



GEECEE VENTURES LIMITED

Registered Office: 209 – 210, Arcadia Building, 195, Nariman Point, Mumbai – 400 021.

Notice pursuant to Section 192A (2) of the Companies Act, 1956

1. Alteration in the Objects Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:-

"RESOLVED THAT pursuant to Section 16, 17 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to alter the Main Objects Clause III (A) of the Memorandum of Association of the Company, by inserting the following new sub-clause, immediately after the existing sub-clause **1B** thereof:

1C. To promote the formation and mobilisation of capital, to manage capital savings and investment, undertake bills discounting business, purchase, finance, discount, re-discount, bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills, to borrow, to lend, to negotiate loans, to transact business as financiers, monetary agents, carry on the business of investment/finance company with the object of financing industrial enterprises or otherwise and to invest the capital or other funds of the Company in shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, revolving under-writing facilities and issue, acceptance and registration of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to raise or provide venture capital, to promote or finance the promotion of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in, shares or other securities, to undertake portfolio management, advisory and counseling services, commodities trading, to finance assist industrial and other enterprises in India and abroad, to provide finance and loan syndication, development of financial-service supermarket, intercorporate bills and unit broking import/export financing, consultancy assignments, factoring, consumer financing and foreign exchange broking and securities dealing, to carry on the business of a leasing Company, hire purchase company, finance company, to undertake and / or arrange or syndicate all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, computers, storage tanks, toll roads, communication satellites and communication lines, factories, movable and immovable property.

"RESOLVED FURTHER THAT the Board be and is hereby authorized, to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."

By order of the Board
For **GeeCee Ventures Limited**

Sanjeev Pathak
Company Secretary

Place : Mumbai
Date : 28th May, 2011

NOTES :

1. The relative Explanatory Statement pursuant to section 173 (2) and 192A (2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Board of Directors at its meeting held on May 26, 2011 has appointed Shri. Nishant Jawa, Practicing Company Secretary to receive and scrutinize the complete Ballot Papers from the Members. The Postal Ballot Form and the self addressed business reply envelop are enclosed for use of the Members.
3. You are requested to read the instructions printed in the Postal Ballot Form and return the form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelop, so as to reach the scrutinizer on or before 22nd July,

2011 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of the postal ballot will be announced on 28th July, 2011, at the Registered Office of the Company at 209 – 210, Arcadia Building, 195, Nariman Point, Mumbai – 400 021 at 4.00 p.m.

4. Voting rights of every member shall be reckoned as on the date of dispatch i.e. 22nd June, 2011 the Cut off date and any recipient of this Notice who has not voting rights as on the aforesaid date should treat the same as intimation only.
5. Members' voting rights shall be in proportion to his share of the paid up Equity Share Capital of the Company.

EXPLANATORY STATEMENT

[Pursuant to Section 192A (2) and 173(2) of the Companies Act, 1956]

Item No. 1

The main object of your Company is Chemical Manufacturing/ Trading and Power Business. Your Company proposes to commence / carry on the business of a non-banking financial institution (NBFC), subject to the approval of the shareholders and Reserve Bank of India. Your directors have vast experience in the business of finance and are confident of best utilizing the funds of the Company in order to maximize the value of the shareholders.

The aforesaid proposed additional main objects more particularly described in item no. 1 can be conveniently and advantageously combined and carried out with the existing objects/activities of the Company.

Pursuant to the provisions of Section 16, 17 read with Section 192A of the Companies Act, 1956, alteration in the Objects Clause of the Memorandum of Association requires approval of the Members by way of Special Resolution through Postal Ballot.

A copy of a) the existing Memorandum and Article of Association of the Company and b) the Memorandum of Association and Article of Association incorporating the proposed amendments thereto will be available for inspection for the Members at the Registered Office of the Company between **10.00 a.m. and 12.00 noon on all working days** up to the date of declaration of the results of the Postal Ballot.

None of the Directors of the Company is, in any way, concerned or interested in this Resolution.

The Board of Directors of the Company recommends the Resolution set out in the Notice for approval of the members through Postal Ballot.

By order of the Board
For **GeeCee Ventures Limited**

Sanjeev Pathak
Company Secretary

Registered Office:
209 – 210, Arcadia Building,
195, Nariman Point, Mumbai – 21.

Mumbai, 26th May, 2011