

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT
(FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

BUYBACK OPEN ON	April 01, 2010 (Thursday)
LAST DATE OF WITHDRAWAL	April 16, 2010 (Friday)
BUYBACK CLOSES ON	April 19, 2010 (Monday)

Date:

For Collection Centre Use			
Centre Code	Inward No.	Date	Stamp

To,
The Board of Directors
GeeCee Ventures Limited
 (Formerly known as 'Gwalior Chemical Industries Limited')
Investor Service Centre: GCVL Buyback
Link Intime India Pvt. Ltd.,
 C-13, Pannalal Silk Mills Compound,
 L.B.S. Marg, Bhandup (West),
 Mumbai 400 078, India

Status: Please tick (✓)			
Individual	<input type="checkbox"/>	Foreign Institutional Investor	<input type="checkbox"/>
Foreign Company	<input type="checkbox"/>	Non - Resident Indian	<input type="checkbox"/>
Body Corporate	<input type="checkbox"/>	Financial Institution	<input type="checkbox"/>

Dear Sirs,

Ref: Letter of Offer dated March 18, 2010 to Buyback 40,50,000 Equity shares of GeeCee Ventures Limited ("Company") at a price of Rs. 120/- per share ("Buyback")

- I/We having read and understood the Letter of Offer dated March 18, 2010, hereby tender my/our shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I/We authorize the Company to Buyback the shares offered and as a consequence to extinguish the shares.
- I/We hereby warrant that the shares comprised in this tender are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
- I/We declare that there are no restraints/injunctions or other order of any nature which limits/restricts in any manner my/our right to tender shares for Buyback and that I/we am/are legally entitled to tender the shares for the Buyback.
- I/We agree that the Company is not obliged to accept any shares offered for Buyback where loss of share certificates has been notified to the Company.
- I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and signatures and that the consideration maybe paid to the first named shareholder.
- I/We undertake to return to the Company any Buyback consideration that maybe wrongfully received by me/us.
- I/We undertake to execute any further documents and give any further assurances that maybe required or expedient to give effect to my/our tender offer and agree to abide by any decision that maybe taken by the Company to effect the Buyback in accordance with the Act and regulations.
- I/We authorize the Company to split the share certificate and issue new consolidated certificate for the unaccepted shares in case the shares accepted by the Company are less than the shares tendered in the buyback due to over subscription.

10. Details of shares held and offered for Buyback:

	In figures	In words
Number of shares held		
Number of shares offered for Buyback		

11. Details of share certificate(s) and Transfer Deed(s) duly signed and enclosed:

Total No. of Certificates submitted	
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Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
1					
2					
3					
Total					

In case the number of folios and share certificate enclosed exceed 3 nos., please attach a separate sheet giving details in the same format as above.

TEAR ALONG THIS LINE

ACKNOWLEDGEMENT SLIP
GCVL - BUYBACK OFFER

(to be filled by the shareholder)

Received from Mr./Ms.....

Ledger Folio No.		
	In figures	In words
Number of shares tendered		
Number of share certificates submitted		
Collection Centre Stamp & Date		
Please Quote Ledger Folio No. for all future correspondence		

12. Details of other Documents (please tick appropriately), if any, enclosed:

- Corporate Authorisations Death Certificate Succession Certificate
 Power of Attorney NECS Mandate Form Any Other, please specify.....

13. Details of Bank Account of the Sole/First shareholder to be incorporated in the consideration warrant (mandatory to fill the same)

Name of the Bank	Branch and City	Account Number
Type of Account	MICR No.	IFSC Code

14. In order to avail National Electronic Clearing Service ("NECS") for receipt of consideration, the attached NECS mandate form needs to be duly filled in and signed by the Sole/First Shareholder and submitted with the Form before the close of the Offer if the same has not been submitted earlier to the Company/ Registrar & Share Transfer Agents.

15. Shareholder(s) details (Signature(s) as per specimen recorded with the Company):

	Sole/First Shareholder	Second holder (if any)	Third holder (if any)
Name in Full			
Signature			
Address of the Sole/ First Shareholder			
Telephone No./E-mail ID			

Instructions:

- 1) This Offer will open on April 01, 2010 and close on April 19, 2010.
- 2) This Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Form.
- 3) Shareholders who wish to tender their shares in response to this Buyback should deliver the following documents so as to reach before the close of the business hours of the respective Collection Centres as mentioned in the Letter of Offer on or before April 19, 2010 before 4.30 p.m. Shareholders residing at locations where there are no collection centers, should send their response to the Registrar to the Buyback, Link Intime India Private Limited at the address mentioned below.
 - a. The relevant Form duly filled in and signed (by all shareholders in case shares are in joint names) in the same order in which they hold shares
 - b. Original share certificates
 - c. Transfer Deed duly signed
- 4) Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
 - a. Duly attested Power of Attorney, if any person other than the shareholder has signed the relevant Form
 - b. Duly attested death certificate/succession certificate in case any shareholder has expired
 - c. Necessary corporate authorizations, such as Board Resolutions etc., in case of companies
 - d. NECS Mandate form duly filled in and signed by the Sole/First Shareholder for receipt of consideration through NECS if the same has not been submitted earlier to the Company/ Registrar & Share Transfer Agents.
- 5) Shareholders to whom this Offer is made is free to tender their shareholding in the Company in whole or in part.
- 6) In case of non-receipt of this Letter of Offer, shareholders may send their application in plain paper, in writing, signed by all the shareholders, stating folio number, name, address, number of shares held, share certificate number, distinctive numbers, number of shares tendered for Buyback, bank account details together with the original share certificates and other relevant documents to the Registrars for the Buyback.
- 7) It is mandatory for shareholders to indicate the bank account details to which the consideration would be payable at the appropriate place in the Form.
- 8) All documents/remittances sent by or to shareholders will be at their own risk and shareholders are advised to adequately safeguard their interests in this regard.
- 9) **Note:** Any shareholder should tender only one form, irrespective of the number of folios he holds. Multiple applications, tendered by any shareholder shall be liable to be rejected. Also, multiple tenders from the same depository account or same registered folio shall also be liable to be rejected.

----- TEAR ALONG THIS LINE -----

Note: All future correspondence, if any, should be addressed to Registrars to the Buyback at the following address quoting your folio No:

Investor Service Centre: GCVL Buyback
 Link Intime India Pvt. Ltd.,
 C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West),
 Mumbai 400 078, India
 Phone : (022) 2596 0320, Fax : (022) 2596 0329
 Email : gcvl.buyback@linkintime.co.in
 Contact Person: Mr.Nilesh Chalke

**FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT
(FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM)**

BUYBACK OPEN ON	April 01, 2010 (Thursday)
LAST DATE OF WITHDRAWAL	April 16, 2010 (Friday)
BUYBACK CLOSES ON	April 19, 2010 (Monday)

Date:

For Collection Centre Use			
Centre Code	Inward No.	Date	Stamp

To,
The Board of Directors
GeeCee Ventures Limited
(Formerly known as 'Gwalior Chemical Industries Limited')
Investor Service Centre: GCVL Buyback
Link Intime India Pvt. Ltd.,
 C-13, Pannalal Silk Mills Compound,
 L.B.S. Marg, Bhandup (West),
 Mumbai 400 078, India

Status: Please tick (✓)			
Individual	<input type="checkbox"/>	Foreign Institutional Investor	<input type="checkbox"/>
Foreign Company	<input type="checkbox"/>	Non - Resident Indian	<input type="checkbox"/>
Body Corporate	<input type="checkbox"/>	Financial Institution	<input type="checkbox"/>

Dear Sirs,

Ref: Letter of Offer dated March 18, 2010 to Buyback 40,50,000 Equity shares of GeeCee Ventures Limited ("Company") at a price of Rs. 120/- per share ("Buyback")

- I/We having read and understood the Letter of Offer dated March 18, 2010, hereby tender my/our shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I/We authorize the Company to buyback the shares offered (as mentioned below) and to issue instruction to the Registrar for the Buyback to extinguish the shares through an off-market transfer.
- I/We hereby warrant that the shares comprised in this tender are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
- I/We declare that there are no restraints/injunctions or other order of any nature which limits/restricts in any manner my/our right to tender shares for Buyback and that I/we am/are legally entitled to tender the shares for the Buyback.
- I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration maybe paid to the first named shareholder.
- I/We undertake to return to the Company any Buyback consideration that maybe wrongfully received by me/us.
- I/We undertake to execute any further documents and give any further assurances that maybe required or expedient to give effect to my/our tender offer and agree to abide by any decision that maybe taken by the Company to effect the Buyback in accordance with the Act and regulations.
- Details of shares held and offered for buyback:

	In figures	In words
Number of shares held		
Number of shares offered for Buyback		

- Details of account with Depository Participant ("DP"):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NDSL	<input type="checkbox"/> CDSL
Name of the Depository Participant		
DP ID No.		
Client ID No. with the DP		

- I/We hereby declare that we have instructed the above mentioned DP, with whom I/we hold an account to transfer the number of shares as mentioned under serial number 8 above to GCVL Buyback Offer Account (Client ID No. 30025763) held with Standard Chartered Bank (DP ID No. IN301524). **A copy of the delivery instruction issued to the DP, duly endorsed by the DP is enclosed.**
- Details of other Documents (please tick appropriately), if any, enclosed:

<input type="checkbox"/> Corporate Authorisations	<input type="checkbox"/> Death Certificate
<input type="checkbox"/> Succession Certificate	<input type="checkbox"/> Power of Attorney
<input type="checkbox"/> Any Other, please specify.....	

 TEAR ALONG THIS LINE

**ACKNOWLEDGEMENT SLIP
GCVL - BUYBACK OFFER**

(to be filled by the shareholder)

Received from Mr./Ms.....

DP ID No.		
Client ID No.	In figures	In words
Number of shares tendered for Buyback		
Collection Centre Stamp & Date		
Please Quote Client ID No. and DP ID No. for future correspondence		

12. Details of Bank Account of the Sole/First shareholder to be incorporated in the consideration warrant (mandatory to fill the same)

Name of the Bank	Branch and City	Account Number
Type of Account	MICR No.	IFSC Code

13. Shareholder(s) details:

	Sole/First Shareholder	Second holder (if any)	Third holder (if any)
Name in Full			
Signature			
Address of the Sole/ First Shareholder			
Telephone No./E-mail ID			

Instructions:

- 1) This Offer will open on April 01, 2010 and close on April 19, 2010.
- 2) This Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Form.
- 3) For the purpose of the Buyback, the company has opened an account with the Depository Participant as detailed below:

DP Name	Standard Chartered Bank
DP ID Number	IN301524
Beneficiary Account Name	GCVL Buyback Offer
Client ID	30025763
ISIN	INE916G01016

- 4) Shareholders who wish to tender their shares in response to this Buyback should deliver the following documents so as to reach before the close of the business hours of the respective Collection Centres as mentioned in the Letter of Offer on or before April 19, 2010 before 4.30 p.m. Shareholders residing at locations where there are no collection centers, should send their response to the Registrar to the Buyback, Link Intime India Private Limited at the address mentioned below.
 - a) The relevant Form duly completed and signed (by all shareholders in case shares are in joint names) in the same order in which they hold shares
 - b) Copy of delivery instruction issued by the shareholders to their DP for transferring the shares tendered for Buyback, to the Company's DP account with Standard Chartered Bank. Copy of the delivery instruction should be duly endorsed by DP of shareholder, to whom the original delivery instruction should be handed over.
- 5) In the delivery instruction please use "For Off-Market Trades (Receiver Details)" box. Fill in "Standard Chartered Bank" against DP name, "IN 301524" against the DP ID and "30025763" against the Client ID. The date of execution entered in the delivery instruction should be on or after the date of opening of the Offer and on or before the last date of submission of the Form to the collection centers or on or before mailing the Form to the Registrar to the Buyback as the case may be, but not later than the date of closure of the Offer.
- 6) Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
 - a) Duly attested Power of Attorney, if any person other than the shareholder has signed the relevant Form
 - b) Duly attested death certificate/succession certificate in case any shareholder has expired
 - c) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies
- 7) Shareholders to whom this Offer is made is free to tender their shareholding in the Company in whole or in part.
- 8) In case of non-receipt of this Letter of Offer, shareholders may send their application in plain paper, in writing, signed by all the shareholders, stating name, address, number of shares held, Client ID number, DP Name and DP ID Number, number of shares tendered for Buyback, bank account details together with copy of the delivery instruction issued "off market", duly endorsed by DP and other relevant documents to the Registrar to the Buyback Offer.
- 9) It is mandatory for shareholders to indicate the bank account details to which the consideration would be payable at the appropriate place in the Form.
- 10) In order to avail National Electronic Clearing Service ("NECS") facility for receipt of consideration, persons holding shares in dematerialized mode are requested to instruct their respective depository participant regarding bank accounts in which they wish to receive the consideration before the close of the Offer. The Company/ Registrar & Share Transfer Agents will not act on any direct request received from Eligible Persons holding shares in dematerialised form for change/deletion of such bank details.
- 11) All documents/remittances sent by or to shareholders will be at their own risk and shareholders are advised to adequately safeguard their interests in this regard.
- 12) **Note:** Any shareholder should tender only one form, irrespective of the number of folios he holds. Multiple applications, tendered by any shareholder shall be liable to be rejected. Also, multiple tenders from the same depository account or same registered folio shall also be liable to be rejected.

----- TEAR ALONG THIS LINE -----

Note: All future correspondence, if any, should be addressed to Registrars to the Buyback at the following address quoting your folio No:

Investor Service Centre: GCVL Buyback
 Link Intime India Pvt. Ltd.,
 C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West),
 Mumbai 400 078, India.
 Phone : (022) 2596 0320, Fax : (022) 2596 0329
 Email : gcvl.buyback@linkintime.co.in
 Contact Person: Mr. Nilesh Chalke

WITHDRAWAL FORM

GCVL BUYBACK OFFER

From:

Name:

Address:

BUYBACK OPEN ON	April 01, 2010 (Thursday)
LAST DATE OF WITHDRAWAL	April 16, 2010 (Friday)
BUYBACK CLOSES ON	April 19, 2010 (Monday)

Folio No./DP ID No./Client ID No.:

To,

The Board of Directors

GeeCee Ventures Limited

(Formerly known as 'Gwalior Chemical Industries Limited')

Investor Service Centre: GCVL Buyback

Link Intime India Pvt. Ltd.,

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West),

Mumbai 400 078, India

Dear Sirs,

Ref: Letter of Offer dated March 18, 2010 to Buyback 40,50,000 Equity shares of GeeCee Ventures Limited ("Company") at a price of Rs. 120/- per share ("Buyback")

- I / We having read and understood the Letter of Offer dated March 18, 2010, hereby consent unconditionally and irrevocably to withdraw my / our shares from the Buyback and I / we further authorize the Company to return to me / us, the tendered Share Certificate(s) / Share(s) at my / our sole risk.
- I / We note that upon withdrawal of my / our Shares from the Buyback, no claim or liability shall lie against the Company/ Manager to the Offer / Registrar to the Offer.
- I / We note that this Withdrawal Form should reach the Registrar to the Buyback on or before the last date of withdrawal i.e. April 16, 2010.
- I / We note that the Company / Manager to the Buyback Offer / Registrar to the Buyback Offer shall not be liable for any postal delay / loss in transit of the Shares held in physical form and also for the non-receipt of Shares held in the dematerialized form in the DP account due to inaccurate / incomplete particulars / instructions.
- I / We also note and understand that the Company will return the original share certificate(s), share transfer deed(s) / Shares in dematerialized form only on completion of verification of the documents, signatures and beneficiary position as available with the depositories from time to time.
- I / We also note and understand that the Company will return the original share certificate(s), share transfer deed(s) / Shares in dematerialized form only after the closure of the Buyback by the same date as date for dispatch of share consideration/share certificates/demat instruction i.e. May 04, 2010.
- The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

S. No.	Folio No.(s)	Share Certificate No. (s)	Distinctive No.(s)		No. of shares	Date of Tender
			From	To		
1						
2						
3						
				Total		

----- TEAR ALONG THIS LINE -----

ACKNOWLEDGEMENT SLIP - WITHDRAWAL GCVL -BUYBACK OFFER

(to be filled in by the shareholder)

Received from Mr./Ms. _____ Residing at _____

a Withdrawal Form for _____ Shares along with:

Copy of depository instruction slip from DP ID _____ Client ID _____

Copy of acknowledgement slip issued when depositing the Form

Copy of acknowledgement slip issued when depositing physical Shares for withdrawing from the Offer made by the Company.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	
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(In case the number of folios and share certificate enclosed exceed 3 nos., please attach a separate sheet giving details in the same format as above.)

I / We hold the following Shares in dematerialized form and had executed an off-market transaction for crediting the Shares to the "GCVL Buyback Offer" account (Client ID No. 30025763) held with Standard Chartered Bank (DP ID No. IN301524). **A copy of the delivery instruction issued to the DP, duly endorsed by the DP is enclosed.** The particulars of the account from which my / our Shares have been tendered are as follows:

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NDSL	<input type="checkbox"/> CDSL
Name of the Depository Participant		
DP ID No.		
Client ID No. with the DP		
Beneficiary Name		
No. of Shares		
Date of Execution		

8. I / We note that the Shares will be credited back only to that depository account, from which they have been tendered and necessary standing instructions have been issued in this regard.
9. I / We confirm that the particulars given above are true and correct.
10. In case of dematerialized Shares I / we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,

Signed and Delivered

	Sole/First Shareholder	Second holder (if any)	Third holder (if any)
Name in Full			
Signature			
Address of the Sole/First Shareholder			
Telephone No./E-mail ID			

Place:

Date:

Instructions:

- 1) This Offer will open on April 01, 2010 and close on April 19, 2010. The last date for withdrawal is April 16, 2010.
- 2) This Withdrawal Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Form.
- 3) The withdrawal option can only be exercised by submitting the Withdrawal Form, duly filled in and signed (by all shareholders in case shares are in joint names) in the same order in which they hold shares, so as to reach the Registrar to the Buyback Offer at the address mentioned below. **Please note that the Withdrawal Forms will not be accepted at other Collection Centres.**
- 4) All documents/remittances sent by or to shareholders will be at their own risk and shareholders are advised to adequately safeguard their interests in this regard.

----- TEAR ALONG THIS LINE -----

Note: All future correspondence, if any, should be addressed to Registrars to the Buyback at the following address quoting your folio No:

Investor Service Centre: GCVL Buyback
 Link Intime India Pvt. Ltd.,
 C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West),
 Mumbai 400 078, India.
 Phone : (022) 2596 0320, Fax : (022) 2596 0329
 Email : gcvl.buyback@linkintime.co.in
 Contact Person: Mr. Nilesh Chalke

MANDATE FORM
NATIONAL ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)

GeeCee Ventures Limited

Link Intime India Pvt. Ltd.,
Unit: GCVL Buyback
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078, India

Dear Sirs:

I am pleased to participate in the National Electronic Clearing Services (NECS) introduced by Reserve Bank of India (RBI). The particulars of my Bank Account to which the payment of Buyback consideration may be electronically credited are as follows:

1. Name of Sole/First Holder of shares _____
2. Folio No. _____
3. Name of the Bank _____

4. Branch address of Bank to which consideration Amount to be credited _____

5. 9-digit Code Number of the Bank and Branch appearing on the MICR cheque issued by your Bank. This is mentioned on the MICR band next to the cheque number.

(Please attach blank "cancelled" cheque or a photocopy thereof)

6. Account Type (tick one) Savings Current Cash Credit
7. Ledger Folio of your Bank Account
(If any, appearing on your cheque book) _____
8. Account No. (as appearing on your cheque book) _____

I hereby declare that the particulars given above are correct and complete. If the payment of buyback consideration is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company responsible.

Date:

Signature of Sole/First Holder

----- TEAR ALONG THIS LINE -----

In case the shareholder is not in a position to give blank "cancelled" cheque or a photocopy thereof, a certificate of the shareholder's Bank may be furnished as under:

Certificate of the Shareholder's Bank

(To be submitted only if blank "cancelled" cheque or a photocopy thereof is not enclosed)

Certified that the particulars furnished above are correct as per our records.

Bank's Stamp:

Date:

Signature of the Authorised Official of the Bank

----- TEAR ALONG THIS LINE -----

Note: All future correspondence, if any, should be addressed to Registrars to the Buyback at the following address quoting your folio No:

Investor Service Centre: GCVL Buyback

Link Intime India Pvt. Ltd.,
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West),
Mumbai 400 078, India.

Phone : (022) 2596 0320, Fax : (022) 2596 0329

Email : gcvl.buyback@linkintime.co.in

Contact Person: Mr. Nilesh Chalke