

## Nishant Jawa & Associates Company Secretaries

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai – 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

To,  
The Chairman  
GeeCee Ventures Limited  
209-210, Arcadia Building, 2<sup>nd</sup> Floor,  
195, Nariman Point,  
Mumbai - 400 021

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting through ballot paper at the AGM of GeeCee Ventures Limited held on Monday, September 24, 2018 at 04.00 p.m.

I, Nishant Jawa, of M/s. Nishant Jawa & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of GeeCee Ventures Limited. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 to conduct the e-voting process in respect of the below mentioned resolutions passed at the 34<sup>th</sup> AGM of GeeCee Ventures Limited held on Monday, September 24, 2018 at 04.00 p.m.

I was also appointed as the Scrutinizer to scrutinize the voting process at the said AGM held on Monday, September 24, 2018.

### Report on Scrutiny:

- 34<sup>th</sup> Annual General Meeting (AGM) of the Members of GeeCee Ventures Limited (CIN: L24249MH1984PLC032170) was held on Monday, September 24, 2018 at 04.00 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, K. Dubash Marg, Fort, Mumbai- 400001.
- The Company has appointed National Securities and Depositories Limited (NSDL) as the Service Provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Link Intime (India) Pvt. Ltd is the registrar and Share Transfer Agent (RTA) of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted in the 34<sup>th</sup> AGM of the Company, which was held on Monday, September 24, 2018.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com/> The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and on the website of the service provider to facilitate their members to cast their vote through Remote E-Voting.



- The Company has sent the notices of the AGM along with the Annual report and E-Voting details by email on Friday, 31<sup>st</sup> August, 2018 and through courier on Wednesday, 29<sup>th</sup> August, 2018. The Cut-off date for the purpose of identifying the Members who were entitled to vote on the resolutions placed for approval of the members was Monday, 17<sup>th</sup> September, 2018.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from 21<sup>st</sup> September, 2018 (09:00 a.m. IST) till 23<sup>rd</sup> September, 2018 (05:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.
- As prescribed in clause (v) of sub-rule 4 of the Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in English in 'Business Standard' newspaper dated 31<sup>st</sup> August, 2018 having country-wide circulation and in Marathi in 'Navshakti' newspaper dated 31<sup>st</sup> August, 2018. The notice published in the newspaper carried the required information as specified in Sub-Rule 4 (v) (a) to (h) of the said Rule 20.
- The Company had provided voting facility to the shareholders present at the AGM through ballot paper who had not cast their vote earlier through e-voting facility.
- After the voting at the AGM was conducted, 1(one) ballot box kept for the purpose of casting of votes was locked in my presence with due identification mark placed by me. The locked ballot box was subsequently opened in my presence and in presence of the two witnesses, as mentioned below, and ballot papers were diligently scrutinized. The ballot papers were reconciled with record maintained by Registrar and Transfer Agents of the company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- After the closure of the voting at the AGM, the counting of the votes conducted at the venue of the AGM through ballot papers and the votes cast through Remote E-voting facility was duly unblocked by me as scrutinizer in the presence of Ms. Sneha Suryavanshi and Mr. Karan Solanki who acted as the witness, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
- Thereafter, I as a scrutinizer, duly compiled the e-voting and votes tendered therein based on the data downloaded from the NSDL and voting through ballot paper at the AGM.
- I now submit my consolidated Report as under on the result of the e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of ballot papers are as under:

Details	Remote E-voting	Voting through poll/ballot paper	Total voting
Number of Members who cast their votes	50	45	95
Total number of shares held by them	16281932	849955	17131887
Invalid votes	1		



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## **ORDINARY BUSINESS**

### **Item no. 1 of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt:

- The Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of Board of Directors and the Auditor thereon; and
- The Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Auditor thereon.

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	16281932	95.039%	0	0%
Physical Voting	849954	4.961%	0	0%
Total	17131886	100.000%	0	0%

The votes cast in favour are more than the votes cast against the resolutions.

### **Item no. 2 of the Notice (As an Ordinary Resolution)**

To confirm the Interim Dividend @15% aggregating to Rs. 1.50 per equity share, already paid during the financial year 2017-18.

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	16281932	95.039%	0	0%
Physical Voting	849954	4.961%	0	0%
Total	17131886	100.000%	0	0%

The votes cast in favour are more than the votes cast against the resolutions.

### **Item no. 3 of the Notice (As an Ordinary Resolution)**

To appoint a Director in place of Mr. Harisingh Shyamsukha (DIN: 00033325), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	16281932	95.039%	0	0%
Physical Voting	849954	4.961%	0	0%
Total	17131886	100.000%	0	0%

The votes cast in favour are more than the votes cast against the resolutions.

### **Item no. 4 of the Notice (As an Ordinary Resolution)**

To appoint a Director in place of Mr. Rohit Kothari (DIN: 00054811), who retires by rotation and being eligible, offers himself for re-appointment.



Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	16281932	95.039%	0	0%
Physical Voting	849954	4.961%	0	0%
Total	17131886	100.000%	0	0%

The votes cast in favour are more than the votes cast against the resolutions.

### **SPECIAL BUSINESS**

#### **Item no. 5 of the Notice (As an Ordinary Resolution)**

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019 and to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	16281912	95.039%	0	0%
Physical Voting	849954	4.961%	0	0%
Total	17131866	100.000%	0	0%

The votes cast in favour are more than three times the votes cast against the resolutions.

#### **Item no. 6 of the Notice (As an Ordinary Resolution)**

To appoint Mr. Ashok Shivilal Rupani (DIN: 0079574) as an independent director and to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	16281932	95.039%	0	0%
Physical Voting	849954	4.961%	0	0%
Total	17131886	100.000%	0	0%

The votes cast in favour are more than the votes cast against the resolutions.

#### **Item no. 7 of the Notice (As a Special Resolution)**

To amend the Articles of Association by inserting clause - "Chairman and Vice-Chairman Emeritus" and to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	16281305	95.035%	627	0.004%
Physical Voting	849954	4.961%	0	0.000%
Total	17131259	99.996%	627	0.004%



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The votes cast in favour are more than three times the votes cast against the resolutions.

**Item no. 8 of the Notice (As a Special Resolution)**

To increase the borrowing power of the Company and to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	16281932	95.039%	0	0%
Physical Voting	849954	4.961%	0	0%
Total	17131886	100.000%	0	0%

The votes cast in favour are more than three times the votes cast against the resolutions.

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of ballot papers with the requisite majority and hence deemed to be passed as on date of the AGM.

I hereby confirm that I am maintaining the Registers received from the Service provider both electronically and manually, in respect of the votes cast through Remote E-voting and Voting conduct at AGM by way of ballot papers by the members of the Company. All other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over the company secretary for safe keeping, after the Chairman signs the Minutes.


Thanking You,

Date: 26<sup>th</sup> September, 2018


Place: Mumbai

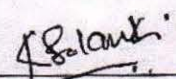
For Nishant Jawasa & Associates  
Company Secretaries



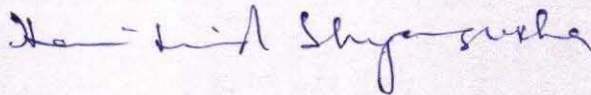
  
Nishant Jawasa  
Proprietor  
M. No. FCS 6557  
COP No. 6993

Witnesses:

1.   
Ms. Sneha Suryavanshi

2.   
Mr. Karan Solanki





Counter Signed by  
- Whole Time Director - Mr. Harisingh Shyamsukha.