



GEECEE VENTURES LIMITED

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RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, approval of the public equity shareholders of the Company was sought by way of Postal Ballot in terms of Securities and Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with the Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.

The Last date for casting of vote through electronic e-voting and to receive the Postal Ballot Forms, duly completed and signed by the equity shareholders was Tuesday December 15, 2015, 5.00 p.m.

Mr. Nishant Jawasa, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretary in Practice who was appointed as the Scrutinizer has submitted his report on the Postal Ballot including e-Voting and the Voting results are as under:

AGENDA: To Approve the Scheme of Amalgamation between GeeCee Logistics & Distributions Private Limited (Transferor Company) with GeeCee Ventures Limited (Transferee Company) and their respective shareholders

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12118978	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	600	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	6906965	2740200	39.67%	2740150	50	99.99%	0.01%
	Poll		-	-	-	-	-	-
	Postal Ballot		130117	1.88%	128130	-	98.47%	-
	Total		2870317	41.55%	2868280	50	99.99%	0.01%
Total		19026543	2870317	15%	2868280	50	99.99%	0.01%

** Out 130117 Votes polled through Postal Ballot 1987 votes were considered invalid by the scrutinizer.



Accordingly, the Resolution as mentioned in the Notice of Postal Ballot dated November 4, 2015 has been passed by the requisite majority.

As required under Rule 22(13) of the Companies (Management and Administration) Rules, 2014, enclosed copy of the Scrutinizer's Report along with the above results.

Thanking You,

Harisingh Shyamsukha



Mr. Harisingh Shyamsukha
Director

Mumbai, December 18, 2015

Nishant Jawasa & Associates Company Secretaries

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**To The Chairman
GeeCee Ventures Limited**

Dear Sir,

Sub: - Scrutinizer's Report on the Postal Ballot and E-Voting Process

The Board of Directors of GeeCee Ventures Limited has appointed me as the Scrutinizer for conducting the Postal Ballot and E-Voting process for approving the Scheme of Amalgamation of GeeCee Logistics and Distributions Private Limited ('the Transferor Company') with GeeCee Ventures Limited ('the Transferee Company') and their respective shareholders ('the Scheme') by the Public Shareholders in accordance with Securities and Exchange Board of India ('SEBI') Regulations and Circular bearing No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

I submit my report as under:

- 1) The Company had on 14th November, 2015, completed the dispatch of the Notices of Postal Ballot & E-voting along with the Explanatory Statement as required and the Scheme with respect to the amalgamation of the Transferor Company with the Transferee Company to all its equity shareholders whose name(s) appeared on the Register of Members / List of Beneficial Owners on 6th November, 2015.
- 2) The Postal Ballot, in this regard, has been conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended. The Company had also provided e-voting facility in terms of Circulars No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 and Clause 35B of the Listing Agreement as an alternative to its shareholders and had engaged Central Depository Services (India) Limited ('CDSL') for the purpose.
- 3) The voting through Postal Ballot and e-voting had commenced on Monday, 16th November, 2015 at 9.00 a.m. and ended on Tuesday, 15th December, 2015 at 5.00 p.m.
- 4) After the time fixed for closing of the Postal Ballot and E-voting process, i.e. 15th December 2015 at 5.00 p.m., the votes cast through Remote E-voting facility was duly unblocked by me as scrutinizer in the presence of Ms. Sneha Suryavanshi and Mr. Vikas Chhagani who acted as the witness, as prescribed in Sub-Rule 4(xii) of the said Rule 20. A final report was tabulated by me and the data regarding the final E-voting was diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the company.
- 5) The particulars of all Postal Ballots and Electronic votes received from/cast by the equity shareholders have been entered in the electronic register separately maintained for the purpose.
- 6) The Postal Ballot Forms were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Transferee Company / List of Beneficial Owners, as on 6th November, 2015.



- 7) All Postal Ballot Forms and e-Votes received up to 5.00 p.m. on 15th December, 2015, being the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
- 8) I have not found any defaced/ mutilated Postal Ballot form.
- 9) On proper scrutiny of all the Postal Ballot Forms and E-Votes, the summary of the Postal Ballot and E-Votes received from Public Shareholders is given below:

I. Details of Voting by Postal Ballot:-

Particulars	No. of Postal Ballot Forms received from Public shareholders	No. of Equity Shares (Votes)
Total votes cast under Postal Ballot	51	130117
Less: Total number of Invalid Postal Ballot Votes	7	1987
Total Number of Valid Postal Ballot Votes	44	128130

II. Details of Voting by Electronic Mode, as received from CDSL are as follows:-

Particulars	No. of Public Shareholders who casted votes Electronically	No. of Equity Shares (Votes)
Total votes received by Electronic Mode	32	2740150
Less: Total number of Invalid Votes	0	0
Total Number of valid E-Votes	32	2740150

III. Details of Total Voting in terms of SEBI Circulars, as under:-

Particulars	No. of valid Postal Ballot Forms and E-voting	No. of Equity Shares (Votes)	% of Valid Votes received
Total Valid Postal Ballots and E-voting Votes of Public Category	76	2868280	100.00%
Assented to the Resolution	75	2868230	99.998%
Dissented to the Resolution	1	50	0.002%




- 10) The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary / Director authorised by the Board for safekeeping.
- 11) You are request to kindly declare the said results to the shareholders of the Company.

Thanking You,

Date: 17th December, 2015
Place: Mumbai

For Nishant Jawasa & Associates
Company Secretaries




Nishant Jawasa
Proprietor
M. No. FCS 6557
COP No. 6993