact Person: Ms. Dipyanti Kanojia, Company Secretary & Compliance Officer; E-mail: geecee.investor@gcvl.in; Website: www.geeceeventures.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF GEECEE VENTURES LIMITED FOR THE BUY-BACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement (the “**Public Announcement**”) is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended (the “**Buyback Regulations**”) for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Schedule II read with Schedule I to the Buyback Regulations.

OFFER TO BUYBACK UPTO 8,14,815 (EIGHT LAKHS FOURTEEN THOUSAND EIGHT HUNDRED AND FIFTEEN ONLY FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT A PRICE OF ₹ 135/- (RUPEES ONE HUNDRED AND THIRTY FIVE ONLY) PER FULLY PAID UP EQUITY SHARE PAYABLE IN CASH ON A PROPORTIONATE BASIS BY WAY OF A TENDER OFFER ROUTE THROUGH STOCK EXCHANGE MECHANISM.

1 THE BUY-BACK OFFER AND OFFER PRICE

1.1 The Board of Directors (the “**Board**”) of GeeCee Ventures Limited (the “**Company**”) at their meeting held on May 22, 2019 (“**Board Meeting**”), has approved Buyback of fully paid-up equity shares of face value of ₹ 10 (Rupees Ten) each (“**Shares**” or “**Equity Shares**”) of the Company not exceeding 8,14,815 Equity Shares representing 3.75% of the total number of Equity Shares in the paid-up equity share capital of the Company from the eligible equity shareholders/beneficial owners of Equity Shares (the “**Eligible Shareholders**”) of the Company as on Record Date (*hereinafter defined*), on a proportionate basis, through tender offer route using the stock exchange mechanism (the “**Buyback**”/“**Buyback Offer**”) in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (“**Share Capital Rules**”), to the extent applicable and the Companies (Management and Administration) Rules, 2014, to the extent applicable (the “**Management Rules**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Buy Back Regulations read with Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 (the “**SEBI Circulars**”) at a price of ₹ 135/- per Equity Share (“**Buyback Price**”/“**Buyback Offer Price**”) payable in cash, for an aggregate maximum consideration not exceeding ₹ 1,100 lakhs (the “**Buyback Offer Size**”) excluding the expenses incurred or to be incurred for the Buyback viz. fees, brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. (“**Transaction Costs**”).

1.2 The Buyback Offer Size does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves, as per the standalone audited accounts of the Company for the financial year ended March 31, 2019 (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback) and represents 2.68% of the total fully paid-up share capital and free reserves as per the standalone audited accounts of the Company for the financial year ended March 31, 2019. The maximum number of Equity Shares proposed to be bought back represents 3.75% of the total number of Equity Shares in the paid-up share capital of the Company.

1.3 The maximum amount required by the Company for the said Buyback is aggregating to ₹ 1,100 lakhs, and is within the permitted limits. The funds for the Buyback will be met out of internally generated cash resources of the Company.

1.4 The Buyback is in accordance with the provisions of the Companies Act 2013, the Share Capital Rules and the Management Rules to the extent applicable and in accordance with Article 5 of the Articles of Association of the Company, and subject to the provisions of the Buyback Regulations and such other approvals, permissions as may be required from time to time from the Stock Exchanges (*hereinafter defined*) where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof.

1.5 The Buyback is subject to receipt of any approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws including but not limited to Securities and Exchange Board of India (“**SEBI**”), and the Stock Exchanges where the Equity Shares of the Company are listed i.e. the BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”) (BSE and NSE collectively hereinafter referred to as the “**Stock Exchanges**”).

1.6 The Buyback offer price of ₹ 135/- per Equity Share has been arrived at after considering various factors including but not limited to i) the trends in the volume weighted average price of the Equity Shares of the Company on the NSE, the Stock Exchange where the volume of trading in the Equity Shares of the Company has been higher than the volume of trading in the Equity Shares of the Company on BSE during the twelve calendar months preceding the calendar month in which the proposed Buyback is considered by the Board of Directors; ii) the net worth of the Company iii) price earnings ratio iv) impact on other financial parameters and v) the possible impact of Buyback on the earnings per share. The Buyback Offer Price of ₹ 135/- per Equity Share represents (i) premium of 11.32% on BSE and 10.37% on NSE over the volume weighted average price of the Equity Shares on BSE and on NSE respectively for three (3) months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback (ii) premium of 12.74% on BSE and 11.95% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for two (2) weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback; and (iii) premium of 14.84% on BSE and 16.38% on NSE over the closing market price of the Equity Shares on BSE and NSE as on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback. The closing market price of the Equity Shares as on the Intimation Date was ₹ 117.55 on the BSE and ₹ 116.00 on NSE, respectively.

1.7 The Buyback shall be on a proportionate basis from all the Eligible Equity Shareholders of the Company as on the Record Date through the ‘Tender Offer’ route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Please refer to paragraph 10 below for details regarding record date and share entitlement for tender in the Buyback. The Buyback would be undertaken in accordance with SEBI Circulars, which prescribes mechanism for acquisition of shares through stock exchange. In this regard, the Company will request BSE to provide the acquisition window. For the purpose of this Buyback, BSE would be the Designated Stock Exchange.

1.8 The Buyback Offer Size does not include any other expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, Stock Exchange fees, advisors’ fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses.

1.9 In terms of the Buyback Regulations, under tender offer route, the Promoters and Promoter group of the Company have the option to participate in the Buyback. In this regard, some of the members of the Promoters and Promoter group have informed the Company by way of their letters dated May 22, 2019 regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in clause 6 of this announcement.

1.10 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoters and Promoter group of the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. Pursuant to the completion of the Buyback, the public shareholding of the Company shall not fall below the minimum level required in terms of Securities Contracts, (Regulations) Rules, 1957 and as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the Promoter and Promoter group of the Company pursuant to completion of Buyback will not result in any change in control over the Company

1.11 A copy of this Public Announcement is available on the Company’s website (www.geeceeventures.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of Stock Exchanges (www.bseindia.com) and (www.nseindia.com).

2 NECESSITY FOR THE BUYBACK

2.1 The objective of the Buyback is to return surplus cash to the Members holding Equity Shares of the Company in a cost effective and investor friendly manner. The Board at its meeting held on May 22, 2019, considered the increase in accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ending March 31, 2019 and considering these, the Board decided to allocate a sum of ₹ 1,100 lakhs for distributing to the Members holding Equity Shares of the Company through the Buyback.

2.2 After considering several factors and benefits to the Members holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 8,14,815 Equity Shares (representing 3.75% of the total number of Equity Shares in the paid-up equity share capital of the Company) at a price of ₹ 135/- per equity share for an aggregate consideration of ₹ 1,100 lakhs. Buyback is an efficient form of distributing surplus cash to the Members holding Equity Shares of the Company, inter-alia, for the following reasons:

- The Buyback will help in improving earnings per share and return on equity by reduction in the equity base, thereby leading to long term increase in shareholders’ value;
- The Buyback gives an option to the Eligible Shareholders, who can either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback; or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, as adjusted for the Buyback, without additional investment;
- The Buyback, which is being implemented through the Tender Offer as prescribed under the Buyback Regulations, would involve minimum reservation of 15% for small shareholders and allocation of higher of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder” as per Regulation 2(i)(n) of the Buyback Regulations;
- The Buyback will help in achieving optimal capital structure.

3 MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK

3.1 The maximum amount required under the Buyback would not exceed ₹ 1,100 lakhs, which is 2.68% of the aggregate of the total paid-up equity share capital and free reserves as per the standalone audited accounts of the Company for the financial year ended March 31, 2019 which is within the prescribed limit of 10% (excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, stamp duty, etc.).

3.2 The Buyback would be financed out of free reserves, securities premium account or such other source as may be permitted by the Buyback Regulations or the Act.

3.3 The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company, if any, after the Buyback shall not be more than twice the paid-up capital and free reserves after the Buyback.

3.4 The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

4 MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES

4.1 The Equity Shares are proposed to be bought back at a price of ₹ 135/- (Rupees One Hundred and Thirty Five only). The Buyback Price has been arrived at after considering many factors, including, but not limited to i) the trends in the volume weighted average price of the Equity Shares of the Company on the NSE, the Stock Exchange where the volume of trading in the Equity Shares of the Company has been higher than the volume of trading in the Equity Shares of the Company on BSE during the twelve calendar months preceding the calendar month in which the proposed Buyback is considered by the Board of Directors; ii) the net worth of the Company iii) price earnings ratio iv) impact on other financial parameters and v) the possible impact of Buyback on the earnings per share.

4.2 The Buyback Price represents

- a premium of 11.32% and 10.37% over the volume weighted average price of the Equity Shares on BSE and on NSE respectively for three (3) months preceding May 14, 2019 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback);
- 12.74% and 11.95% over the volume weighted average price of the Equity Shares on BSE and on NSE, respectively for 2 weeks preceding May 14, 2019 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback); and
- premium of 14.84% on BSE and 16.38% on NSE over the closing market price of the Equity Shares on BSE and NSE, respectively as on May 14, 2019 (the date of the intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback).

The closing market price of the Equity Shares as on the intimation date was ₹ 117.55 on the BSE and ₹ 116.00 on NSE, respectively.

5 MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to Buy back up to 8,14,815 Equity Shares of face value of ₹ 10 (*Rupees Ten*) each, representing 3.75% of the total issued and paid up equity capital of the Company as on March 31, 2019.

6 DETAILS OF PROMOTER'S SHAREHOLDING AND THEIR INTENTION TO PARTICIPATE IN THE BUYBACK

6.1 The aggregate shareholding of the Promoters, Promoter Group and Persons are in control of the Company, Directors and Key Managerial Personnel of the Company and the Directors of Promoters, where the Promoter is a Company and as on the date of the Board Meeting at which the Buyback was approved i.e. May 22, 2019 and as on the date of this public announcement is given below:

a) Shareholding of Promoter and companies/entities forming part of the Promoter Group:

No.	Name	Number of Equity Shares	% of shareholding
1.	Mr. Rohit Kothari	24,04,844	11.07
2.	Saraswati Commercial (India) Limited	25,37,967	11.68
3.	Ms. Arti Shyamsukha	24,62,426	11.33
4.	New Age Energy India Private Limited	13,40,867	6.17
5.	*Ms. Tejal Kothari	20,60,000	9.48
6.	*Ms. Nidhi Shyamsukha	9,75,000	4.49
7.	Rakhee Dyechem LLP (<i>Formerly known as Rakhee Dyechem Private Limited</i>)	8,49,351	3.91
8.	Mr. Harisingh Shyamsukha	8,16,741	3.76
9.	*Mr. Gaurav Shyamsukha	6,61,086	3.04
10.	*Mr. Ashwin Kumar Kothari	3,50,000	1.61
11.	Harisingh Shyamsukha (HUF)	2,51,444	1.16
12.	Ashwin Kumar Kothari Smaller (HUF)	100	0.00
13.	Ms. Meena Kothari	100	0.00
14.	Ashwin Kumar Kothari (HUF)	100	0.00
15.	Pannalal C Kothari (HUF)	100	0.00
16.	Winro Commercial (India) Limited	82	0.00
17.	Singularity Holdings Limited (<i>Formerly known as GeeCee Investments Limited</i>)	82	0.00
18.	Four Dimensions Securities (India) Limited	82	0.00
Total		1,47,10,372	67.71

*Please note that below shares held by Mr. Ashwin Kumar Kothari, Ms. Tejal Kothari, Ms. Nidhi Shyamsukha and Mr. Gaurav Shyamsukha are locked in and will be released on May 31, 2019. These shares will no longer be subject to lock-in from May 31, 2019 and these shares are intended to be tendered in the proposed Buy Back Offer.

No.	Name	Number of Equity Shares	% of shareholding	Number of Equity Shares Locked In	% of locked shareholding of Total Equity Shares held
1.	Mr. Ashwin Kumar Kothari	3,50,000	1.61	3,50,000	100.00
2.	Ms. Tejal R. Kothari	20,60,000	9.48	10,00,000	48.54
3.	Mr. Gaurav Shyamsukha	6,61,086	3.04	3,75,000	56.72
4.	Ms. Nidhi Shyamsukha	9,75,000	4.49	9,75,000	100.00
Total		40,46,086	18.62	27,00,000	66.73

b) None of the Directors or Key Managerial Personnel of the Company hold any Equity Shares in the Company, except as set out below:

No.	Name	Number of Equity Shares	% of shareholding
1.	Mr. Rohit Kothari	24,04,844	11.07
2.	Mr. Harisingh Shyamsukha	8,16,741	3.76
3.	Mr. Gaurav Shyamsukha	6,61,086	3.04
4.	Mr. Ashwin Kumar Kothari	3,50,000	1.61
5.	Mr. Vazhathara Vasudevan Suresh Kumar	142	0.00
6.	Mr. Vallabh Prasad Biyani	1	0.00
Total		42,32,814	19.48

c) None of the Directors of Promoters, where the Promoter is a Company hold any Equity Shares in the Company, except as set out below:

No.	Name of the Director of Company forming part of the Promoter Group	Number of Equity Shares	% of shareholding
1.	SARASWATI COMMERCIAL (INDIA) LIMITED		
	Mr. Vazhathara Vasudevan Suresh Kumar	142	0.00
2.	NEW AGE ENERGY INDIA PRIVATE LIMITED		
	Ms. Arti Shyamsukha	24,62,426	11.33
	Mr. Gaurav Shyamsukha	6,61,086	3.04

6.2 None of the Equity Shares of the Company have been purchased/sold by any of the Promoters/Members of Promoter group/Directors of corporate promoters and Directors & Key Managerial Personnel of the Company, as set out in point (a) and (b) above during the period of six (6) months preceding the date of the Board Meeting at which the Buyback was approved, except for as set out below:

No.	Date of Transaction	Nature of transaction	Number of Equity Shares purchased/(Sold)	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
1.	Mr. Rohit Kothari March 25, 2019	Gift (Off market sale)	(10,60,000)	NA	NA	NA	NA
2.	Ms. Tejal Kothari March 25, 2019	Gift (Off market purchase)	10,60,000	NA	NA	NA	NA

6.3 In terms of the Buyback Regulations, under the Tender Offer route, the Promoters/ Members of the Promoter Group/Persons in control of the Company have the option to participate in the Buyback. In this regard, the Promoters/Members of the Promoter Group/Persons in control of the Company as set out below have expressed their intention by way of their individual letters dated May 22, 2019, to participate in the Buyback and offer up to an aggregate maximum of 8,14,815 Equity Shares or such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback. Furtherance to the above intention of the Promoters/Members of the Promoter Group/Persons in control of the Company, the maximum number of shares that the Promoters/Members of the Promoter Group/Persons in control of the Company may tender is given in the table below:

No.	Name	Number of Equity Shares	Maximum number of Equity Shares intended to tender
1.	Mr. Rohit Kothari	24,04,844	24,04,844
2.	Saraswati Commercial (India) Limited	25,37,967	25,37,967
3.	Ms. Arti Shyamsukha	24,62,426	24,62,426
4.	New Age Energy India Private Limited	13,40,867	13,40,867
5.	Ms. Tejal R. Kothari	20,60,000	20,60,000
6.	Ms. Nidhi Shyamsukha	9,75,000	9,75,000
7.	Rakhee Dyechem LLP (<i>Formerly known as Rakhee Dyechem Private Limited</i>)	8,49,351	8,49,351
8.	Mr. Harisingh Shyamsukha	8,16,741	8,16,741
9.	Mr. Gaurav Shyamsukha	6,61,086	6,61,086
10.	Mr. Ashwin Kumar Kothari	3,50,000	3,50,000
11.	Harisingh Shyamsukha (HUF)	2,51,444	2,51,444
12.	Ashwin Kumar Kothari Smaller (HUF)	100	100
13.	Ms. Meena Kothari	100	100
14.	Ashwin Kumar Kothari (HUF)	100	100
15.	Pannalal C Kothari (HUF)	100	100
16.	Winro Commercial (India) Limited	82	82
17.	Singularity Holdings Limited (<i>Formerly known as GeeCee Investments Limited</i>)	82	82
18.	Four Dimensions Securities (India) Limited	82	82
Total		1,47,10,372	1,47,10,372

6.4 Details of the date and price of acquisition of the Equity Shares that the Promoters/ Members of the Promoter Group/Persons in control of the Company intend to tender are set out below:

(i) Mr. Rohit Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	2,200	10.00
2.	March 30, 1995	1,320	0.00
3.	May 15, 1995	25,520	20.00
4.	December 31, 2004	1,16,160	0.00
5.	January 15, 2010	2,00,000	98.52
6.	May 3, 2010	(62,533)	120.00
7.	March 29, 2017	31,32,177	125.03
8.	March 31, 2017	50,000	126.28
9.	March 25, 2019	(10,60,000)	0.00
Total		24,04,844	

(ii) Saraswati Commercial (India) Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	4,900	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	8,500	10.00
4.	September 25, 1992	2,430	22.00
5.	March 30, 1995	10,458	0.00
6.	May 15, 1995	2,27,568	20.00
7.	December 31, 2004	10,21,824	0.00
8.	January 15, 2010	(9,21,700)	95.98
9.	May 3, 2010	(64,413)	120.00
10.	March 31, 2017	(50,000)	126.22
11.	March 31, 2017	22,96,800	00.00
Total		25,37,967	

(iii) Ms. Arti Shyamsukha

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	July 14, 1990	1,500	16.00
2.	March 31, 1992	5,000	10.00
3.	March 1, 1993	1,68,000	0.00
4.	March 1, 1993	1,20,000	0.00
5.	March 30, 1995	1,01,700	0.00
6.	March 30, 1995	75,000	0.00
7.	March 26, 1996	15,000	20.00
8.	September 25, 1988	300	50.00
9.	September 25, 2000	6,000	50.00
10.	February 27, 2002	1,06,375	20.00
11.	December 31, 2004	13,10,700	0.00
12.	September 22, 2008	12,800	0.00
13.	December 31, 2004	10,84,800	0.00
14.	May 3, 2010	(2,45,639)	120.00
15.	May 3, 2010	(2,99,110)	120.00
Total		24,62,426	

(iv) New Age Energy India Private Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	May 15, 1995	1,50,000	20.00
2.	March 26, 1996	28,750	20.00
3.	March 26, 1996	31,800	20.00
4.	July 22, 1996	19,500	20.00
5.	September 21, 1996	18,700	20.00
6.	February 27, 2002	78,750	20.00
7.	December 31, 2004	13,10,000	0.00
8.	May 3, 2010	(2,96,633)	120.00
Total		13,40,867	

(v) Rakhee Dyechem LLP (*Formerly known as Rakhee Dyechem Private Limited*)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	May 15, 1995	1,28,700	20.00
2.	February 27, 2002	25	20.00
3.	February 27, 2002	33,100	20.00
4.	February 27, 2002	12,500	20.00
5.	February 27, 2002	25	20.00
6.	February 27, 2002	33,100	20.00
7.	December 31, 2004	8,29,800	0.00
8.	May 3, 2010	(1,87,899)	120.00
	Total	8,49,351	

(vii) Mr. Gaurav Shyamsukha

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 15, 1999	19,200	10.00
2.	March 15, 1999	32,000	10.00
3.	February 27, 2002	75	20.00
4.	February 27, 2002	18,600	20.00
5.	December 30, 2004	2,79,500	0.00
6.	May 3, 2010	(63,289)	120.00
7.	January 20, 2016	3,75,000	36.00
	Total	6,61,086	

(viii) Mr. Ashwin Kumar Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	2,200	10.00
2.	March 1, 1993	80,000	0.00
3.	March 1, 1993	1,592	0.00
4.	March 30, 1995	48,000	0.00
5.	July 24, 1993	8	10.00
6.	March 30, 1995	2,280	0.00
7.	May 15, 1995	18,000	20.00
8.	May 15, 1995	6,080	20.00
9.	December 31, 2004	5,84,000	0.00
10.	December 31, 2004	48,640	0.00
11.	May 3, 2010	(1,32,240)	120.00
12.	May 3, 2010	(11,014)	120.00
13.	January 20, 2016	3,50,000	36.00
14.	March 29, 2017	(6,47,546)	124.95
	Total	3,50,000	

(ix) Harisingh Shyamsukha (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	19,800	10.00
2.	March 30, 1995	11,880	0.00
3.	May 15, 1995	40,000	20.00
4.	February 27, 2002	2,575	20.00
5.	December 31, 2004	2,97,020	0.00
6.	May 3, 2010	(67,257)	120.00
7.	March 6, 2017	(52,574)	134.97
	Total	2,51,444	

(x) Ashwin Kumar Kothari Smaller (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 1, 1993	72,000	0.00
2.	March 30, 1995	43,200	0.00
3.	May 15, 1995	25,200	20.00
4.	December 31, 2004	5,61,600	0.00
5.	May 3, 2010	(1,27,167)	120.00
6.	March 29, 2017	(5,74,733)	124.97
	Total	100	

(xi) Ms. Meena Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 27, 1984	20	10.00
2.	March 31, 1992	2,200	10.00
3.	March 1, 1993	80,000	0.00
4.	March 30, 1995	48,000	0.00
5.	March 30, 1995	1,332	0.00
6.	May 15, 1995	23,000	20.00
7.	May 15, 1995	3,552	20.00
8.	December 31, 2004	6,04,000	0.00
9.	December 31, 2004	28,416	0.00
10.	May 3, 2010	(6,435)	120.00
11.	May 3, 2010	(1,36,769)	120.00
12.	March 29, 2017	(6,47,216)	124.95
	Total	100	

(xii) Ashwin Kumar Kothari (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	2,200	10.00
2.	March 1, 1993	80,000	0.00
3.	March 30, 1995	48,000	0.00
4.	March 30, 1995	1,320	0.00
5.	May 15, 1995	23,000	20.00
6.	May 15, 1995	3,520	20.00
7.	December 31, 2004	6,04,000	0.00
8.	December 31, 2004	28,160	0.00
9.	May 3, 2010	(1,43,145)	120.00
10.	March 29, 2017	(6,46,955)	124.97
	Total	100	

(xiii) Pannalal C. Kothari (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 1, 1993	78,400	0.00
2.	March 30, 1995	47,040	0.00
3.	May 15, 1995	25,440	20.00
4.	December 31, 2004	6,03,520	0.00
5.	May 3, 2010	(1,36,660)	120.00
6.	March 6, 2017	(56,032)	134.90
7.	March 29, 2017	(5,61,608)	124.95
	Total	100	

(xiv) Winro Commercial (India) Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	4,900	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	8,500	10.00
4.	March 1, 1993	8,000	0.00
5.	March 30, 1995	13,800	0.00
6.	May 15, 1995	2,26,800	20.00
7.	December 31, 2004	10,54,400	0.00
8.	January 15, 2010	(11,17,900)	95.53
9.	January 15, 2010	(302)	98.53
10.	January 15, 2010	(1,99,698)	98.48
11.	May 3, 2010	(18)	120.00
	Total	82	

(xv) Singularity Holdings Limited (Formerly known as GeeCee Investments Limited)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	4,900	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	2,500	10.00
4.	March 30, 1995	5,400	0.00
5.	May 15, 1995	27,400	20.00
6.	December 31, 2004	1,67,200	0.00
7.	January 15, 2010	(2,08,900)	97.98
8.	May 3, 2010	(18)	120.00
	Total	82	

(xvi) Four Dimensions Securities (India) Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	2,950	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	1,500	10.00
4.	March 30, 1995	3,630	0.00
5.	December 31, 2004	38,720	0.00
6.	January 15, 2010	(48,300)	98.57
7.	May 3, 2010	(18)	120.00
	Total	82	

(xvii) Ms. Tejal Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	January 20, 2016	10,00,000	36.00
2.	March 25, 2019	10,60,000	0.00
	Total	20,60,000	

(xviii) Ms. Nidhi Shyamsukha

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	January 20, 2016	9,75,000	36.00
	Total	9,75,000	

7 CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

- 7.1 The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- 7.2 The Company shall pay the consideration only by way of cash.
- 7.3 The Company shall not raise further capital for a period of one year from the date of expiry of the Buyback period, except in discharge of subsisting obligations;
- 7.4 The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the Public Announcement for the Buyback is made;
- 7.5 The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
- 7.6 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
- 7.7 The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback will not be more than twice the paid-up share capital and free reserves after the Buyback;
- 7.8 The Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- 7.9 The Board confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company; and
- 7.10 The Buyback shall be completed within a period of one year from the date of passing of the board resolution.

8 The Board after taking into account the financial position of the Company and also after considering all contingent liabilities, hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

- (i) that immediately following the date of the Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) that as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and
- (iii) In forming its opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act 2013 or the Insolvency and Bankruptcy Code, 2016, as applicable.

9 REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY:**REPORT BY THE COMPANY'S STATUTORY AUDITOR**

The text of the report dated 22nd May, 2019 received from MRB & Associates, Chartered Accountants, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

*Quote:***Auditors' Certificate****22nd May, 2019****The Board of Directors****GEECEE VENTURES LIMITED**209-210, Arcadia Building, 2nd Floor,

NCPA Marg, 195, Nariman Point,

Mumbai - 400 021.

Report on Buy Back of Equity Shares pursuant to the requirements of the Companies Act, 2013 (as amended) (the "Act") and Clause (xi), Schedule I to the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations")**Introduction:**

1. This report is issued in accordance with the terms of our engagement letter dated 15th May, 2019.
2. We have been engaged by GeeCee Ventures Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buy back by the Company of its equity shares in pursuance of the provisions of Section 68 and 70 of the Act and the SEBI Buyback Regulations.
3. The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on 31st March 2019 ('the Statement') pursuant to the proposed buy- back of equity shares approved by the board of directors of the Company ("Board of Directors") in their meeting held on 22nd May, 2019, in accordance with the provisions of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2) of the Act, Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended 31st March, 2019. We have initiated the Statement for the identification purposes only.

Management's Responsibility:

4. The preparation of the Statement in accordance with Section 68 (2) of the Act and in compliance of the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buy-back Regulations.

Auditor's Responsibility:

6. Pursuant to the requirements of clause (xi) of Schedule I of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:
- a. the amount of capital payment for the buy back, as stated in **Annexure A** has been determined considering the Audited Financial Statements for the year ended 31st March, 2019, and is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
- b. the Board of Directors in their meeting held on 22nd May, 2019 have formed their opinion, as specified in Clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the aforesaid date.
7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence so as to reduce the engagement risk to an acceptably low level for arriving at positive form of expression of conclusion on the matters mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the assignment. Within the scope of our work, we performed the following procedures:
- a. Examined authorization for buy back from the Articles of Association of the Company;
- b. Examined that the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
- c. Examined that the ratio of debt owed by the Company is not more than twice the paid-up capital and its free reserves after such buy-back;
- d. Examined that all the shares for buy-back are fully paid-up;
- e. Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31st March, 2019;
- f. Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General Reserve as at 31st March, 2019 as disclosed in the Statement with the audited financial statements;
- g. Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) of the SEBI Buyback Regulations
- h. Examined resolutions passed in the meetings of the Board of Directors.
- i. Inquired if the Board of Directors of the Company, in its meeting held on 22nd May, 2019, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting;

- j. Examined minutes of the meetings of the Board of Directors;
- k. Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and
- l. Obtained appropriate representations from the management of the Company.
8. The audited financial statements, referred to in paragraph 6 and 7 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 22nd May, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

9. We, having regard to paragraph 7 above, have conducted examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of the Chartered Accountants of India (the ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:

11. Based on our examination as stated above and the representation, information and explanations given to us, we report that:
- a. the amount of the permissible capital payment (including premium) towards the proposed buy-back of equity shares as computed in the accompanying Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with the requirements of section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buy-back Regulations based on the audited financial statements for the year ended 31st March, 2019;
- b. the Board of Directors, in their meeting held on 22nd May, 2019, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; and
- c. we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration.

Restriction on use:

12. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back Regulations, (a) public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable and (c) for providing to the manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For MRB & Associates**Chartered Accountants****Firm's Registration Number: 136306W****Manish R Bohra****Partner****Membership Number: 058431**

Place: Mumbai

Dated: 22nd May, 2019

UDIN - 19058431AAAADN2406

Annexure A- Statement of permissible capital payment

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited standalone financial statements as at and for the year ended 31st March, 2019:

Particulars	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Paid up equity share capital as on 31 st March 2019 (2,17,26,543 equity shares of face value ₹ 10 each) (A)		2,172.65
Free Reserves as on 31 st March 2019:		
1) Securities Premium account	1,579.97	
2) General Reserve	13,745.43	
3) Surplus in the statement of profit & Loss	23,526.51	
Total Free Reserves (B)		38,851.91
Total (A+B)		41,024.56
Maximum Buyback		
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)		4,102.46
Buyback amount proposed by Board of Directors		1,100.00
Buyback as a percentage of total paid-up equity capital and free reserves		2.68%

Note:

- 1) Free Reserves excludes ₹ 2,716.51 lakhs arising on account of:
- (a) Capital Redemption Reserves ₹ 565.00 lakhs,
- (b) Capital Reserve ₹ 202.24 lakhs and
- (c) Investment Revaluation Reserve ₹ 1,949.27 lakhs.

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited consolidated financial statements as at and for the year ended 31st March, 2019:

Particulars	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Paid up equity share capital as on 31 st March 2019 (2,17,26,543 equity shares of face value ₹ 10 each) (A)		2,172.65
Free Reserves as on 31 st March 2019:		
1) Securities Premium account	1,579.97	
2) General Reserve	13,745.43	
3) Surplus in the statement of profit & Loss	24,818.14	
Total Free Reserves (B)		40,143.54
Total (A+B)		42,316.19
Maximum Buyback		
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)		4,231.62
Buyback amount proposed by Board of Directors		1,100.00
Buyback as a percentage of total paid-up equity capital and free reserves		2.60%

Note:

- 1) Free Reserves excludes ₹ 3,091.59 lakhs arising on account of:
- (a) Capital Redemption Reserves ₹ 565.00 lakhs,
- (b) Capital Reserve ₹ 202.24 lakhs,
- (c) Investment Revaluation Reserve ₹ 1,960.94 lakhs and
- (d) Special Reserve ₹ 363.41 lakhs.

For GeeCee Ventures Limited**Sd/-****Ashish Ranka****Chief Financial Officer**Dated: 22nd May, 2019

VITESSE AGRO LIMITED	
Corporate Identity Number (CIN): L01200GJ1980PLC093159	
Registered Office: 322/A, Gunj Bazar, Madhavpura, Ahmedabad- 380004	
Tel. No.: 079-40054603 Email ID: investors@vitesseagro.in Website: www.vitesseagro.in	
Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Equity Shareholders of the Vitesse Agro Limited under Regulation 26 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
Date	23.05.2019
Name of the Target Company	Vitesse Agro Limited
Details of the Offer pertaining to Target Company	Open Offer for acquisition of up to 25,44,100 equity shares ("Offer") of ₹ 10 each at an Offer Price of ₹ 13 per fully paid-up equity share/voting rights, representing 26% of the total paid-up equity share capital, from the equity shareholders of Vitesse Agro Limited ("Target Company") pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, and subsequent amendments thereto ("Takeover Code").
Name (s) of the Acquirer and PAC with the Acquirer	1) Mr. Avadhesh Kumar Gola (Acquirer) 2) Mr. Roop Kishore Gola (Acquirer)
Name of the Manager to the Offer	Finshore Management Services Limited
Members of the Committee of Independent Directors ("IDC") (please indicate the chairperson of the committee separately)	1) Mr. Pankaj Kumar Jha (Chairman) 2) Mr. Rishi Rai (Member) 3) Ms. Ritu Rahul Mehta (Member)
IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any	IDC members are independenten the board of the Target Company. None of the IDC members has any contract/relationship with the Target Company at present. They do not hold any Equity Shares in the Target Company.
Trading in the Equity shares/other securities of the Target Company by IDC Members	None of the IDC members has done any trading in the shares of the Target Company since their appointment.
IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC members has any relationship with the Acquirers at present.
Trading in the Equity shares/other securities of the acquirer by IDC Members	NIL
Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	The IDC members believe that the Offer is fair and reasonable.
Summary of reasons for recommendation	Based on the review of PA, DPS and LOO, the IDC is of opinion that the Offer Price of ₹ 13 per equity shares, offered by the Acquirers is in line with the regulation prescribed by SEBI under the Takeover Code and prima facie appears to be justified. The Committee considered the following facts: 1) The price at which the Preferential Allotment as determined in terms of Regulations 165 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 of equity shares are proposed to be allotted to the Acquirer as approved by the Board of Directors in the meeting held on March 20, 2019. The Fair Value of the equity shares of the Target Company is ₹ 11.19 (Rupees Eleven and Nineteen Only) per share as certified by CA Vikash Goel (Registration Number: IBBI/RV/01/2018/10339), Registered Valuers, vide valuation certificate dated March 19, 2019 and also by Saroj Kumar Jha & Associates, Chartered Accountants (FRN-016303N & Membership no: 097048) as mentioned in the Detailed Public Statement appeared on Thursday, March 28, 2019. 2) The Offer Price is ₹ 13 (Rupees Thirteen Only) per equity share of ₹ 10 each as justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations. Based on the above, IDC is of the opinion that the Offer Price of ₹ 13 is in compliance with the requirements under the Takeover Code. Keeping in view the above facts IDC is of the view that the Offer Price of ₹ 13 payable to the public shareholders of Target Company of this Open Offer is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.
Details of Independent Advisors, if any.	NIL
Any other matter to be highlighted	NIL
"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target company under the Takeover Code."	
For Vitesse Agro Limited Sd/- Mr. Pankaj Kumar Jha (Chairman- Committee of Independent Directors)	
Raka	

भारतीय चुनावों की निष्पक्षता व ईमानदारी पर भरोसा : अमेरिका

वाशिंगटन, 23 मई (भाषा) ।

अमेरिका ने भारतीय जनता की प्रशंसा करते हुए कहा कि उसे भारतीय चुनावों की निष्पक्षता व ईमानदारी पर पूरा भरोसा है और चाहे जो भी जीते, वह उसके साथ मिलकर काम करेंगा।

विदेश मंत्रालय की प्रवक्ता मॉर्गन ओतोंगस ने यहां कहा, ‘मैं अमेरिका के नजरिए से कहूंगी कि हमें भारतीय चुनाव प्रक्रिया की ईमानदारी व निष्पक्षता पर पूरा भरोसा है और चाहे कोई भी जीते या जो भी परिणाम आए, हम उनके साथ

मिलकर काम करेंगे।’ अमेरिका, भारतीय चुनाव आयोग की निष्पक्ष व स्वतंत्र साख के कारण अन्य देशों की तरह भारत में अपने पर्यवेक्षक नहीं भेजता है। ओतोंगस ने कहा, ‘हमारे भारत सरकार के साथ बहुत मजबूत संबंध हैं। (अमेरिका के) विदेश मंत्री माइक पोम्पियो ने कई बार कहा है कि हम भारत के सच्चे सामरिक साझेदार हैं।’

उन्होंने इतनी बड़ी प्रक्रिया को शांतिपूर्ण तरीके से संपन्न कराने के लिए भारत और उसके लोगों की प्रशंसा की है। उन्होंने कहा

‘किसी ने मुझे आज बताया कि भारत की चुनाव प्रक्रिया मानव इतिहास में सबसे बड़ी लोकतांत्रिक प्रक्रिया है।’ दुनिया के सबसे बड़े लोकतंत्र भारत की संसद के निचले सदन लोकसभा की 543 सीटों के लिए हुए चुनाव में लगभग 90 करोड़ मतदाताओं ने विभिन्न राजनीतिक दलों के 8,000 से अधिक उम्मीदवारों के भाग्य का फैसला किया है। गुरुवार को जारी मतगणना के ताजा रूखान के अनुसार भाजपा एक बार फिर पूर्ण बहुमत से सरकार बनाने की दिशा में कदम बढ़ा रही है।

पाक ने मिसाइल शाहीन का किया परीक्षण

इस्लामाबाद, 23 मई (भाषा) ।

पाकिस्तान ने गुरुवार को सतह से सतह पर मार करने वाली बैलिस्टिक मिसाइल शाहीन—का सफलतापूर्वक परीक्षण किया, जो 1,500 किलोमीटर दूर तक के लक्ष्य को भेदने में सक्षम है। इस परिधि में भारत के कुछ प्रमुख शहर आते हैं। पाकिस्तान सेना ने बयान में कहा कि यह परीक्षण आर्मी स्ट्रैटेजिक फोर्सज कमांड की परिचालन संबंधी तैयारी सुनिश्चित करने के मकसद से किया गया है।

मोदी को कई देशों के नेताओं ने दी बधाई

नई दिल्ली, 23 मई (भाषा) ।

लोकसभा चुनाव में भाजपा को मिली प्रचंड बढ़त के बाद इजराइल, पाकिस्तान, श्रीलंका, सिंगापुर और नेपाल के प्रधानमंत्रियों और रूस, फ्रांस व चीन के राष्ट्रपति ने प्रधानमंत्री नरेंद्र मोदी को बधाई दी। इजराइल के प्रधानमंत्री बेंजामिन नेतन्याहू मोदी को बधाई देने वाले पहले राष्ट्र प्रमुख थे। नेतन्याहू ने ट्वीट में कहा, ‘मेरे दोस्त नरेंद्र मोदी आपकी प्रभावशाली चुनावी जीत पर हार्दिक बधाई। ये चुनावी नतीजे फिर दुनिया के सबसे बड़े लोकतंत्र में आपके नेतृत्व को साबित करते हैं।’ उन्होंने कहा, ‘हम साथ मिलकर भारत और इजराइल के बीच घनिष्ठ मित्रता को मजबूत करना जारी रखेंगे। बहुत बढ़िया, मेरे दोस्त।’ नेतन्याहू ने हिब्रू के साथ—साथ हिंदी और अंग्रेजी में ट्वीट किया। फ्रांस के राष्ट्रपति एमैनुएल मैक्रॉन, अबू धाबी के क्राउन प्रिंस व यूएई के उपप्रमुख कमांडर मोहम्मद बिन जायेद, सिंगापुर के प्रधानमंत्री ली सियन लुंग आदि ने भी मोदी को बधाई दी। अमेरिका के सांसदों ने भी बधाई दी है।

शक्तिशाली सीनेट इंडिया कॉकस के सह-अध्यक्ष सीनेटर मार्क वार्नर ने कहा, ‘सीनेट इंडिया कॉकस के सह-अध्यक्ष होने के नाते मैं आज भारतीय लोगों को ऐतिहासिक चुनाव के लिए शुभकामनाएं देता हूं। इस क्रम में अमेरिका के सांसद टॉम सीड्जी ने भी बधाई दी। इस बीच अमेरिका में बसे भारतीय भी कई जगह मोदी की जीत का जश्न मनाते दिखे।

रूस के राष्ट्रपति व्लादिमीर पुतिन ने बधाई संदेश में कहा, ‘मैं इस बात को लेकर आश्चर्य हूं कि भारत के प्रधानमंत्री के तौर पर आप दोनों के बीच सदियों पुरानी दोस्ती को मजबूत करेंगे और सर्वांगीण विकास विशेषकर रणनीतिक साझेदारी को दृढ़ करेंगे।’ चीन के राष्ट्रपति शी जिनपिंग ने भी प्रधानमंत्री मोदी को बधाई देते हुए द्विपक्षीय संबंधों को नई ऊंचाइयों पर ले जाने का संकल्प लिया। नेपाल के प्रधानमंत्री केपी शर्मा ओली, श्रीलंका के राष्ट्रपति मैत्रीपाल सिरिसेना और श्रीलंका के प्रधानमंत्री रनिल विक्रमसिंघे ने भी बधाई दी।

their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of equity shares the Company will purchase from each shareholder will be based on the total number of equity shares tendered. Accordingly, the Company may not purchase all of the equity shares tendered by the shareholders in the Buyback.	
10.5 In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together.	
10.6 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.	
10.7 The participation of Eligible Shareholders' in the Buyback will be voluntary. Eligible Shareholders can choose to participate, in part or in full, and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.	
10.8 The maximum number of Equity Shares that can be tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by any Eligible Shareholder as on the Record Date.	
10.9 The Equity Shares tendered as per the entitlement by shareholders as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and other relevant rules and regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback.	
10.10 Detailed instructions for participation in the Buyback (<i>tender of Equity Shares in the Buyback</i>) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the eligible shareholders as on Record Date.	
11 PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK	
11.1 The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares only in the electronic form/dematerialized form ("Demat Shares") as on the Record Date.	
11.2 The Buyback shall be implemented using the " <i>Mechanism for acquisition of shares through Stock Exchange</i> " notified by SEBI Circulars in terms of Regulation 9(3A) of the Buyback Regulations and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board of Directors or (<i>including the Committee authorized to complete the formalities of the Buyback</i>) and on such terms and conditions as may be permitted by law from time to time.	
11.3 For implementation of the Buyback, the Company has appointed KJMC Capital Market Services Limited as the registered broker to the Company (the " Company's Broker ") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows: KJMC CAPITAL MARKET SERVICES LIMITED 168, Atlanta, 16 th Floor, Nariman Point, Mumbai 400 021. Telephone: +91 22 4094 5500; Facsimile: +91 22 2285 2892 Email: deal@kjmc.com Contact Person: Mr. Aftab Kagalwalla	
11.4 For the purpose of this Buyback, BSE would be the designated stock exchange ("Designated Stock Exchange"). The Company will request BSE (the Designated Stock Exchange) to provide the separate 'Acquisition Window' to facilitate placing of sell orders by Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be specified by BSE from time to time. In case, the Eligible Shareholders' registered stock broker is not registered with the BSE, the Eligible Shareholder may approach the Company's Broker to place the bid.	
11.5 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by eligible sellers through their respective stock brokers (" Seller Member(s) ") during normal trading hours of the secondary market. The Seller Member(s) will enter orders only for demat shares.	
11.6 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.	
11.7 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.	
11.8 Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form	
11.8.1 Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member the details of Equity Shares they intend to tender under the Buyback.	

11.8.2 The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. Before placing the order/bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited (referred to as the " Clearing Corporation ") by using the early pay-in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the bid by the Selling Member.	
11.8.3 The details of the special account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange and/or the Clearing Corporation.	
11.8.4 For Custodian Participant orders for dematerialized shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.	
11.8.5 Modification/cancellation of orders will be allowed only during the tendering period of the Buyback. Multiple bids made by the single Eligible Shareholder while tendering the Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.	
11.8.6 Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Exchange Bidding System to the eligible shareholder on whose behalf the order/bid has been placed. The TRS will contain the details of order submitted like Bid ID number, application number, DP ID, Client ID, No. of Equity Shares tendered etc.	
11.8.7 In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.	
11.9 Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in the Physical form As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from December 5, 2018, transfers of securities were not to be processed unless the securities are held in the dematerialized form with a depository. Further, as per the press release dated December 3, 2018 read with press release dated March 27,2019 issued by SEBI, with effect from April 1, 2019, the request for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Accordingly, the Company shall not accept the Equity Shares tendered under the Buyback Offer unless such Equity Shares are in dematerialized form.	
ACCORDINGLY, ALL ELIGIBLE SHAREHOLDERS OF THE COMPANY DESIROUS OF TENDERING THEIR EQUITY SHARES AND HOLDING EQUITY SHARES IN PHYSICAL FORM ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED.	
In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback Offer.	
The cumulative quantity of equity shares tendered under the Buyback shall be made available on the website of the Designated Stock Exchange i.e. BSE website - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.	
12 METHOD OF SETTLEMENT	
12.1 Upon finalization of the basis of acceptance as per Buyback Regulations:	
12.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.	
12.1.2 The Company will pay the consideration to the Company Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to such Eligible Shareholder.	
12.1.3 In case of certain types of Eligible Shareholders' viz. non-resident Indians, foreign clients etc. (where there are specific Reserve Bank of India ("RBI") and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement account for releasing the same to their respective Eligible Shareholder's account onward. For this purpose, the client type details would be collected from the Registrar to the Buyback whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange and the Clearing Corporation from time to time. In case of deals confirmed by custodian, the settlement will be released to custodian's settlement account.	
12.1.4 The Equity Shares bought back in the demat form would be transferred directly to the demat account of the Company (the " Company Demat Account ") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.	
12.1.5 Eligible Shareholders will have to ensure that they keep their depository participant (" DP ") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any,	

tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder.	
12.1.6 The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.	
12.1.7 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders placing the order to sell the Equity Shares on behalf of the Eligible Shareholders. The Buyback consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.	
13 The Equity Shares bought back will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.	
14 COMPLIANCE OFFICER	
14.1 The Company has designated the following as the Compliance Officer for the Buyback: Ms. Dipyanti Kanojia, Company Secretary & Compliance Officer GEECEE VENTURES LIMITED 209-210, Arcadia Building, 2nd Floor 195, Nariman Point, Mumbai 400 021. CIN: L24249MH1984PLC032170 Telephone: + 91 22 4019 8633; Facsimile: +91 22 4019 8650 E-mail: dipyanti@gcvl.in Website: www.geeceeventures.com Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 AM to 5:00 PM on all working days except Saturday, Sunday and Public holidays.	
15 INVESTOR SERVICE CENTRE & REGISTRAR TO THE BUYBACK	
15.1 In case of any query, the shareholders may contact the Registrar & Share Transfer Agent during working hours i.e. 10:00 AM to 5:00 PM on all working days except Saturday, Sunday and Public holidays at the following address:	
LINKIntime	
LINK INTIME INDIA PRIVATE LIMITED C-101, 1 st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083; Tel. No.: +91 22 4918 6200; Fax: +91 22 4918 6195; Contact Person: Mr. Sumeet Deshpande Email: geecee.buyback2019@linkintime.co.in; Website: www.linkintime.co.in; SEBI Registration Number: INR000004058; Validity Period: Permanent Registration; CIN: U67190MH1999PTC118368	
16 MANAGER TO THE BUYBACK OFFER	
 KJMC ADVICE MATTERS KJMC CORPORATE ADVISORS (INDIA) LIMITED 162, Atlanta, 16 th Floor, Nariman Point, Mumbai 400 021 Telephone: +91 22 4094 5500; Facsimile: +91 22 2285 2892 Contact Person: Mr. Kaushal Patwa/Mr. Ghanshyam Kapadia Email: gcvl.buyback@kjmc.com SEBI Registration Number: INM000002509 CIN: L67120MH1998PLC113888	
17 DIRECTOR'S RESPONSIBILITY	
17.1 As per Regulation 24(ii)(a) of the Buyback Regulations, the Board of Directors accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. For and on behalf of the Board of Directors of GEECEE VENTURES LIMITED	
Sd/- Vazhathara Vasudevan Sureshkumar <i>Whole Time Director</i> DIN: 00053859	Sd/- Gaurav Shyamsukha <i>Whole Time Director</i> DIN: 01646181
Sd/- Dipyanti Kanojia Company Secretary & Compliance Officer Membership No. A41024	Sd/- Ashish Ranka Chief Financial Officer (CFO)
Date : May 23, 2019 Place: Mumbai	



Contact Person: Ms. Dipyanti Kanojia, Company Secretary & Compliance Officer; E-mail: geecee.investor@gcvl.in; Website: www.geeceeventures.com

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 27, 1984	20	10.00
2.	January 10, 1986	990	10.00
3.	May 19, 1989	40	15.00
4.	July 14, 1990	1,000	16.00
5.	February 12, 1992	2,500	25.00
6.	March 31, 1992	5,000	10.00
7.	August 28, 1992	22,720	10.00
8.	September 25, 1992	3,930	22.00
9.	March 1, 1993	1,600	0.00
10.	March 30, 1995	22,680	0.00
11.	February 27, 2002	59,875	20.00
12.	December 31, 2004	4,81,420	0.00
13.	March 1, 1993	76,800	0.00
14.	March 26, 1996	(43,750)	10.00
15.	March 30, 1995	46,080	0.00
16.	December 31, 2004	3,16,520	0.00
17.	May 3, 2010	(1,09,012)	120.00
18.	May 3, 2010	(71,672)	120.00
	Total	8,16,741	



(vii) Mr. Gaurav Shyamsukha

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 15, 1999	19,200	10.00
2.	March 15, 1999	32,000	10.00
3.	February 27, 2002	75	20.00
4.	February 27, 2002	18,600	20.00
5.	December 30, 2004	2,79,500	0.00
6.	May 3, 2010	(63,289)	120.00
7.	January 20, 2016	3,75,000	36.00
Total		6,61,086	

(viii) Mr. Ashwin Kumar Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	2,200	10.00
2.	March 1, 1993	80,000	0.00
3.	March 1, 1993	1,592	0.00
4.	March 30, 1995	48,000	0.00
5.	July 24, 1993	8	10.00
6.	March 30, 1995	2,280	0.00
7.	May 15, 1995	18,000	20.00
8.	May 15, 1995	6,080	20.00
9.	December 31, 2004	5,84,000	0.00
10.	December 31, 2004	48,640	0.00
11.	May 3, 2010	(1,32,240)	120.00
12.	May 3, 2010	(11,014)	120.00
13.	January 20, 2016	3,50,000	36.00
14.	March 29, 2017	(6,47,546)	124.95
Total		3,50,000	

(ix) Harisingh Shyamsukha (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	19,800	10.00
2.	March 30, 1995	11,880	0.00
3.	May 15, 1995	40,000	20.00
4.	February 27, 2002	2,575	20.00
5.	December 31, 2004	2,97,020	0.00
6.	May 3, 2010	(67,257)	120.00
7.	March 6, 2017	(52,574)	134.97
Total		2,51,444	

(x) Ashwin Kumar Kothari Smaller (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 1, 1993	72,000	0.00
2.	March 30, 1995	43,200	0.00
3.	May 15, 1995	25,200	20.00
4.	December 31, 2004	5,61,600	0.00
5.	May 3, 2010	(1,27,167)	120.00
6.	March 29, 2017	(5,74,733)	124.97
Total		100	

(xi) Ms. Meena Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 27, 1984	20	10.00
2.	March 31, 1992	2,200	10.00
3.	March 1, 1993	80,000	0.00
4.	March 30, 1995	48,000	0.00
5.	March 30, 1995	1,332	0.00
6.	May 15, 1995	23,000	20.00
7.	May 15, 1995	3,552	20.00
8.	December 31, 2004	6,04,000	0.00
9.	December 31, 2004	28,416	0.00
10.	May 3, 2010	(6,435)	120.00
11.	May 3, 2010	(1,36,769)	120.00
12.	March 29, 2017	(6,47,216)	124.95
Total		100	

(xii) Ashwin Kumar Kothari (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 31, 1992	2,200	10.00
2.	March 1, 1993	80,000	0.00
3.	March 30, 1995	48,000	0.00
4.	March 30, 1995	1,320	0.00
5.	May 15, 1995	23,000	20.00
6.	May 15, 1995	3,520	20.00
7.	December 31, 2004	6,04,000	0.00
8.	December 31, 2004	28,160	0.00
9.	May 3, 2010	(1,43,145)	120.00
10.	March 29, 2017	(6,46,955)	124.97
Total		100	

(xiii) Pannalal C. Kothari (HUF)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	March 1, 1993	78,400	0.00
2.	March 30, 1995	47,040	0.00
3.	May 15, 1995	25,440	20.00
4.	December 31, 2004	6,03,520	0.00
5.	May 3, 2010	(1,36,660)	120.00
6.	March 6, 2017	(56,032)	134.90
7.	March 29, 2017	(5,61,608)	124.95
Total		100	

(xiv) Winro Commercial (India) Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	4,900	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	8,500	10.00
4.	March 1, 1993	8,000	0.00
5.	March 30, 1995	13,800	0.00
6.	May 15, 1995	2,26,800	20.00
7.	December 31, 2004	10,54,400	0.00
8.	January 15, 2010	(11,17,900)	95.53
9.	January 15, 2010	(302)	98.53
10.	January 15, 2010	(1,99,698)	98.48
11.	May 3, 2010	(18)	120.00
Total		82	

(xv) Singularity Holdings Limited (Formerly known as GeeCee Investments Limited)

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	4,900	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	2,500	10.00
4.	March 30, 1995	5,400	0.00
5.	May 15, 1995	27,400	20.00
6.	December 31, 2004	1,67,200	0.00
7.	January 15, 2010	(2,08,900)	97.98
8.	May 3, 2010	(18)	120.00
Total		82	

(xvi) Four Dimensions Securities (India) Limited

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	November 6, 1985	2,950	10.00
2.	January 16, 1987	1,600	10.00
3.	March 31, 1992	1,500	10.00
4.	March 30, 1995	3,630	0.00
5.	December 31, 2004	38,720	0.00
6.	January 15, 2010	(48,300)	98.57
7.	May 3, 2010	(18)	120.00
Total		82	

(xvii) Ms. Tejal Kothari

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	January 20, 2016	10,00,000	36.00
2.	March 25, 2019	10,60,000	0.00
Total		20,60,000	

(xviii) Ms. Nidhi Shyamsukha

No.	Date of acquisition/disposal	Number of Equity Shares Acquired/(Sold)	Cost of Acquisition (in ₹)
1.	January 20, 2016	9,75,000	36.00
Total		9,75,000	

7 CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

- 7.1 The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- 7.2 The Company shall pay the consideration only by way of cash.
- 7.3 The Company shall not raise further capital for a period of one year from the date of expiry of the Buyback period, except in discharge of subsisting obligations;
- 7.4 The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the Public Announcement for the Buyback is made;
- 7.5 The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
- 7.6 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
- 7.7 The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback will not be more than twice the paid-up share capital and free reserves after the Buyback;
- 7.8 The Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- 7.9 The Board confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company; and
- 7.10 The Buyback shall be completed within a period of one year from the date of passing of the board resolution.

- 8 The Board after taking into account the financial position of the Company and also after considering all contingent liabilities, hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

- (i) that immediately following the date of the Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) that as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and
- (iii) In forming its opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act 2013 or the Insolvency and Bankruptcy Code, 2016, as applicable.

9 REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY:

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated 22nd May, 2019 received from MRB & Associates, Chartered Accountants, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote:

Auditors' Certificate

22nd May, 2019

The Board of Directors

GEECEE VENTURES LIMITED

209-210, Arcadia Building, 2nd Floor,

NCPA Marg, 195, Nariman Point,

Mumbai - 400 021.

Report on Buy Back of Equity Shares pursuant to the requirements of the Companies Act, 2013 (as amended) (the "Act") and Clause (xi), Schedule I to the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations")

Introduction:

1. This report is issued in accordance with the terms of our engagement letter dated 15th May, 2019.
2. We have been engaged by GeeCee Ventures Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buy back by the Company of its equity shares in pursuance of the provisions of Section 68 and 70 of the Act and the SEBI Buyback Regulations.
3. The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on 31st March 2019 ("the Statement") pursuant to the proposed buy- back of equity shares approved by the board of directors of the Company ("Board of Directors") in their meeting held on 22nd May, 2019, in accordance with the provisions of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2) of the Act, Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended 31st March, 2019. We have initiated the Statement for the identification purposes only.

Management's Responsibility:

4. The preparation of the Statement in accordance with Section 68 (2) of the Act and in compliance of the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buy-back Regulations.

Auditor's Responsibility:

6. Pursuant to the requirements of clause (xi) of Schedule I of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:
- a. the amount of capital payment for the buy back, as stated in **Annexure A** has been determined considering the Audited Financial Statements for the year ended 31st March, 2019, and is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
- b. the Board of Directors in their meeting held on 22nd May, 2019 have formed their opinion, as specified in Clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the aforesaid date.
7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence so as to reduce the engagement risk to an acceptably low level for arriving at positive form of expression of conclusion on the matters mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the assignment. Within the scope of our work, we performed the following procedures:
- a. Examined authorization for buy back from the Articles of Association of the Company;
- b. Examined that the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
- c. Examined that the ratio of debt owed by the Company is not more than twice the paid-up capital and its free reserves after such buy-back;
- d. Examined that all the shares for buy-back are fully paid-up;
- e. Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31st March, 2019;
- f. Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General Reserve as at 31st March, 2019 as disclosed in the Statement with the audited financial statements;
- g. Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) of the SEBI Buyback Regulations
- h. Examined resolutions passed in the meetings of the Board of Directors.
- i. Inquired if the Board of Directors of the Company, in its meeting held on 22nd May, 2019, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting;

- j. Examined minutes of the meetings of the Board of Directors;
- k. Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and

- l. Obtained appropriate representations from the management of the Company.

8. The audited financial statements, referred to in paragraph 6 and 7 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 22nd May, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
9. We, having regard to paragraph 7 above, have conducted examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of the Chartered Accountants of India (the ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:

11. Based on our examination as stated above and the representation, information and explanations given to us, we report that:
- a. the amount of the permissible capital payment (including premium) towards the proposed buy-back of equity shares as computed in the accompanying Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with the requirements of section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buy-back Regulations based on the audited financial statements for the year ended 31st March, 2019;
- b. the Board of Directors, in their meeting held on 22nd May, 2019, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; and
- c. we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration.

Restriction on use:

12. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back Regulations, (a) public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable and (c) for providing to the manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For MRB & Associates

Chartered Accountants

Firm's Registration Number: 136306W

Manish R Bohra

Partner

Membership Number: 058431

Place: Mumbai

Dated: 22nd May, 2019

UDIN - 19058431AAAADN2406

Annexure A- Statement of permissible capital payment

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited standalone financial statements as at and for the year ended 31st March, 2019:

Particulars	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Paid up equity share capital as on 31 st March 2019 (2,17,26,543 equity shares of face value ₹ 10 each) (A)		2,172.65
Free Reserves as on 31 st March 2019:		
1) Securities Premium account	1,579.97	
2) General Reserve	13,745.43	
3) Surplus in the statement of profit & Loss	23,526.51	
Total Free Reserves (B)		38,851.91
Total (A+B)		41,024.56
Maximum Buyback		
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)		4,102.46
Buyback amount proposed by Board of Directors		1,100.00
Buyback as a percentage of total paid-up equity capital and free reserves		2.68%

Note:

- 1) Free Reserves excludes ₹ 2,716.51 lakhs arising on account of:
- (a) Capital Redemption Reserves ₹ 565.00 lakhs,
- (b) Capital Reserve ₹ 202.24 lakhs and
- (c) Investment Revaluation Reserve ₹ 1,949.27 lakhs.

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited consolidated financial statements as at and for the year ended 31st March, 2019:

Particulars	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Paid up equity share capital as on 31 st March 2019 (2,17,26,543 equity shares of face value ₹ 10 each) (A)		2,172.65
Free Reserves as on 31 st March 2019:		
1) Securities Premium account	1,579.97	
2) General Reserve	13,745.43	
3) Surplus in the statement of profit & Loss	24,818.14	
Total Free Reserves (B)		40,143.54
Total (A+B)		42,316.19
Maximum Buyback		
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)		4,231.62
Buyback amount proposed by Board of Directors		1,100.00
Buyback as a percentage of total paid-up equity capital and free reserves		2.60%

Note:

- 1) Free Reserves excludes ₹ 3,091.59 lakhs arising on account of:
- (a) Capital Redemption Reserves ₹ 565.00 lakhs,
- (b) Capital Reserve ₹ 202.24 lakhs,
- (c) Investment Revaluation Reserve ₹ 1,960.94 lakhs and
- (d) Special Reserve ₹ 363.41 lakhs.

For GeeCee Ventures Limited

Sd/-

Ashish Ranka

Chief Financial Officer

Dated: 22nd May, 2019

Unquote

10 RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 10.1 As required under the Buyback Regulations, the Company has fixed Friday, June 7, 2019 as

संपादकीय

मोदी सुनामी

सतराव्या लोकसभा निवडणुकीत पुन्हा एकदा भाजप प्रणित एनडीए सरकार सत्तेत विराजमान होताना दिसत आहे. निवडणुकीचे कल तेच सांगत आहेत. पूर्वापेक्षा जास्त जागा घेऊन एनडीए सत्तेत येत आहे.यावेळी इतके मोठे यश मिळेल,अशी आशा मोदींनाही नसेल. प्रस्थापितविरोधी लाट मोठ्या प्रमाणात असल्याचे सांगण्यात येत होते. पण एनडीए तीनशेच्या वर जागा घेऊन सत्तेत येत आहे,हे निश्चित आहे.याचा अर्थ,नोटबंदी, जीएसटी आणि राफेल करारातील कथित भ्रष्टाचार यांचा काहीही परिणाम मतदारांवर झाला नाही.काँग्रेस आणि विरोधक या मुद्यावर आकाशपाताळ एक करत होते.पण मतदार मोदी यांच्या पाठिशी राहिल्याचे दिसते.मोदी यांनी अभूतपूर्व यश मिळवल्याने नितीन गडकरी यांना पंतप्रधान म्हणून पुढे आणण्याचे ज्या कुणाचे प्रयत्न होते, ते तोंडावर आपटले आहेत.भाजपच्या अभूतपूर्व यशामुळे भाजपला कौडीत पकडून जास्तत जास्त मंत्रिपदे पदात पाहून घेण्याचे शिवसेनेचे डावपेच उघडले गेले आहेत.सध्या कलच हाती असले तरीही त्यातील एनडीए उमेदवारांनी घेतलेली आघाडी पाहता,निकाल बदलण्याची शक्यता नाही.मोदी यांच्यावर इतक्या प्रचंड प्रमाणात विश्वास जनतेने सलग दुसऱ्यांदा दाखवला,हेही आश्चर्य आहे.

या निवडणुकीत मोदी यांची प्रतिमा लाखों दैनं लाईफ अशी झाली आहे. नोटबंदी, जीएसटी आणि वाढती बे रोजगारी यामुळे मोदी सरकार पराभूत होईल ,असा जोरदार हाईप सार्वत्रिकरित्या तयार झाला होता.पण या सर्वांवर मात करून मोदींनी आपली लोकप्रियता कायम टिकवली असल्याचे निकालांनी अधोरेखित केले आहे.अमित शहा यांची पडद्यामागील चाली आणि मोदींची प्रतिमा यांच्या संयोगाचे हे यश आहे.ही निवडणूक मोदी हरले असते तर त्यांचे पक्षातील स्थान धोक्यात आले नसते तरीही डब्लमडीत झाले असते. मोदी यांच्यासाठी हे सार्वमत होते आणि त्यात मोदी उत्तीर्ण झाले,ही भाजपसाठी समाधानाची गोष्ट आहे.विरोधक आणि माध्यमे दावे करत होते त्याप्रमाणे मोदी यांच्याविरोधात जनमत नव्हते.उलट आजपर्यंत भाजपला कधीही पायही रोवता आले नाहीत,अशा पश्चिम बंगालामध्ये भाजपला यश मिळताना दिसत आहे. ममता दीदींचा बालेकिष्ठा उध्वस्त करणे सोपे नव्हते. अर्थात हिंदू मतांच्या ध्रुवीकरणात भाजपला यश आले,हे महत्वाचे आहे.राजस्थान,मध्यप्रदेश आणि छत्तीसगड या तीन हिंदी पट्ट्यातील राज्ये पुन्हा भाजपकडे आली आहेत.याचा अर्थ स्पष्ट आहे.लोकसभा निवडणुकीत मतदारांनी राष्ट्रीय मुद्यांवर विचार केला.विधानसभा निवडणुकीत हीन राज्ये काँग्रेसकडे गेली होती.मोदींना पुन्हा ही राज्य आपल्याकडे खेचण्यात यश आले आहे.हीच अवस्था गुजरातची आहे. गुजरात मोदींचा बालेकिष्ठा असूनही विधानसभा निवडणुकीत भाजपला शंभर जागा गाठता आल्या नव्हत्या.भाजपने येथे द्वादण्णित यश मिळवले आहे.महाराष्ट्रात भाजप आणि शिवसेनेचे यश आश्चर्यकारक आहे.शेतकरी आत्महत्या, बेरोजगारी आणि दुष्काळ हाताळण्यात राज्य सरकार अपयशी ठरल्याची जोरदार टीका होत असतानाही युतीने यश

मिळवले.मोदींकडे पाहून येथे मतदान झाले आहे.मराठा आरक्षणापेही भाजपला हात दिला असावा.शिवसेनेला मात्र भाजपशी युती केल्याचा फायदा झाला आहे. त्याचबरोबर मनसे प्रमुख राज ठाकरे यांचाही बार पुन्हा फुसका ठरला आहे.या निवडणुकीत एक गोष्ट प्रकषने दिसली ती म्हणजे प्रादेशिक पक्षांची ताकद क्षीण झाली.तामिळनाडू वगळता सर्वत्र प्रादेशिक पक्ष कमजोर झाले आहेत. पश्चिम बंगालमध्ये तृणमूल काँग्रेस उतरणीला लागली आहे.आपल्या नतद्रष्ट घोरणामुळे डाव्या पक्षांवर नष्ट होण्याची वेळ आली आहे.परंतु,सर्वात कठीण अवस्था काँग्रेस आणि राष्ट्रवादीची झाली आहे.शरद पवार यांना पंतप्रधानपदाच्या स्पर्धेत माध्यमवीर घुसवत होते.पवार यांचे पंतप्रधानपदाचे स्वप्न पुन्हा हकण्याचीच शक्यता आहे. महागठबंधनमधील अनेक नेते या स्पर्धेत होते.सर्वांचाच एकदम स्वप्नभंग झाला.पण सर्वात मोठा प्रस्न हा आहे की,काँग्रेस इथून कुठे जाणार ? काँग्रेसची अवस्था विकट आहे.पक्षाध्यक्ष राहुल गांधी यांचा हाईप तयार करणारे तोंडावर आपटले आहे. राहुल तर पंतप्रधानपदाच्या स्पर्धेत होते.त्यांच्या मनोरंथाची बोट निकालांच्या खडकावर आपटून फुटली आहे. राहुल गांधी यांना यश का मिळत नाही, याचे आत्मपरीक्षण काँग्रेसने केले पाहिजे. गांधी पराण्याच्या पलिकडे जाऊन काँग्रेसने विचार केला तरच काँग्रेस ला भवितव्य आहे.काँग्रेसने आता राहुल यांचे बालिश नेतृत्व झुगारून दिले तरच भाजपला जोरदार टक्कर देऊ शकेल. राहुल आणि काँग्रेसच्या टूंप कार्ड म्हणून मानल्या जाणाऱ्या पक्ष सरचिटणीस प्रियांका गांधी हे दोघेही साफ अपयशी ठरले आहेत. मात्र काँग्रेसचे नेते हे मान्य करणार नाहीत. यश मिळाले तर राहुल यांचे आणि अपयश आले तर सामूहिक जबाबदारी ही संरंजामी पद्धत काँग्रेसमध्ये नेहमीच चालत आली आहे.विरोधकांचे काही दिग्गज नेते धोक्यात होते.माजी मुख्यमंत्री काँग्रेसचे अशोक चव्हाण, सुशीलकुमार शिंदे यांना पराभवाचा फटका बसण्याची शक्यता आहे. राष्ट्रीय स्तरावर उत्तरप्रदेशात भाजपला जास्त जागा मिळणार नाहीत,असे अंदाज सर्वच जण व्यक्त करत होते.पण सर्व अंदाजवीरांना मतदारांनी तोंडावर पाडले आहे.सपा आणि बसपा एकत्र आल्याने भाजपला मात देता येईल,या गैरसमजत माध्यमांसह सर्व होते.पण भाजपने छप्पन जागांवर आघाडी घेतली आहे. उत्तरप्रदेशाच्या बाबतीत सारेच खोटे ठरले आहेत.हे मोदी यांचे मोठे यश आहे.विरोधकांनी स्वतःचे सम ध्यान करून घेण्यासाठी इक्वीएमचा सहारा घेतला आहे.शिवाय एक्झिट पोलला खोटे ठरवून पाहिले.मतदारांनी आपल्याला नाकारले आहे,हे मान्य न करता इक्वीएमबाबत जनतेच्या मनात संभ्रम निर्माण करण्याचा प्रयत्न विरोधकांनी केला आहे.पण तो केविलवाणा आहे.महाराष्ट्रात भाजप शिवसेनेने त्रैचाळ'स जागा घेऊन जी मुसंडी मारली आहे,त्यामुळे शरद पवार यांना मोठा धक्का बसला आहे.ते स्वतःला पंतप्रधानपदाच्या स्पर्धेत समजत होते.काँग्रेस तर संपल्यात जमा आहे.विशेष म्हणजे,मनसे प्रमुख राज ठाकरे संपूर्ण प्रभावहीन ठरले आहेत.त्यांना आता नव्याने आपल्या पक्षबांधणीचा विचार करावा लागेल.



मन इन्फ्राकन्स्ट्रक्शन लिमिटेड

सी आयएन: एल७०२०एमएच२००२सीएलसी ३६८४९

नोंदणीकृत कार्यालय: १ रत्ना मजला, कृयाल कमर्शियल कॉम्प्लेक्स, जी.एम.रोड, चेंबुर (प.), मुंबई-४०००८९. **दुरध्वनी:** +९१-२२-४२४६३९९९, **फॅक्स:** +९१-२२-२५२५१५८९. **वेबसाईट:** WWW.maninfra.com, ई-मेल: investors@maninfra.com

३१ मार्च, २०१९ रोजी संपलेल्या तिमाही व वर्षांकरिता एकत्रित लेखापरिक्षित वित्तीय निष्कर्षांचा अहवाल

(रु. लाखात)			
अ. क्र.	तपशील	संपलेली तिमाही ३१.०३.२०१९ लेखापरिक्षित	संपलेले वर्ष ३१.०३.२०१९ लेखापरिक्षित
१	एकूण उत्पन्न	१४२५६.४३	४०२७८.२२
२	कालावधीकरिता निव्वळ नफा/(तोटा) (कर, अपवादात्मक आणि/किंवा विशेष साधारण बाबपूर्वी)	२२२४.५८	८५४५.३६
३	करपूर्व कालावधीकरिता निव्वळ नफा/(तोटा) (अपवादात्मक आणि/किंवा विशेष साधारण बाबनंतर)	२२२४.५८	८५४५.३६
४	कर व ना-नियंत्रित व्याजानंतर कालावधीकरिता निव्वळ नफा/(तोटा) (अपवादात्मक आणि/किंवा विशेष साधारण बाबनंतर)	१२०२.६६	४१७८.९९
५	कालावधीकरिता एकूण सर्वेक्ष उत्पन्न (कालावधीकरिता सर्वेक्ष नफा/(तोटा) (कर व ना-नियंत्रित व्याजानंतर) आणि इतर सर्वेक्ष उत्पन्न (करनंतर))	१३२५.६५	४३२०.३०
६	समर्पण भांडवल (वर्तूनी मुल्य रु.२/- प्रती भाग)	४९५०.०१	४९५०.०१
७	उत्पन्न प्रतिभाग (रु.२/- प्रत्येकी) (खंडीत व अखंडीत कार्यचलनासाठी) (वार्षिकीकरण नाही)	०.४९	१.६९
अ. मूळ (रु.)		०.४९	१.६९
ब. सौमिकृत(रु.)			०.९२

टिप:

- वरील निष्कर्षांचे लेखासमितीद्वारे पुनर्विलोकन करण्यात आले आणि दिनांक २२ मे, २०१९ रोजी झालेल्या मंडळाच्या संमते मान्य करण्यात आले. एकत्रित वित्तीय निष्कर्ष हे कंपनी कायदा २०१३ च्या कलम १३३ अन्वये विहितप्रमाणे भारतीय लेखाप्रमाण (इंडिएस) नुसार तयार केले आहे.
- संचालक मंडळाने त्यांच्या १ सप्टेंबर, २०१८ रोजी झालेल्या संमते वित्तीय वर्ष २०१८-१९ करिता रु.१.२६ समभागाचा अंतिमर लाभार्श घोषित केला व देण्यात आला.
- सेबी (लिस्टिंग ऑब्लिगेशन्स अँड डिस्क्लोजर रिक्वियमेंट्स) रेग्युलेशन २०१५ च्या नियम ३३ अन्वये स्टॉक एक्सचेंजसह सादर करण्यात आलेली त्रैमासिक व वार्षिक वित्तीय निष्कर्षांचे सविस्तर नमुनातील उताय आहे. वार्षिक वित्तीय निष्कर्षांचे संपूर्ण नमुना स्टॉक एक्सचेंजच्या www.bseindia.com व www.nseindia.com आणि कंपनीच्या www.maninfra.com वेबसाईटवर उपलब्ध आहे.

४. कंपनीची एकमेव लेखापरिक्षित वित्तीय निष्कर्ष संदर्भातील महत्वाचे अहवाल खालीलप्रमाणे:

(रु. लाखात)			
तपशील	संपलेली तिमाही ३१.०३.२०१९ लेखापरिक्षित	संपलेले वर्ष ३१.०३.२०१९ लेखापरिक्षित	संपलेली तिमाही ३१.०३.२०१८ लेखापरिक्षित
एकूण उत्पन्न	६०७६.२८	२७३९८.९२	७८८९.८७
करपुर्व नफा/तोटा	२१०६.२८	१४२७६.६०	२३०९.००
करानंतर नफा/तोटा	१५०३.१०	१०८५१.५८	११८०.५९

मंडळाच्या आदेशान्वये

मन इन्फ्राकन्स्ट्रक्शन लिमिटेडकरिता

सही/-

प्राग के. शाह

व्यवस्थापकीय संचालक

ठिकाण : मुंबई

दिनांक : २२ मे, २०१९

their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of equity shares the Company will purchase from each shareholder will be based on the total number of equity shares tendered. Accordingly, the Company may not purchase all of the equity shares tendered by the shareholders in the Buyback.

- In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.
- The participation of Eligible Shareholders' in the Buyback will be voluntary. Eligible Shareholders can choose to participate, in part or in full, and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (**over and above their entitlement**) and participate in the shortfall created due to non-participation of some other shareholders, if any.
- The maximum number of Equity Shares that can be tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by any Eligible Shareholder as on the Record Date.
- The Equity Shares tendered as per the entitlement by shareholders as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and other relevant rules and regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback.
- Detailed instructions for participation in the Buyback (*tender of Equity Shares in the Buyback*) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the eligible shareholders as on Record Date.
- PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK**
 - The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares only in the electronic form/demataterialized form ("Demat Shares") as on the Record Date.
 - The Buyback shall be implemented using the "*Mechanism for acquisition of shares through Stock Exchange*" notified by SEBI Circulars in terms of Regulation 9(3A) of the Buyback Regulations and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board of Directors or (*including the Committee authorized to complete the formalities of the Buyback*) and on such terms and conditions as may be permitted by law from time to time.
 - For implementation of the Buyback, the Company has appointed KJMC Capital Market Services Limited as the registered broker to the Company (the "**Company's Broker**") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:
KJMC CAPITAL MARKET SERVICES LIMITED
168, Atlanta, 16th Floor,
Nariman Point, Mumbai 400 021
Telephone: +91 22 4094 5500; **Facsimile:** +91 22 2285 2892
Email: deal@kjmc.com
Contact Person: Mr. Attab Kagalwalla
 - For the purpose of this Buyback, BSE would be the designated stock exchange ("Designated Stock Exchange"). The Company will request BSE (the Designated Stock Exchange) to provide the separate "Acquisition Window" to facilitate placing of sell orders by Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be specified by BSE from time to time. In case, the Eligible Shareholders' registered stock broker is not registered with the BSE, the Eligible Shareholder may approach the Company's Broker to place the bid.
 - At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by eligible sellers through their respective stock brokers ("**Seller Member(s)**") during normal trading hours of the secondary market. The Seller Member(s) will enter orders only for demat shares.
 - Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
 - The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
 - Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form**
 - Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member the details of Equity Shares they intend to tender under the Buyback.

- The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. Before placing the order/bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited (referred to as the "**Clearing Corporation**") by using the early pay-in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the bid by the Selling Member.
- The details of the special account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange and/or the Clearing Corporation.
- For Custodian Participant orders for dematerialized shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Modification/cancellation of orders will be allowed only during the tendering period of the Buyback. Multiple bids made by the single Eligible Shareholder while tendering the Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("**TRS**") generated by the Exchange Bidding System to the eligible shareholder on whose behalf the order/bid has been placed. The TRS will contain the details of order submitted like Bid ID number, application number, DP ID, Client ID, NO. of Equity Shares tendered etc.
- In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.
- Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in the Physical form**

As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from December 5, 2018, transfers of securities were not to be processed unless the securities are held in the dematerialized form with a depository. Further, as per the press release dated December 3, 2018 read with press release dated March 27, 2019 issued by SEBI, with effect from April 1, 2019, the request for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Accordingly, the Company shall not accept the Equity Shares tendered under the Buyback Offer unless such Equity Shares are in dematerialized form.

ACCORDINGLY, ALL ELIGIBLE SHAREHOLDERS OF THE COMPANY DESIROUS OF TENDERING THEIR EQUITY SHARES AND HOLDING EQUITY SHARES IN PHYSICAL FORM ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED.

In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback Offer.

The cumulative quantity of equity shares tendered under the Buyback shall be made available on the website of the Designated Stock Exchange i.e. BSE website - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.
- METHOD OF SETTLEMENT**
 - Upon finalization of the basis of acceptance as per Buyback Regulations:
 - The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - The Company will pay the consideration to the Company Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to such Eligible Shareholder.
 - In case of certain types of Eligible Shareholders' viz. non-resident Indians, foreign clients etc. (where there are specific Reserve Bank of India ("RBI") and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement account for releasing the same to their respective Eligible Shareholder's account onward. For this purpose, the client type details would be collected from the Registrar to the Buyback whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange and the Clearing Corporation from time to time. In case of deals confirmed by custodian, the settlement will be released to custodian's settlement account.
 - The Equity Shares bought back in the demat form would be transferred directly to the demat account of the Company (the "**Company Demat Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
 - Eligible Shareholders will have to ensure that they keep their depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any,

tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder.

- The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders placing the order to sell the Equity Shares on behalf of the Eligible Shareholders. The Buyback consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- The Equity Shares bought back will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
- COMPLIANCE OFFICER**
 - The Company has designated the following as the Compliance Officer for the Buyback:
Ms. Dipyanti Kanojia, Company Secretary & Compliance Officer
GEECEE VENTURES LIMITED
209-210, Arcadia Building, 2nd Floor
195, Nariman Point, Mumbai 400 021.
CIN: L24249MH1984PLC032170
Telephone: + 91 22 4019 8633; **Facsimile:** +91 22 4019 8650
E-mail: dipyanti@gcvl.in
Website: www.geeceeventures.com
Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 AM to 5:00 PM on all working days except Saturday, Sunday and Public holidays.
- INVESTOR SERVICE CENTRE & REGISTRAR TO THE BUYBACK**
 - In case of any query, the shareholders may contact the Registrar & Share Transfer Agent during working hours i.e. 10:00 AM to 5:00 PM on all working days except Saturday, Sunday and Public holidays at the following address:

LINKIntime

LINK INTIME INDIA PRIVATE LIMITED

C-101, 1st Floor, 247 Park, L. B. S. Marg,

Vikhroli (West), Mumbai - 400 083;

Tel. No.: +91 22 4918 6200; **Fax:** +91 22 4918 6195;

Contact Person: Mr. Sumeet Deshpande

Email: geecee.buyback2019@linkintime.co.in; **Website:** www.linkintime.co.in;

SEBI Registration Number: INR000004058;

Validity Period: Permanent Registration;

CIN: U67190MH1999PTC118368

16 **MANAGER TO THE BUYBACK OFFER**



ADVISE MATTERS

KJMC CORPORATE ADVISORS (INDIA) LIMITED

162, Atlanta, 16th Floor,

Nariman Point, Mumbai 400 021

Telephone: +91 22 4094 5500; **Facsimile:** +91 22 2285 2892

Contact Person: Mr. Kaushal Patwa/Mr. Ghanshyam Kapadia

Email: gcvl.buyback@kjmc.com

SEBI Registration Number: INM000002509

CIN: L67120MH1998PLC113888

17 **DIRECTOR'S RESPONSIBILITY**

17.1 As per Regulation 24(ii)(a) of the Buyback Regulations, the Board of Directors accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of **GEECEE VENTURES LIMITED**

Sd/- Vazhathara Vasudevan Sureshkumar <i>Whole Time Director</i> DIN: 00053859	Sd/- Gaurav Shyamsukha <i>Whole Time Director</i> DIN: 01646181
Sd/- Dipyanti Kanojia Company Secretary & Compliance Officer Membership No. A41024	Sd/- Ashish Ranka Chief Financial Officer (CFO)

Date : May 23, 2019

Place: Mumbai