

GCV SERVICES LIMITED

Registered Office: 1st Floor, 102A, Panorama, R. C Dutt Road, Alkapuri, Vadodara, Gujarat – 390 005

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the members of GCV Services Limited will be held at the Registered Office of the Company at 1st Floor, 102A, Panorama, R. C. Dutt Road, Alkapuri, Vadodara, Gujarat 390 005 on Monday, May 20, 2013 at 9:00 a.m., to transact the following business:

Special Business:

1. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Re.1/- (Rupee One Only) each to Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 75,00,00,000 (Seventy Five Crores) Equity Shares of Re. 1/- (Rupee One Only) each, ranking *pari passu* in all respects with the existing Equity Shares and the relevant clauses in the Memorandum of Association pertaining to the Share Capital of the Company be accordingly altered.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regards thereto.”

2. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, Clause V of the Memorandum of Association of the Company be altered by substituting in its place and instead the following:

V The Authorised Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 75,00,00,000 (Seventy Five Crores Only) Equity Shares of Re. 1/- (Rupee One Only).



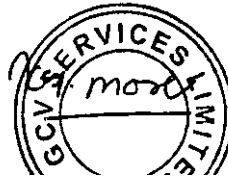
"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regards thereto."

3. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the existing Guidelines for Preferential Issue contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as "the Guidelines") and all other applicable guidelines / regulations issued by the Securities and Exchange Board of India ("SEBI") and subject to all necessary approvals, consents, permissions and /or sanctions of the Government of India and any other statutory or regulatory authorities and other applicable laws, and the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted for the time being, thereof) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot on a preferential basis upto 64,86,49,080 (Sixty Four Crores Eighty Six Lakhs Forty Nine Thousand and Eighty Only) Equity Shares of the face value of Re.1/- each for cash at a price of Rs.3/- (Rupees Three Only) per share (including a premium of Rs.2/- per share) aggregating to Rs. 1,94,59,47,240/- (Rupees One Hundred and Ninety Four Crores Fifty Nine Lakhs Forty Seven Thousand Two Hundred and Forty Only), being the price which is in accordance with the Guidelines, and calculated on the basis of, relevant date, being 30 days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend, and shall be locked-in for such period as prescribed under the Guidelines.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be



issued and shall seek listing of the said Shares at all such Stock Exchanges where the equity shares are already listed.

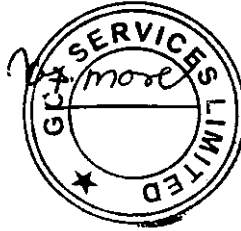
RESOLVED FURTHER THAT the Board/any Committee thereof be authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the Equity Shares, including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including in relation to the issue or allotment of the aforesaid securities and listing thereof with the Stock Exchanges as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, sign all documents and undertakings as may be required and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution."

For and on behalf of the Board
For GCV Services Limited

Sd/-
Satish Hirgude
Director
Place: Vadodara
Date: April 22, 2013



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Notes:

1. The Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956, is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument of proxy, in order to be effective, must be deposited at the Company's registered office not less than forty eight hours before the time of the meeting. A proxy form is enclosed herewith.
4. Members, who hold shares in dematerialized form, are requested to have details of their Client ID and DP ID Nos for earlier identification of attendance at the meeting.
5. The Auditor has certified that the said preferential issue is in accordance with the requirements contained in the Guidelines. The Memorandum & Articles of Association of the Company, Auditors' Certificate and other documents referred to in the proposed resolution and in the Explanatory Statement are open for inspection at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 10.00 a.m. and 5.00 p.m. upto the date of Extraordinary General Meeting.



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Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

ITEM NO. 1 & 2

The Company is looking for Strategic Investors for its diversification and expansion coupled with organic and inorganic growth plans and other general corporate purposes. In this regard, the Company proposes to Issue Equity Shares on Preferential Allotment Basis. In order to occupy the additional capital which will be generated by the preferential issue, the existing Authorised Capital needs to be enhanced.

In view of the above, the Board of Directors of the Company consider that it would be necessary that the Authorized Share Capital of the Company be increased to Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 75,00,00,000 (Seventy Five Crores Only) Equity Shares of Re. 1/- (Rupee One Only) by the creation of additional 60,00,00,000 (Sixty Crores Thirty) Equity Shares of Re. 1/- (One) each.

The alteration proposed in the Capital Clause of the Memorandum of Association of the Company is only consequential to reflect the proposed increase in the Authorized Share Capital of the Company.

Increase in Authorized Share Capital from Rs. 15.00 Crore to Rs. 75.00 Crore as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out in the Notice.

The Resolutions at item No. 1 & 2 seek approval of the members for the proposed increase in Authorized Share Capital from Rs. 15.00 Crore to Rs. 75.00 Crore and consequential alteration to Memorandum of Association.

Pursuant to the provisions of Sections 94 and 16 of the Companies Act, 1956, any increase in capital, alteration to the Memorandum of Association of the Company requires approval of members by passing an Ordinary Resolutions. Hence these Resolutions are commended for your approval.

A copy of the existing Memorandum and Articles of Association of the Company along with the proposed draft amendment is available for inspection by any member at the Registered Office during business hours on any working day of the Company.

Board of Directors, therefore, recommends the Resolution set out at item No. 1 & 2 of notice for approval of members as Ordinary Resolutions.



Memorandum of Interest:

Directors of the company may be deemed to be concerned or interested in the resolution to the extent of shares held by them in the company.

ITEM NO. 3

The Company is looking to generate funds for its diversification, expansion plans and working capital requirements and other general corporate purposes. For which, the Company proposes to issue 64,86,49,080 (Sixty Four Crores Eighty Six Lakhs Forty Nine Thousand and Eighty Only) Equity Shares of Re. 1/- (One) each at a premium of Rs. 2/- per share on Preferential Allotment Basis.

Pursuant to the provisions of Sections 81 of the Companies Act, 1956, any Allotment of Securities on preferential basis requires approval of members by passing a Special Resolution. The Board of Directors, therefore, recommends the Resolution set out at item No. 3 of the Notice for approval of members as a Special Resolution.

The following disclosures for the preferential issue of Equity Shares are being made in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Guidelines").

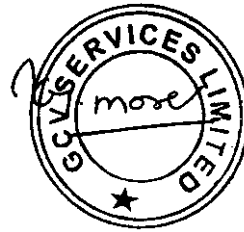
(I) OBJECTS OF THE ISSUE:

In order to generate resources for diversification, expansion and implementation of future growth plans and for working capital and other general corporate purpose, it is proposed to issue equity shares on a preferential allotment basis.

The proceeds of the proposed preferential allotment of Equity Shares will strengthen the financial position of the Company.

(II) INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:

The shares proposed to be issued/allotted through the aforesaid resolution are being offered to Strategic Investors/Foreign Financial Institutions and no shares are offered to Promoters/Directors/Key Managerial Persons of the Company.



(III) IDENTITY OF THE PROPOSED ALLOTTEE AND THE PRICE AT WHICH ALLOTTMENT IS PROPOSED

The list of proposed allottee for the preferential issue is as under:

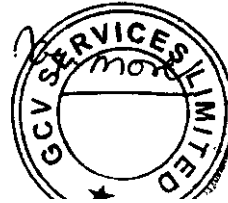
Sr. No	Name of Allottees	Pre Allotment		Post Allotment	
		No of Shares	%	No of Shares	%
1.	Lehmen Diversified Fund	40,21,103	4.01	44499159	5.94
2.	Devos International Fund	-		73904357	9.87
3.	ITF Mauritius	-		8600000	1.15
4.	Lifecode Mercantile Pvt Ltd	-		69666667	9.30
5.	Roho Real Estate Pvt Ltd	-		77166667	10.30
6.	Akansha Media & Entertainment Pvt Ltd	-		80166667	10.70
7.	Golding Mercantile PVT. LTD.	-		23000000	3.07
8.	Sanmay Trading Pvt Ltd	-		53333333	7.12
9.	Grantview Properties Pvt Ltd	-		40000000	5.34
10.	BYMETHOD REALITY PVT LTD	-		28166667	3.76
11.	Tcom Trading Pvt Ltd	-		34166667	4.56
12.	Saundatti Securities India Pvt Ltd	-		20000000	2.67
13.	Mahavir Pulses India Pvt Ltd	-		20000000	2.67
14.	Varad Vinayak Trading Pvt.Ltd.	-		20000000	2.67
15.	Vihar Infrastructure Pvt. Ltd.	-		20000000	2.67
16.	Ayog Infrastructure Pvt. Ltd.	-		20000000	2.67
17.	Bulltext Reality Pvt. Ltd.	-		20000000	2.67

The Price per share proposed to be allotted to the proposed allottee shall be higher than the price determined in accordance with the SEBI (ICDR) Regulations, 2009. The Company undertakes that it shall re-compute the price in terms of the provisions of these regulations where it is required to do so.

(IV) CHANGE IN CONTROL:

There is no change in the management of the Company pursuant to the issue of Equity Shares on Preferential Allotment Basis.

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(V) SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PROPOSED ISSUE OF EQUITY SHARES:

Shareholders	Pre Allotment		Post Allotment	
	No. of Shares	%	No. of Shares	%
Promoters Shareholding	42,64,000	4.25	42,64,000	0.57
Non-Promoters Shareholding				
1. Public	9,20,73,897	91.74	9,20,73,897	12.40
2. New Allottees	40,21,103	4.01	65,26,70,183	87.14
Total	10,03,59,000	100.00	74,90,08,080	100.00

(VI) LOCK IN PERIOD:

The Equity Shares to be allotted to the proposed allottees under the proposed offering shall be subject to lock-in for a period of 1 (one) year or as prescribed under the SEBI (ICDR) Regulations, 2009 from the date of allotment of Equity Shares.

(VII) UNDERTAKING

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-up till the time such amount is paid by the allottees.

(VIII) PROPOSED TIME WITHIN WHICH ALLOTMENT WILL BE COMPLETED:

The Company will complete the allotment of shares within a period of 15 days from the date of Extraordinary General Meeting or where the allotment on preferential basis requires any approval by any regulatory authority or Central Government, the allotment of shares will be completed within 15 days from the date of such approval.

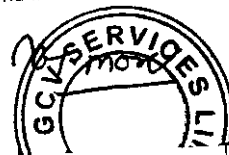
(IX) CERTIFICATE FROM AUDITORS:

The Auditor have certified that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2009.

A copy of the said certificate is available for inspection by the shareholders at the Registered Office of the Company on all working days except Public Holidays, Saturdays and Sundays between 10.00 a.m. and 5.00 p.m.

The price is Rs. 3/- per share (including a premium of Rs. 2/- per share) calculated as per ICDR Regulations and the Relevant Date for the purpose of this Preferential Issue is 30 days prior to the date of this Extraordinary General Meeting.

Stock Exchange for the purpose of this Preferential Issue means any of the recognized stock exchanges in which the shares are listed and in which the highest trading volume in



respect of shares of the company has been recorded during the preceding six months prior to the relevant date, in the present case being the Bombay Stock Exchange Limited.

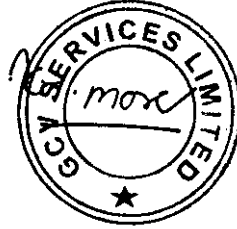
Your Directors commend the above resolution for approval by the Members.

Memorandum of Interest:

Directors of the company may be deemed to be concerned or interested in the resolution to the extent of shares held by them in the company.

For and on behalf of the Board
For GCV Services Limited

Sd/-
Satish Hirgude
Director
Place: Vadodara
Date: April 22, 2013



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