NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Second **(42nd)** Annual General Meeting ("AGM") of the Members of Geecee Ventures Limited ("the Company") will be held on **Tuesday, September 22, 2026 at 04:00 p.m. (IST)** through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2: Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 3: Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2026.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** Final Dividend at the rate of ₹2.00/- per Equity Share of face value of ₹10/- each (20%), fully paid-up as recommended by the Board of Directors of the Company be and is hereby declared for the Financial Year ended March 31, 2026 and the same be paid out of the profits of the Company."

Item No. 4: To appoint a Director in place of Mr. Gaurav Shyamsukha (DIN: 01646181), Director who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gaurav Shyamsukha (DIN: 01646181), Director who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed."

SPECIAL BUSINESS

Item No. 5: Ratification of Cost Auditor's Remuneration for Financial Year 2026-27:

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provision of Section 148(3) of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to necessary approvals, if any, the Company hereby ratifies the remuneration of ₹1,20,000/- p.a. (Rupees One Lakh Twenty Thousand only per annum) plus applicable taxes excluding out-of-pocket expenses or otherwise, payable to M/s. Kishore Bhatia & Associates (Firm registration number 00294) Practising Cost Accountants who are re-appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6: Approval of Material Related Party Transaction(s) between Geecee Ventures Limited (hereinafter referred to as "the Company") and its related parties to be valid from 42nd Annual General Meeting.

To consider, and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time, Sections 2(76), 179, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder [including any modifications, variations or re-enactments thereof for the time being in force] as amended from time to time and subject to such other approval(s), consent(s) and / or permission(s) as may be required in this behalf, the Company's policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contracts / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of individual transaction or transactions taken together or series of transactions or otherwise), (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms' length basis as more specifically detailed out in the explanatory statement annexed to this notice between the Company and its related parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations and as provided in the table below, on such terms and conditions as may be mutually agreed between the Company and its related parties, for an aggregate value not exceeding the limit stated below, inclusive of funding transactions (including interest thereon), the aggregate outstanding amount of such transactions shall not, at any point of time, exceed the limit as detailed in the explanatory statement. Such approval shall be valid from the ensuing 42nd Annual General Meeting till the next Annual General Meeting of the Company to be held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI LODR Regulations from time to time.

Material Related Party Transaction to be entered into between the Company and its related parties from the ensuing 42nd Annual General Meeting is as follows:

Name of Related Party	Relationship	Nature of Transaction	Aggregate Value of Transaction(s) (₹ in lakhs)
Singularity Holdings Limited	Promoter Group Companies	Rendering and/or Availing revolving loan facility (Fixed Interest Rate) and Re-imbursement of expenses	₹ 20,003 lakhs (Sanctioned Limit)
Winro Commercial (India) Limited			₹ 20,003 lakhs (Sanctioned Limit)
Saraswati Commercial (India) Limited			₹ 20,003 lakhs (Sanctioned Limit)
Geecee Business Private Limited	Associate Company	Rendering and/or Availing revolving loan facility (Fixed Interest Rate), Shared Services Facility and Re-imbursement of expenses	₹ 20,040 lakhs (Sanctioned Limit)

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and are hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

Item No. 7: Approval of Material Related Party Transaction(s) of Geecee Fincap Limited, a wholly owned subsidiary of the Company with certain identified Related Parties to be valid from 42nd Annual General Meeting.

To consider, and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") as amended from time to time, Sections 2(76), 179, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder [including any modifications, variations or re-enactments thereof for the time being in force] as amended from time to time and subject to such other approval(s), consent(s) and / or permission(s) as may be required in this behalf, the Company's policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contracts / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of individual transaction or transactions taken together or series of transactions or otherwise), (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms' length basis as more specifically detailed out in the explanatory statement annexed to this notice between the Company and its related parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations and as provided in the table below, on such terms and conditions as may be mutually agreed between the Company and its related parties, for an aggregate value not exceeding the limit stated below, inclusive of funding transactions (including interest thereon), the aggregate outstanding amount of such transactions shall not, at any point of time, exceed the limit as detailed in the explanatory statement. Such approval shall be valid from the ensuing 42nd Annual General Meeting till the next Annual General Meeting of the Company to be held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI LODR Regulations from time to time.

Material Related Party Transaction to be entered into by Subsidiary with related parties from the ensuing 42nd Annual General Meeting is as follows:

Name of the Subsidiary	Name of the related party	Relationship	Nature of Transaction	Aggregate Value of Transaction(s) (₹ in lakhs)
Geecee Fincap Limited	Singularity Holdings Limited	Related party is Member of the Promoter and Promoter Group of Listed entity	Rendering and/or Availing Revolving Loan Facility (Fixed Interest rate)	₹ 6,000 lakhs (Sanctioned Limit)
	Winro Commercial (India) Limited			₹ 6,000 lakhs (Sanctioned Limit)
	Saraswati Commercial (India) Limited			₹ 6,000 lakhs (Sanctioned Limit)
	Geecee Business Private Limited	Related party is Associate of Listed entity	Rendering and/or Availing Revolving Loan Facility (Fixed Interest rate) and Shared Services Facility	₹ 6,025 lakhs (Sanctioned Limit)

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution."

Item No. 8: Approval for payment of Remuneration and other facilities to Mr. Harisingh Shyamsukha as the Senior President – Business Strategy.

To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provision of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and after taking in to account recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Harisingh Shyamsukha (Father of Mr. Gaurav Shyamsukha - Managing Director of the Company) holding office or place of profit as Senior President – Business Strategy, as detailed in the Explanatory Statement attached hereto subject to remuneration up to an amount not exceeding ₹1 Crore p.a. (Rupees One Crore only per annum) together with other benefits, perquisites, allowances, amenities and facilities in accordance with the policy of the Company for period of one financial year i.e. 2027-28.

RESOLVED FURTHER THAT the Board of Directors (including Committee) has the liberty to alter and vary the present remuneration in accordance with the provisions of the Companies Act, 2013, of Mr. Harisingh Shyamsukha holding office or place of profit within the maximum limit as approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing."

By Order of the Board of Directors
For **Geecee Ventures Limited**

Darshana Jain
Company Secretary and Compliance Officer
Membership No.: A73425

Place: Mumbai
Date: August 06, 2026

REGISTERED OFFICE: 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai – 400 021

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the special business under Item Nos. 5 to 8 set out above, details under Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of item nos. 5 to 8 of this notice and the relevant details in respect of the Directors seeking appointment / re-appointment at this AGM as required under Regulation 36(3) of the LODR Regulations are annexed hereto. Requisite declarations have been received from the Directors seeking re-appointment.

2. The Ministry of Corporate Affairs ('MCA') has, vide its General Circular No. 09/2024 dated September 19, 2024 in relation to 'Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') read with Circular 20/2020 dated May 5, 2020, No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No.09/2024 dated September 19, 2024 and Circular 03/2025 dated September 22, 2025 issued by the 'MCA' (hereinafter collectively referred to as 'MCA Circulars') allowed the companies to conduct their Annual General Meetings through VC / OAVM, without the physical presence of the Members at a common venue by following the guidelines specified in the said MCA Circulars. Further, Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

3. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the AGM of the Company is being held through VC / OAVM on September 22, 2026, at 04.00 p.m. (IST). The deemed venue for the 42nd AGM will be the Registered Office of the Company.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this 42nd AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.

5. As per the provisions under the MCA Circulars, members attending the 42nd AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Institutional / Corporate Members are entitled to appoint authorized representatives to attend and participate in the AGM through VC/OAVM and cast their votes through e-voting. Corporate Members / Institutional Investors intending to appoint authorized representatives pursuant to Sections 112 and 113 of the Act, as applicable, are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at gandhiofficeinfo@gmail.com, with a copy marked to geecee.investor@gcvl.in and evoting@nsdl.com. The Board Resolution / Power of Attorney / Authority Letter, etc. may also be uploaded under the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab.

7. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.

8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.

9. Since the 42nd AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

10. In accordance with the aforesaid MCA and SEBI Circulars, the Annual Report for 2025-26 along with the Notice of 42nd AGM are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar & Share Transfer Agent (RTA) / depository participant.

11. Members may note that this Notice and Annual Report 2025-26 will also be available on the Company's website www.geeceeventures.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL (agency for providing voting through electronic means facility) i.e. www.evoting.nsdl.com Company's web-link on the above will also be provided in advertisement being published in Business Standard (English Language – All India edition) and Mumbai Pratahkal (Marathi Language).

12. In compliance with Regulation 36 of the SEBI LODR Regulations, the Company is also sending written communication to Members, who have not yet registered their e-mail addresses, providing the web-link of the exact path, where complete details of Annual Report for financial year 2025-26 will be available.

13. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 and Notice of the 42nd AGM of the Company, may send request to the Company's email address at geecee.investor@gcvl.in mentioning Folio No. / DP ID and Client ID.

14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

15. Members may note that the Board, at its meeting held on May 16, 2026, has recommended a final dividend of ₹2.00 per share. The record date for the purpose of final dividend is **September 07, 2026**. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after September 23, 2026 and before October 21, 2026.

16. **Mandatory Electronic Payment of Dividend:**

    With effect from November 18, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Payment shall be made subject to:

    - Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/ RTA (for shareholders holding shares in physical form, if any).
    - Updating of bank details with DPs (for shareholders holding shares in dematerialized form)

17. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members and the Company is required to deduct TDS from the dividend to be paid to the Members as per rates prescribed under the Income Tax Act, 2025 (IT Act). For the prescribed rates for various categories, please refer to the IT Act and the Finance Acts of the respective years. To enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), category as per the IT Act with the DPs (if shares held in electronic form) and the Company/ RTA (if shares are held in physical form).

    To avail exemption of TDS, Members are requested to submit required documents/declaration by email at geecee.investor@gcvl.in on or before Tuesday, September 08, 2026 to enable the Company to determine the appropriate TDS/ withholding tax rate applicable to the Member, verify the documents and provide exemption. For detailed process, please click here: https://www.geeceeventures.com/investor-relations/default.aspx?id=1#ExFileDataFY_2025-26 and also refer to the email communication sent to Members in this regard.

18. Members are requested to address all correspondence, including dividend-related matters, to registrar - MUFG Intime India Private. Ltd.

    Unit – Geecee Ventures Limited, C 101, Embassy 247, L.B.S. Marg, Vikhroli West, Mumbai – 400 083.

19. Those Members who have so far not encashed their dividend warrants for final dividend for financial year 2020-21, 2022-23 and onwards, may approach the Registrar and Share Transfer Agents, **M/s. MUFG Intime India Private Limited**, for making their claim without any further delay.

    As per the provisions of the Act, dividends that are unclaimed / unpaid for a period of seven (7) years from the date of their transfer to the unclaimed / unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the relevant Rules made thereunder, shares on which dividend has remained unpaid or unclaimed for seven (7) consecutive years shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

    In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 available on the website www.mca.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual Report. The members are requested to approach the RTA/ Company to understand the process or refer FAQ's hosted on RTA's website- https://web.in.mpms.mufg.com/faq.html

20. As per the provisions of Section 72 of the Act, the facility for submitting nominations is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The form can be downloaded from the Company's website at https://www.geeceeventures.com/investor-relations/default.aspx?id=4#Data_16 Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA at https://web.in.mpms.mufg.com/KYC-downloads.html, in case the shares are held in physical form.

21. Members are requested to update their KYC details, intimate changes, if any, pertaining to their name, postal address, Email IDs, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ('DP') in case the shares are held in electronic form and to MUFG Intime India Private Limited, the Registrar and Transfer Agent ('RTA') at https://web.in.mpms.mufg.com/KYC-downloads.html in case the shares are held in physical form, by quoting their folio number. The Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to the Company's RTA formats are also available on the Company's website at https://www.geeceeventures.com/investor-relations/default.aspx?id=4#Data_16 Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

22. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 22, 2026 by the Members electronically during the 42nd AGM. Members seeking to inspect such documents can send an email to geecee.investor@gcvl.in.

23. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to geecee.investor@gcvl.in from the date of circulation of this Notice up to the date of AGM.

24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.

25. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode

are requested to update their email addresses with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited at C 101, Embassy 247, L.B.S. Marg, Vikhroli West, Mumbai – 400 083 or may write to Company Secretary at geecee.investor@gcvl.in to receive copies of the Annual Report 2025-26 in electronic mode.

Members may follow the process detailed below for registration of email ID to receive the Notice of AGM and Annual Report electronically:

Registration of E-mail id with Company/DP: Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by raising service request on https://web.in.mpms.mufg.com/KYC-downloads.html. Further, those Members who have already registered their Email IDs are requested to keep their Email IDs validated/updated with their DPs/RTA to enable servicing of notices/documents/ Annual Reports and other communications electronically to their E-mail IDs in future.

26. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the website of the Company's RTA, at https://web.in.mpms.mufg.com/client-downloads.html It may be noted that any service request can be processed only after the folio is KYC Compliant. The format is also available on the Company's website at- https://www.geeceeventures.com/investor-relations/default.aspx?id=4#Data_16

27. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (referred to as "MCA Circulars") the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.

28. The Company has provided the facility for Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 42nd AGM being held through VC.

29. Members' holding shares, as on cut-off date, i.e. as on **Tuesday, September 15, 2026**, may cast their votes electronically. The e-voting period commences on **Friday, September 18, 2026 (9:00 a.m. IST) and ends on Monday, September 21, 2026 (5:00 p.m. IST)**. The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on **Tuesday, September 15, 2026**. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

30. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

31. Any person if holding shares in physical form and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, **Tuesday, September 15, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com However, if he / she are already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password

for casting the vote. In case of individual shareholders holding securities in Demat mode, who acquires shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. **Tuesday, September 15, 2026** , may follow steps mentioned in the Notice under 'Instructions for e-voting'.

32. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2018-19 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agent MUFG Intime India Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and MUFG Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to MUFG Intime India Private Limited.

33. The Scrutinizer will submit her report to the Chairman of the Board ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges and will also be displayed on the Company's website https://www.geeceeventures.com/investor-relations/default.aspx?id=4#Data_4

34. Other information:

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on https://www.evoting.nsdl.com/ to reset the password.

- The venue of the meeting shall be deemed to be the Registered Office of the Company at 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai, Maharashtra – 400 021.
- Ms. Avani Gandhi, Practising Company Secretary (Membership No. F9220) of M/s. Avani Gandhi & Associates, Practising Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.

The Instructions for members for remote e-voting and joining General Meeting are as under:

(i) The remote e-voting period begins on **Friday, September 18, 2026 at 09:00 A.M.** and ends on **Monday, September 21, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Tuesday, September 15, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, September 15, 2026**.

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 141380 then user ID is 141380001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. Now, you will have to click on "Login" button.

8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gandhiofficeinfo@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Apeksha Gojamgunde at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (geecee.investor@gcvl.in).

2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (geecee.investor@gcvl.in). If you are an Individual shareholders holding securities in Demat mode, you are requested to refer to the login method explained at **step 1(A)** i.e. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in Demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-voting facility.

The Instructions for Members for E-Voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Instructions for Members for Attending the AGM Through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the meeting through Laptops for better experience.

3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at geecee.investor@gcvl.in from **Monday, September 14, 2026 at 09:00 a.m. to Tuesday, September 15, 2026 at 05:00 p.m**. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. Member may also send their query in writing through geecee.investor@gcvl.in **on or before Tuesday, September 15, 2026**, which would be replied by the Chairman at the time of the meeting. For this purpose, it would not be necessary to register as speaker.

By Order of the Board of Directors
For **Geecee Ventures Limited**

Darshana Jain
Company Secretary and Compliance Officer
Membership No.: A73425

Place: Mumbai
Date: August 06, 2026

REGISTERED OFFICE: 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai – 400 021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming a part of the Notice.

ITEM NO. 5 – ORDINARY RESOLUTION

Ratification of Cost Auditor's Remuneration for Financial Year 2026-27:

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Kishore Bhatia & Associates (Firm registration number 00294), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2027, at a remuneration of ₹1,20,000 /- p.a. (Rupees One Lakh Twenty Thousand only per annum) plus applicable taxes excluding out-of-pocket and other expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company. Accordingly, the consent of the members is sought to pass an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2027.

M/s. Kishore Bhatia & Associates have furnished their consent and a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

Board Recommendation:

Thus, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 5 of the Notice relating to the ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27 for approval of the members as an Ordinary Resolution.

Disclosure of Interest:

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice.

ITEM NOS. 6 AND 7:

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per Regulation 23 of the SEBI LODR Regulations, all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity as provided under Schedule XII of SEBI LODR.

Further, Regulation 2(1)(zb) of the SEBI LODR has provided the definition of related party and Regulation 2(1)(zc) of the SEBI LODR provides the definition of related party transaction, which includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Furthermore, as per SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD-2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular on LODR") read with Regulation 23 of SEBI LODR Regulations and Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") dated June 26, 2025 (SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93), mandates listed entities to place information before the Audit Committee and shareholders, wherever required, for consideration of related party transactions (RPTs). Accordingly, the details as required under RPT Industry Standards was placed before the Audit Committee and Board for their consideration. In view of the above, Resolution Nos. 6 and 7 are now being placed before the Members of the Company for their approval.

ITEM NO. 6 – ORDINARY RESOLUTION

Approval of Material Related Party Transaction(s) between Geecee Ventures Limited (hereinafter referred to as the "Company") and its related parties to be valid from 42nd Annual General Meeting:

Background, details and justification of the transactions:

The Company proposes to enter into Related Party Transactions with Singularity Holdings Limited, Winro Commercial (India) Limited and Saraswati Commercial (India) Limited, which are engaged in the business of Non-Banking Financial Services and form part of the Promoter Group of the Company, and Geecee Business Private Limited, which is an Associate Company and is engaged in trading, investment and other related activities. All the aforesaid entities are Related Parties of the Company.

The nature of the proposed transactions with the respective Related Parties, along with the aggregate value thereof, is set out below:

Name of Related Party	Nature of Transaction	Aggregate Value of Transaction(s) (₹ in lakhs)
Singularity Holdings Limited	Rendering and/or Availing revolving loan facility (Fixed Interest Rate) and Re-imbursement of expenses	₹ 20,003 lakhs (Sanctioned Limit)
Winro Commercial (India) Limited		₹ 20,003 lakhs (Sanctioned Limit)
Saraswati Commercial (India) Limited		₹ 20,003 lakhs (Sanctioned Limit)
Geecee Business Private Limited	Rendering and/or Availing revolving loan facility (Fixed Interest Rate), Shared Services Facility and Re-imbursement of expenses	₹ 20,040 lakhs (Sanctioned Limit)

The proposed transactions primary relates to rendering and/or availing of revolving loan facilities, shared services facilities and reimbursement of expenses. The facilities are intended to meet the working capital and operational funding requirements of the Company and/or the respective Related Parties and support their ongoing business activities. As the office premises are owned by one of the Related Parties, the other Related Parties sharing the common premises avail shared services for operational convenience and efficient utilization of common infrastructure and resources. The reimbursement of expenses relates to expenses incurred by one Related Party on behalf of another in the ordinary course of business, including common and business-related expenses, and are proposed to be reimbursed on an actual cost basis, as applicable.

The proposed Related Party Transactions are in the interest of the Company as they facilitate leveraging group synergies, established business relationships and shared resources and practices developed within the group. The Company has, in the past, undertaken similar transactions with the requisite approvals from the competent authorities. The facilities transactions provide flexibility to meet the working capital and funding requirements of the Company and the respective Related Parties, while the shared services arrangements enable efficient utilization of common office infrastructure and resources. Reimbursement of expenses facilitates appropriate allocation of costs incurred on behalf of the respective entities. Undertaking these transactions within the group provides operational convenience, timely availability of funds and common resources and cost efficiencies, thereby supporting the ongoing business requirements of the Company and being mutually beneficial to the entities involved.

The Audit Committee has reviewed and considered the relevant details and justification of the proposed RPTs, including the material terms, nature and value of the transactions, basis of pricing and other relevant information placed before them. The Audit Committee has noted that the proposed transactions are in the ordinary course of business and are on an arm's length basis. The Audit Committee has also reviewed the certificate provided by the Whole Time Director and Chief Financial Officer confirming that the proposed transactions are in the interest of the Company and, after due consideration, has approved and recommended the proposed transactions in accordance with the applicable provisions.

Further, the members are hereby informed that the approval sought for the Material Related Party Transactions at the 42nd Annual General Meeting shall be valid from the date of the 42nd Annual General Meeting until the conclusion of the 43rd Annual General Meeting. Accordingly, it is considered appropriate for the Company to obtain the approval of the Members for the proposed transactions for a period of one year, subject to the timelines prescribed under Section 96 of the Companies Act, 2013 and the rules, notifications or circulars issued thereunder, as amended from time to time.

*The detailed information relating to the proposed RPTs, including the information required to be disclosed to the Audit Committee and the Members in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are disclosed in "**Annexure I**" forming part of this Notice.*

Board Recommendation:

Based on the Audit Committee's review of the details of the proposed transactions and their satisfaction that the proposed transactions are in the interest of the Company, the Independent Directors of the Audit Committee has approved and recommended the same to the Board of Directors. Accordingly, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 6 of the Notice, relating to approval of the Material Related Party Transaction(s) between Geecee Ventures Limited (hereinafter referred to as the "Company") and its Related Parties, to be valid from the 42nd Annual General Meeting until the conclusion of the next Annual General Meeting.

Nature of Concern or Interest:

Mr. Gaurav Shyamsukha, Mr. Rohit Ashwin Kothari and Mr. Sureshkumar Vasudevan Vazhathara Pillai being Directors of the Company and their relatives are deemed to be interested in the resolution and thus will not vote on this resolution. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position / shareholding in the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no 6 of the notice.

The members may note that in terms of the provisions of the SEBI LODR Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 6 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Disclosure as per Para 1.2.5 of Secretarial Standard on General Meetings:

Details of shareholding of the promoters, directors of Geecee Ventures Limited hereinafter referred to the Company holding more than 2% of interest as per Para 1.2.5 of Secretarial Standard on General Meetings are provided below:

Sr. No.	Name of the Related Party holding more than 2%	Designation/Nature of Relationship in the Company	Name of Related Party Company	Number of Shares and % of Shareholding
1.	Mr. Ashwin Kumar Kothari	Promoter	Winro Commercial (India) Limited	28,500 2.28%
			Saraswati Commercial (India) Limited	61,081 5.57%
2.	Mr. Rohit Kothari	Non-Executive Director	Saraswati Commercial (India) Limited	42,141 3.85%
3.	Ms. Tejal R Kothari	Member of Promoter Group and Relative of Director	Singularity Holdings Limited	5,47,000 (Preference Shares) 34.73%
4.	Ashwin Kumar Kothari (Smaller) HUF	Member of Promoter Group	Saraswati Commercial (India) Limited	59,366 5.42%
5.	Ashwin Kumar Kothari HUF		Saraswati Commercial (India) Limited	59,343 5.41%
6.	Pannalal C Kothari HUF		Saraswati Commercial (India) Limited	50,979 4.65%
7.	Saraswati Commercial (India) Limited		Singularity Holdings Limited	13,50,166 15.90%
			Winro Commercial (India) Limited	1,00,150 8.00 %
8.	Four Dimensions Securities (India) Limited		Singularity Holdings Limited	7,17,631 8.45% 1,00,000 (Preference Shares) 6.35%
			Winro Commercial (India) Limited	3,25,050 25.95%
			Saraswati Commercial (India) Limited	2,05,787 18.78%
9.	Singularity Holdings Limited		Winro Commercial (India) Limited	1,10,150 8.79%
			Geecee Business Private Limited	3,150 7.50%
10.	Winro Commercial (India) Limited		Singularity Holdings Limited	34,37,798 40.47%
			Saraswati Commercial (India) Limited	2,49,529 22.77%
11.	New Age Energy India Private Ltd		Geecee Business Private Limited	3,150 7.50%

ITEM NO. 7 – ORDINARY RESOLUTION

Approval of Material Related Party Transaction(s) of Geecee Fincap Limited, a wholly owned subsidiary of the Company with certain identified Related Parties to be valid from 42nd Annual General Meeting.

Background, details and justification of the transactions:

As per Regulation 23 of the SEBI LODR Regulations, where a transaction to which the subsidiary of a listed entity is a party and the listed entity is not a party to such transaction, exceeds the prescribed threshold for a Material Related Party Transaction, such transaction is required to be approved by the shareholders of the listed entity.

Accordingly, Geecee Fincap Limited, a Non-Banking Financial Company (NBFC) and a wholly owned subsidiary of Geecee Ventures Limited (hereinafter referred to as the "Company"), proposes to enter into Material Related Party Transactions with certain Related Parties, as defined under the applicable regulations, the Company is required to obtain the approval of its shareholders for such transactions.

The nature of the proposed transactions between the subsidiary and the respective Related Parties, along with the aggregate value thereof, is set out below:

Name of the Subsidiary	Name of the related party	Nature of Transaction	Aggregate Value of Transaction(s) (₹ in lakhs)
Geecee Fincap Limited	Singularity Holdings Limited	Rendering and/or Availing Revolving Loan Facility (Fixed Interest rate)	₹ 6,000 lakhs (Sanctioned Limit)
	Winro Commercial (India) Limited		₹ 6,000 lakhs (Sanctioned Limit)
	Saraswati Commercial (India) Limited		₹ 6,000 lakhs (Sanctioned Limit)
	Geecee Business Private Limited	Rendering and/or Availing Revolving Loan Facility (Fixed Interest rate) and Shared Services Facility.	₹ 6,025 lakhs (Sanctioned Limit)

The proposed transactions between subsidiary and related parties comprise rendering and/or availing of revolving loan facilities and shared services facilities. The facilities are intended to meet the working capital and operational funding requirements of the Subsidiary Company and/or the respective Related Parties and support their ongoing business activities. As the office premises are owned by one of the Related Parties, the other Related Parties sharing the common premises avail shared services for operational convenience and efficient utilization of common infrastructure and resources.

The proposed transactions are in the interest of the Subsidiary Company as they provide operational convenience, timely availability of funds and common resources and cost efficiencies, thereby supporting the ongoing business requirements of Geecee Fincap Limited and the respective Related Parties. Undertaking these transactions within the group also facilitates efficient utilization of resources and is mutually beneficial to the entities involved.

The Audit Committee has reviewed and considered the relevant details and justification of the proposed RPTs, including the material terms, nature and value of the transactions, basis of pricing and other relevant information placed before them. The Audit Committee has noted that the proposed transactions between the subsidiary and related parties are in the ordinary course of business and are on an arm's length basis. The Audit Committee has also reviewed the certificate provided by the Whole Time Director and Chief Financial Officer confirming that the proposed transactions are in the interest of the Company and, after due consideration, has approved and recommended the proposed transactions in accordance with the applicable provisions.

Further, the members are hereby informed that the approval sought for the Material Related Party Transactions at the 42nd Annual General Meeting shall be valid from the date of the 42nd Annual General Meeting until the conclusion of the 43rd

Annual General Meeting. Accordingly, it is considered appropriate for the Company to obtain the approval of the Members for the proposed transactions for a period of one year, subject to the timelines prescribed under Section 96 of the Companies Act, 2013 and the rules, notifications or circulars issued thereunder, as amended from time to time.

*The detailed information relating to the proposed RPTs between the subsidiary company and related parties, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are disclosed in "**Annexure II**" and form a part of the Notice.*

Board Recommendation

Based on the Audit Committee's review of the details of the proposed transactions and their satisfaction that the proposed transactions are in the interest of the Company, the Independent Directors of the Audit Committee has approved and recommended the same to the Board of Directors. Accordingly, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 7 of the Notice, relating to approval of the Material Related Party Transaction(s) between the Subsidiary Company and certain Related Parties, to be valid from the 42nd Annual General Meeting until the conclusion of the next Annual General Meeting.

Nature of Concern or Interest of Directors

Mr. Gaurav Shyamsukha, Mr. Rohit Ashwin Kothari and Mr. Sureshkumar Vasudevan Vazhathara Pillai being Directors of the Company and their relatives are deemed to be interested in the resolution and thus will not vote on this resolution. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position / shareholding in the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The members may note that in terms of the provisions of the SEBI LODR Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Disclosure as per Para 1.2.5 of Secretarial Standard on General Meetings:

Details of shareholding of the promoters, directors of the Subsidiary Company of Geecee Ventures Limited, hereinafter referred to the Subsidiary Company holding more than 2% of interest as per Para 1.2.5 of Secretarial Standard on General Meetings are provided below:

Sr. No.	Name of the Related Party holding more than 2%	Nature of Relationship in the Subsidiary Company (Geecee Fincap Limited)	Name of Related Party Company	Number of Shares and % of Shareholding
1.	Geecee Ventures Limited	Holding Company	Geecee Business Private Limited	20,160 48%

ITEM NO. 8 – ORDINARY RESOLUTION

Approval for payment of Remuneration and other facilities to Mr. Harisingh Shyamsukha as the Senior President – Business Strategy:

The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned therein with the related party, the Company must obtain approval of the Audit Committee and the Board of Directors and in case of the value of the transactions exceeds the threshold limits as mentioned in Rule 15(3) of the Companies (Meeting of the Board and its Powers) Rules, 2014, (as amended) prior approval of Members by an Ordinary Resolution needs to be obtained.

Section 188(1)(f) of the Companies Act, 2013 provides for the Related Party's appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company. Further, the Company is required to obtain the prior approval of Members for appointment to any office or place of profit in the Company in case the monthly remuneration to be paid exceeds ₹2,50,000 (Rupees Two Lakhs and Fifty Thousand Only).

In this regard, Mr. Harisingh Shyamsukha (Promoter of the Company and father of Mr. Gaurav Shyamsukha, Managing Director) who had served the Company as Promoter more than 40 years and as the Whole-Time Director for more than 30 years had stepped down as Director of the Company w.e.f. August 07, 2024 and was appointed by the Board of Directors as the Senior President - Business Strategy w.e.f. August 09, 2024. Thus, being immediate relative of Mr. Gaurav Shyamsukha (DIN: 01646181), Managing Director and being appointed as the employee of the Company he holds office or place of profit in the Company and thus approval from the members of the Company is required for paying remuneration to Mr. Harisingh Shyamsukha.

Further as per the provisions of Regulation 23(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), remuneration paid to any of the Director, Key Managerial Personnel or senior management except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation, thus in terms of the said provision as Mr. Harisingh Shyamsukha is promoter and his appointment as an employee falling under the definition of senior management, his remuneration was approved by the members of the Audit Committee at their meeting held on August 06, 2026.

Brief Profile of Mr. Harisingh Shyamsukha:

Name	Mr. Harisingh Shyamsukha
Date of Birth	15/10/1949
Qualification	Chemical Engineer
Brief Profile	Senior President – Business Strategy - Responsible for senior leadership to strategically manage the company.
Expertise in specific functional areas	Having a career span of over 48 years in Chemical Manufacturing. Has skills that involve the ability to think critically, analyze data, and make decisions based on a clear understanding of the business landscape, market trends, and competitive pressures. He also have more than 32 years' experience in Marketing, Investment and Trading.

Further second proviso to Section 188(1) of the Companies Act, 2013 and Regulation 23(4) of SEBI LODR Regulations, 2015, no related party shall vote to approve the related party transaction as set at item no. 8 of this notice.

The members may note that the members of the Nomination and Remuneration Committee (NRC), Audit Committee and the Board of Directors of the Company have approved proposed related party transactions at item no. 8 of this notice.

Board Recommendation

Since the proposed Remuneration exceeds the limit prescribed under the Section 188(1)(f) of the Companies Act, 2013, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 8 of the Notice for the approval of members of the Company as an Ordinary Resolution.

Nature of Concern or Interest of Directors

Mr. Gaurav Shyamsukha, Mr. Rohit Ashwin Kothari and Mr. Sureshkumar Vasudevan Vazhathara Pillai being Directors of the Company and their relatives are deemed to be interested in the resolution and thus will not vote on this resolution. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position / shareholding in the Company.

The details as required under the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI LODR Regulations, 2015 are set out below:

(a) Name of the Related Party: Mr. Harisingh Shyamsukha.

(b) Name of the director or key managerial personnel who is related, if any: Mr. Gaurav Shyamsukha (DIN: 01646181) – Managing Director

(c) Nature of relationship: Father of Mr. Gaurav Shyamsukha (Immediate Relative)

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Mr. Harisingh Shyamsukha holds office or place of profit as Senior President – Business Strategy. Approval is sought for the payment of remuneration together with other benefits, perquisites, allowances, amenities and facilities up to an aggregate of ₹1 crore per annum, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors.

(e) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction – 1.34%

(f) Any other information relevant or important for the members to take a decision on the proposed resolution: Not Applicable

Item No. 4: Details of Director seeking appointment/Re-appointment at this Annual General Meeting

Details of Mr. Gaurav Shyamsukha pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings are provided below:

Name of the Director	Mr. Gaurav Shyamsukha
Directors Identification Number (DIN)	01646181
Age	47 years
Designation	Managing Director
Date of first appointment on the Board	May 01, 2013
Qualification	Chartered Accountant
Brief Resume of the Director	Mr. Gaurav Shyamsukha, aged 47 years, is the Managing Director of the Company. He is a Chartered Accountant from the Institute of Chartered Accountants of India. He has been the Chief Financial Officer of the Company for 8 years and thereafter was appointed as the Whole Time Director of the Company since 2013. He was further re-designated and appointed as Managing Director with effect from 01-02-2025. He has vast experience in the field of finance and all integrities involved in the Real Estate Sector.
Expertise in specific functional areas	Finance and Accounts
Experience	More than 2 decades
Shareholding in the Company	6,36,362 Equity Shares aggregating to 3.04% of the total share capital of the Company

Directorships held in other bodies corporate	**Listed Companies** • Nil **Unlisted Companies & LLP** • Neptune Farming Private Limited • Retold Farming Private Limited • Oldview Agriculture Private Limited • New Age Energy India Private Limited • Geecee Fincap Limited • Rakhee Dyechem LLP
Membership / Chairmanships of committees of other companies	**Geecee Fincap Limited** • Audit Committee • Asset Liability Management Committee (Chairman) • Risk Management Committee • IT Strategy Committee • Investment and Credit Committee • IT Steering Committee
Listed entities from which the person has resigned from the directorship in the past three years	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Mr. Gaurav Shyamsukha is cousin brother of Mr. Rohit Kothari.
Number of Board Meetings attended during the year (Commencing from April 2025 till March 31, 2026)	5
Remuneration Last drawn and to be paid	Last Drawn: ₹84.33 Lakhs To be paid: ₹84.33 Lakhs, with annual increment not exceeding 33%.
Terms & Conditions of re-appointment / variation of remuneration	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Skills and capabilities required for the role and the manner in which Independent Director meets such requirements	NA

By Order of the Board of Directors
For **Geecee Ventures Limited**

Darshana Jain
Company Secretary and Compliance Officer
Membership No.: A73425

Place: Mumbai
Date: August 06, 2026

REGISTERED OFFICE:
209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai – 400 021

Annexure I - Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per RPT Industry Standards

Disclosure as per Part A of Industry Standard

Sr. No	Particulars of the Information	Information provided by Management			
	Name of the Company/~~Subsidiary~~	**Geecee Ventures Limited [GCVL] ("the Company")**			
A (1): Basic details of the related party					
1	Name of the related party	**Winro Commercial (India) Limited [WCIL]**	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
2	Country of incorporation of the related party	India	India	India	India
3	Nature of business of the related party	Investment and Trading in securities and lending activities.	Investment and Trading in securities and lending activities.	Investment and Trading in securities and lending activities.	Trading, Investment and other related activities.
A (2): Relationship and ownership of the related party					
1	Relationship between the listed entity~~/ subsidiary (in case of transaction involving the subsidiary)~~ and the related party – including nature of its concern (financial or otherwise) and the following:	WCIL is a Promoter Group Company.	SHL is a Promoter Group Company.	SCIL is a Promoter Group Company.	GCBPL is an Associate Company.
	--Shareholding of the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~, whether direct or indirect, in the related party.	0%	0%	0%	48%
	--Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~.	Not Applicable			
	--Shareholding of the related party, whether direct or indirect, in the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~.	0%* ***WCIL holds 47 shares in the Company, representing 0.0002% of its shareholding.***	2.35%	3.79%	0%

Sr. No	Particulars of the Information	Information provided by Management							
A (3): Details of previous transactions with the related party									
		Winro Commercial (India) Limited [WCIL]		**Singularity Holdings Limited [SHL]**		**Saraswati Commercial (India) Limited [SCIL]**		**Geecee Business Private Limited [GCBPL]**	
1.	Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party during the last financial year.	**Nature of Transactions**	**FY 25-26 (₹ in Lakhs)**	**Nature of Transactions**	**FY 25-26 (₹ in Lakhs)**	**Nature of Transactions**	**FY 25-26 (₹ in Lakhs)**	**Nature of Transactions**	**FY 25-26 (₹ in Lakhs)**
		#Loan Given (Cumulative)	34,500	#Loan Given (Cumulative)	91,590	#Loan Given (Cumulative)	49,700	Shared Service Expenses	11.09
		Loan Received Back (Cumulative)	34,500	Loan Received Back (Cumulative)	91,590	Loan Received Back (Cumulative)	49,700	Reimbursement of Expenses (Received Back)	4.03
		Interest Received	48.08	Interest Received	254.42	Interest Received	53.32		
		# The Company has obtained shareholders' approval to avail / render revolving loan facilities from / to WCIL, SHL and SCIL with an outstanding limit of up to ₹20,000 Lakhs (i.e. ₹200 Crores) for each of the aforesaid entities individually. This limit represents the maximum outstanding amount at any point in time. At no time did the Company's outstanding loan balance exceeded ₹20,000 Lakhs.							

<table>
<tr><th>Sr. No</th><th>Particulars of the Information</th><th colspan="4">Information provided by Management</th></tr>
<tr><td colspan="6">A (3): Details of previous transactions with the related party</td></tr>
<tr><td rowspan="2">2</td><td rowspan="2">Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td>
<td><table><tr><th>Nature of Transactions</th><th>FY 26-27 (Upto Q1) (₹ in Lakhs)</th></tr><tr><td>#Loan Given (Cumulative)</td><td>3,150</td></tr></table></td>
<td><table><tr><th>Nature of Transactions</th><th>FY 26-27 (Upto Q1) (₹ in Lakhs)</th></tr><tr><td>#Loan Given (Cumulative)</td><td>2,075</td></tr><tr><td>Loan Received Back (Cumulative)</td><td>420</td></tr></table>
The Company has sold its investment to SHL at ₹76.86 lakhs.</td>
<td>NIL</td>
<td><table><tr><th>Nature of Transactions</th><th>FY 26-27 (Upto Q1) (₹ in Lakhs)</th></tr><tr><td>Shared Service Expenses</td><td>3.67</td></tr><tr><td>Reimbursement of Expenses (Received Back)</td><td>1.02</td></tr><tr><td>#Loan Given (Cumulative)</td><td>7,880</td></tr><tr><td>Loan Received Back (Cumulative)</td><td>2,060</td></tr></table></td></tr>
<tr><td colspan="3"># The Company has obtained shareholders’ approval to avail / render revolving loan facilities from / to WCIL, SHL and SCIL with an outstanding limit of up to ₹20,000 Lakhs (i.e. ₹200 Crores) for each of the aforesaid entities individually. This limit represents the maximum outstanding amount at any point in time. At no time did the Company’s outstanding loan balance exceed ₹20,000 Lakhs.</td>
<td>#The Company has obtained shareholders’ approval to avail / render revolving loan facilities from / to GCBPL with an outstanding limit of up to ₹6,000 Lakhs (i.e. 60 Crores). This limit represents the maximum outstanding amount at any point in time. At no time did the Company’s outstanding loan exceeded ₹6,000 lakhs.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity ~~or its subsidiary~~ during the last financial year.</td><td colspan="4">No</td></tr>
</table>

Sr. No	Particulars of the Information	Information provided by Management							
A (4): Amount of the proposed transaction(s)									
		Winro Commercial (India) Limited [WCIL]		**Singularity Holdings Limited [SHL]**		**Saraswati Commercial (India) Limited [SCIL]**		**Geecee Business Private Limited [GCBPL]**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	**Nature of Transactions**	**(₹ in Lakhs)**	**Nature of Transactions**	**(₹ in Lakhs)**	**Nature of Transactions**	**(₹ in Lakhs)**	**Nature of Transactions**	**(₹ in Lakhs)**
		**Availing and / or Rendering of Loan	20,000	**Availing and / or Rendering of Loan	20,000	**Availing and / or Rendering of Loan	20,000	**Availing and / or Rendering of Loan	20,000
		Reimbursement of Expenses	3	Reimbursement of Expenses	3	Reimbursement of Expenses	3	Reimbursement of Expenses	20
								Shared Services Facility	20
		***** The aggregate outstanding amount of loans availed and/or rendered shall not exceed the approved limit at any point in time.***							
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes							
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	**Nature of Transactions**	**(%)**	**Nature of Transactions**	**(%)**	**Nature of Transactions**	**(%)**	**Nature of Transactions**	**(%)**
		Availing and/ or Rendering of Loan	267.33%	Availing and/ or Rendering of Loan	267.33%	Availing and/ or Rendering of Loan	267.33%	Availing / Rendering of Loan	267.33%
		Reimbursement of Expenses	0.04%	Reimbursement of Expenses	0.04%	Reimbursement of Expenses	0.04%	Reimbursement of Expenses	0.27%
								Shared Services Facility	0.27%

<table>
<tr><th>Sr. No</th><th>Particulars of the Information</th><th colspan="4">Information provided by Management</th></tr>
<tr><td colspan="6">A (4): Amount of the proposed transaction(s)</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td colspan="4">Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td>
<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>143.32%</td></tr><tr><td>Reimbursement of Expenses</td><td>0.02%</td></tr></table></td>
<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>127.11%</td></tr><tr><td>Reimbursement of Expenses</td><td>0.02%</td></tr></table></td>
<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>165.35%</td></tr><tr><td>Reimbursement of Expenses</td><td>0.02%</td></tr></table></td>
<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>8333333.33%</td></tr><tr><td>Reimbursement of Expenses</td><td>8333.33%</td></tr><tr><td>Shared Services Facility</td><td>8333.33%</td></tr></table></td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td>
<td><table><tr><th>Particulars</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>13,954.68</td></tr><tr><td>Profit after Tax</td><td>10,081.16</td></tr><tr><td>Net Worth</td><td>1,61,219.37</td></tr></table></td>
<td><table><tr><th>Particulars</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>15,734.08</td></tr><tr><td>Profit after Tax</td><td>8,978.60</td></tr><tr><td>Net Worth</td><td>65,104.33</td></tr></table></td>
<td><table><tr><th>Particulars</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>12,094.59</td></tr><tr><td>Profit after Tax</td><td>9,231.06</td></tr><tr><td>Net Worth</td><td>57,306.37</td></tr></table></td>
<td><table><tr><th>Particulars</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>0.24</td></tr><tr><td>Profit after Tax /(Loss)</td><td>(2.52)</td></tr><tr><td>Net Worth</td><td>471.38</td></tr></table></td></tr>
</table>

Note: Turnover excludes other income.

Sr. No	Particulars of the Information	Information provided by Management			
A (5): Basic details of the proposed transaction					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Specific type/Nature of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Availing and/or Rendering of Loan and Re-imbursement of Expenses	Availing and/or Rendering of Loan and Re-imbursement of Expenses	Availing and/or Rendering of Loan and Re-imbursement of Expenses	Availing and/or Rendering of Loan, Shared Services facility and Re-imbursement of Expenses
2	Details/Particulars of each type of the proposed transaction/contract or arrangement.	i. The Company proposes to extend or avail a financial facility of up to ₹ 20,000 lakhs (i.e. 200 crores) to/ from WCIL, in order to meet the funding requirements of the Company and/or related party. ii. Pay/receive back re-imbursement expenses.	i. The Company proposes to extend or avail a financial facility of up to ₹ 20,000 lakhs (i.e. 200 crores) to/ from SHL, in order to meet the funding requirements of the Company and/or related party. ii. Pay/receive back re-imbursement expenses.	i. The Company proposes to extend or avail a financial facility of up to ₹ 20,000 lakhs (i.e. 200 crores) to/ from SCIL, in order to meet the funding requirements of the Company and/or related party. ii. Pay/receive back re-imbursement expenses.	i. The Company proposes to extend or avail a financial facility of up to ₹ 20,000 lakhs (i.e. 200 crores) to / from GCBPL, in order to meet the funding requirements of the Company and/or related party. ii. The related party, being the owner of the premises, will share its premises with the Company. iii. Pay/receive re-imbursement expenses.
3	Tenure / Duration of the proposed transaction / contract or arrangement (tenure in number of years or months to be specified)	^1 year ***^The approval for material RPT will be valid from 42nd Annual General Meeting till the next Annual General Meeting of the Company to be held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time.***			

<table>
<tr><th>Sr. No</th><th>Particulars of the Information</th><th colspan="4">Information provided by Management</th></tr>
<tr><td colspan="6">A (5): Basic details of the proposed transaction</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td colspan="4">Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year.

If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td>
<td><table><tr><th>Nature of Transactions</th><th>(₹ in Lakhs)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>20,000</td></tr><tr><td>Reimbursement of Expenses</td><td>3</td></tr></table></td>
<td><table><tr><th>Nature of Transactions</th><th>(₹ in Lakhs)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>20,000</td></tr><tr><td>Reimbursement of Expenses</td><td>3</td></tr></table></td>
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<td><table><tr><th>Nature of Transactions</th><th>(₹ in Lakhs)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>20,000</td></tr><tr><td>Reimbursement of Expenses</td><td>20</td></tr><tr><td>Shared Services Facility</td><td>20</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td colspan="4">The availing and/or rendering of loan is intended to address the working capital and operational funding requirements of the Company or related party and to support its ongoing business activities. Providing such funding internally enables optimal utilisation of surplus funds, better cash-flow management at the group level and is commercially viable compared to external borrowing.

The transaction is proposed on an arm's length basis and is in the best interest of the Company.

For GCBPL, as the office premises are owned by them, it is considered convenient for the Company and other related parties to share the common premises for availing and sharing common services.</td></tr>
</table>

Sr. No	Particulars of the Information	Information provided by Management			
A (5): Basic details of the proposed transaction					
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control				
	Name of the director / KMP and Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Ashwin Kumar Kothari (Promoter) - 2.28% 2. Mr. Rohit Kothari (Director and Member of Promoter Group) - 1.14% 3. Ashwin Kumar Kothari HUF (Promoter Group)- 0.49% 4. Ashwin Kumar Kothari (Smaller) HUF (Promoter Group)- 0.80% 5. Pannalal C Kothari HUF (Promoter Group)- 0.02%	1. Mr. Rohit Kothari (Director and Member of Promoter Group)- 1.17% 2. Ashwin Kumar Kothari HUF (Promoter Group) - 1.03% 3. Ashwin Kumar Kothari (Smaller) HUF (Promoter Group) - 1.11% 4. Pannalal C Kothari HUF (Promoter Group) - 1.53%	1. Mr. Ashwin Kumar Kothari (Promoter) – 5.57% 2. Mr. Rohit Kothari (Director and Member of Promoter Group)- 3.85% 3. Ashwin Kumar Kothari HUF (Promoter Group) – 5.41% 4. Ashwin Kumar Kothari (Smaller) HUF (Promoter Group) – 5.42% 5. Pannalal C Kothari HUF (Promoter Group) – 4.65% 6. Meena A Kothari (Promoter Group) – 1.77% 7. Harisingh Shyamsukha (Promoter) – 0.00%	Mr. Gaurav Shyamsukha, along with his relative, has an indirect interest of 7.50% in GCBPL.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.			
9	The indicative base price or current contracted price and the formula for variation in the price, if any;	Cost of Funding + Spread Company reserves the right to revise the spread.			
10	Other information relevant for decision making.	None, as the all the information required for informed decision making is disclosed.			

Disclosure as per Part B of Industry Standard

Sr. No	Particulars of the Information	Information provided by Management
B (1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
		Geecee Business Private Limited [GCBPL]
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for selecting the party
2	Basis of determination of price.	The price for the shared service facility between the Company and Related Party is determined on the basis of the cost to be incurred and allocation of that cost on the basis of the usage of floor area and consumption of the other facilities by the Company.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Advance c. Whether same is self-liquidating?	Not Applicable

Sr. No	Particulars	Information provided by Management			
B (2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Source of funds in connection with the proposed transaction.	Owned Funds / Borrowed Funds			
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: -	Indebtedness may occur			
	a. Nature of indebtedness	Inter Corporate Deposits / Loan against Shares			
	b. Total cost of borrowing	As may be mutually agreed upon			
	c. Tenure	For a year			
	d. Other details	Not Applicable			
3	Rate of interest at which the listed entity ~~or its subsidiary~~ is borrowing from its bankers / other lenders.	Weighted Average Cost of borrowing ~8.00% to 10.00% ***@ Subject to fluctuations in market interest rates and prevailing conditions at the time the transaction is executed.***			
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate of interest will not be lower than cost of funding to the company.			
5	Maturity / due date	Demand to pay basis			
6	Repayment schedule & terms	Repayment Schedule: Demand to pay basis Terms: Loan given, aggregating to, not exceeding the sanctioned limit			
7	Whether secured or unsecured?	Unsecured			
8	If secured, the nature of security & security coverage ratio	Not Applicable			
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The loan shall be utilized for its general business operations			

Sr. No	Particulars of the Information	Information provided by Management			
B (5): Disclosure only in case of transactions relating to borrowings by the listed entity ~~or its subsidiary~~					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Material covenants of the proposed transaction	The Company hereby agrees to avail Revolving Loan Facility (Fixed Interest Rate) from the related party, whereby the Company would be entitled to borrow monies from time to time, subject to the aggregate outstanding at any point in time not exceeding the limit approved by the Audit Committee and the Members.			
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Weighted Average Cost of borrowing ~8.00% to 10.00% ***@ Subject to fluctuations in market interest rates and prevailing conditions at the time the transaction is executed.***			
3	Cost of borrowing	Interest rate plus any other charges, if any, as may be mutually agreed upon			
4	Maturity / due date	Demand to pay basis			
5	Repayment schedule & terms	Repayment Schedule: Demand to pay basis Terms: Loan borrowed, aggregating to, not exceeding the sanctioned limit			
6	Whether secured or unsecured	Unsecured			
7	If secured, the nature of security & security coverage ratio	Not Applicable			
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	The loan shall be utilized for its general business operations			

Disclosure as per Part C of Industry Standard

Sr. No	Particulars of the Information	Information provided by Management			
C (1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Applicable			
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No			
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No			
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No			
	c)Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No			

Sr. No	Particulars of the Information	Information provided by Management			
C (4): Disclosure only in case of transactions relating to borrowings by the listed entity ~~or its subsidiary~~					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Debt to Equity Ratio of the listed entity ~~or its subsidiary~~ based on last audited financial statements a. Before Transaction	NIL			
	b. After Transaction***	0.25	0.25	0.25	0.25
		***Assuming the entire unsecured loan proposed to be obtained is classified as short term debt.			
2.	Debt Service Coverage Ratio of the listed entity ~~or its subsidiary~~ based on last audited financial statements a. Before Transaction	NIL			
	b. After Transaction***	0.26	0.26	0.26	0.26
		***Assuming the entire unsecured loan proposed to be obtained is classified as short term debt.			

Annexure II - Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per RPT Industry Standards:

Disclosure as per Part A of Industry Standard

Sr. No	Particulars of the Information	Information provided by Management			
	Name of the ~~Company~~/Subsidiary	**Geecee Fincap Limited [GCFL] ("the Subsidiary Company")**			
A (1): Basic details of the related party					
1	Name of the related party	**Winro Commercial (India) Limited [WCIL]**	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
2	Country of incorporation of the related party	India	India	India	India
3	Nature of business of the related party	Investment and Trading in securities and lending activities.	Investment and Trading in securities and lending activities.	Investment and Trading in securities and lending activities.	Trading, Investment and other related activities
A (2): Relationship and ownership of the related party					
1	Relationship between the ~~listed entity~~/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	WCIL is a Promoter Group Company of Holding Company	SHL is a Promoter Group Company of Holding Company	SCIL is a Promoter Group Company of Holding Company	GCBPL is an Associate Company of the Holding Company
	--Shareholding of the ~~listed entity~~/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	0%	0%	0%	0%
	--Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the ~~listed entity~~/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable			
	--Shareholding of the related party, whether direct or indirect, in the ~~listed entity~~/ subsidiary (in case of transaction involving the subsidiary).	0%	0%	0%	0%
		WCIL holds 0.0002%, SHL holds 2.35% and SCIL holds 3.79% in GCVL and GCFL is wholly owned subsidiary of GCVL.			Nil

<table>
<tr><th>Sr. No</th><th>Particulars of the Information</th><th colspan="4">Information provided by Management</th></tr>
<tr><td colspan="6">A (3): Details of previous transactions with the related party</td></tr>
<tr><td></td><td></td><td>Winro Commercial (India) Limited [WCIL]</td><td>Singularity Holdings Limited [SHL]</td><td>Saraswati Commercial (India) Limited [SCIL]</td><td>Geecee Business Private Limited [GCBPL]</td></tr>
<tr><td rowspan="2">1.</td><td rowspan="2">Total amount of all the transactions undertaken by the ~~listed entity or~~ subsidiary with the related party during the last financial year.</td>
<td><table><tr><th>Nature of Transactions</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>#Loan Given (Cumulative)</td><td>5,500</td></tr><tr><td>Loan Received Back (Cumulative)</td><td>5,500</td></tr><tr><td>Interest Received</td><td>7.84</td></tr></table></td>
<td><table><tr><th>Nature of Transactions</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>#Loan Given (Cumulative)</td><td>8,150</td></tr><tr><td>Loan Received Back (Cumulative)</td><td>8,150</td></tr><tr><td>Interest Received</td><td>12.36</td></tr></table></td>
<td>Nil</td>
<td><table><tr><th>Nature of Transactions</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>Shared Service Expenses</td><td>0.57</td></tr></table></td></tr>
<tr><td colspan="4"># The transactions were placed before the shareholders of Holding Company (as these transactions were material in nature) to avail / render revolving loan facilities from / to WCIL, SHL, SCIL and GCBPL with an outstanding limit of up to ₹6,000 Lakhs (i.e. 60 Crores) for each of the aforesaid entities individually. This limit represents the maximum outstanding amount at any point in time. At no time did the Subsidiary Company's outstanding loan balance exceeded ₹6,000 Lakhs.</td></tr>
<tr><td rowspan="2">2</td><td rowspan="2">Total amount of all the transactions undertaken by the ~~listed entity or~~ subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td>
<td>Nil</td><td>Nil</td><td>Nil</td>
<td><table><tr><th>Nature of Transactions</th><th>FY 26-27 (Upto Q1) (₹ in Lakhs)</th></tr><tr><td>Shared Service Expenses</td><td>0.20</td></tr><tr><td>#Loan Given (Cumulative)</td><td>5,080</td></tr><tr><td>Loan Received Back (Cumulative)</td><td>5,080</td></tr><tr><td>Interest Received</td><td>48.25</td></tr></table></td></tr>
<tr><td colspan="3"></td><td># This limit represents the maximum outstanding amount at any point in time. At no time did the Subsidiary Company's outstanding loan balance exceeded ₹6,000 Lakhs (i.e. 60 Crores).</td></tr>
</table>

Sr. No	Particulars of the Information	Information provided by Management
A (3): Details of previous transactions with the related party		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the ~~listed entity or~~ its subsidiary during the last financial year.	No

Sr. No.	Particulars of the Information	Information provided by Management							
A (4): Amount of the proposed transaction(s)									
		Winro Commercial (India) Limited [WCIL]		**Singularity Holdings Limited [SHL]**		**Saraswati Commercial (India) Limited [SCIL]**		**Geecee Business Private Limited [GCBPL]**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	**Nature of Transactions**	**(₹ in Lakhs)**	**Nature of Transactions**	**(₹ in Lakhs)**	**Nature of Transactions**	**(₹ in Lakhs)**	**Nature of Transactions**	**(₹ in Lakhs)**
		*Availing and/ or Rendering of Loan	6,000	*Availing and/ or Rendering of Loan	6,000	*Availing and/ or Rendering of Loan	6,000	*Availing and/ or Rendering of Loan	6,000
								Shared Services Facility	25
		***The aggregate outstanding amount of loans availed and/or rendered shall not exceed the approved limit at any point in time.**							
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes							
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	**Nature of Transactions**	**(%)**	**Nature of Transactions**	**(%)**	**Nature of Transactions**	**(%)**	**Nature of Transactions**	**(%)**
		Availing and/ or Rendering of Loan	80.20%	Availing and/ or Rendering of Loan	80.20%	Availing and/ or Rendering of Loan	80.20%	Availing and/ or Rendering of Loan	80.20%
								Shared Service Facility	0.33%

<table>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th colspan="4">Information provided by Management</th></tr>
<tr><td colspan="6">A (4): Amount of the proposed transaction(s)</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td>
<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>1762.32%</td></tr></table></td>
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<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>1762.32%</td></tr><tr><td>Shared Service Facility</td><td>7.34%</td></tr></table></td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td>
<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>43.00%</td></tr></table></td>
<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>38.13%</td></tr></table></td>
<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>49.60%</td></tr></table></td>
<td><table><tr><th>Nature of Transactions</th><th>(%)</th></tr><tr><td>Availing and/ or Rendering of Loan</td><td>2500000.00%</td></tr><tr><td>Shared Service Facility</td><td>10416.67%</td></tr></table></td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td>
<td><table><tr><th>Particulars</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>13,954.68</td></tr><tr><td>Profit after Tax</td><td>10,081.16</td></tr><tr><td>Net Worth</td><td>1,61,219.37</td></tr></table></td>
<td><table><tr><th>Particulars</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>15,734.08</td></tr><tr><td>Profit after Tax</td><td>8,978.60</td></tr><tr><td>Net Worth</td><td>65,104.33</td></tr></table></td>
<td><table><tr><th>Particulars</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>12,094.59</td></tr><tr><td>Profit after Tax</td><td>9,231.06</td></tr><tr><td>Net Worth</td><td>57,306.37</td></tr></table></td>
<td><table><tr><th>Particulars</th><th>FY 25-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>0.24</td></tr><tr><td>Profit after Tax /(Loss)</td><td>(2.52)</td></tr><tr><td>Net Worth</td><td>471.38</td></tr></table></td></tr>
</table>

Note: Turnover excludes other income

Sr. No.	Particulars of the Information	Information provided by Management			
A (5): Basic details of the proposed transaction					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Specific type/Nature of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing and/or Rendering of Loan	Availing and/or Rendering of Loan	Availing and/or Rendering of Loan	i. Availing and/or Rendering of Loan ii. Shared Service Facility
2	Details/Particulars of each type of the proposed transaction/contract or arrangement	The Company proposes to extend or avail a financial facility of up to ₹ 6,000 lakhs (i.e. 60 crores) to/from WCIL, in order to meet the funding requirements of the Subsidiary Company and/or related party.	The Company proposes to extend or avail a financial facility of up to ₹ 6,000 lakhs (i.e. 60 crores) to/from SHL, in order to meet the funding requirements of the Subsidiary Company and/or related party.	The Company proposes to extend or avail a financial facility of up to ₹ 6,000 lakhs (i.e. 60 crores) to/from SCIL, in order to meet the funding requirements of the Subsidiary Company and/or related party.	i. The Company proposes to extend or avail a financial facility of up to ₹ 6,000 lakhs (i.e. 60 crores) to/from GCBPL, in order to meet the funding requirements of the Subsidiary Company and/or related party; and ii. The related party, being the owner of the premises, will share its premises with the Subsidiary Company.
3	Tenure/Duration of the proposed transaction/contract or arrangement (tenure in number of years or months to be specified)	^1 year ***^The approval for material RPT will be valid from 42nd Annual General Meeting till the next Annual General Meeting of the Company to be held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time.***			
4	Whether omnibus approval is being sought?	Yes			

Sr. No.	Particulars of the Information	Information provided by Management			
A (5): Basic details of the proposed transaction					
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	**Nature of Transactions** / **(₹ in Lakhs)** Availing and/or Rendering of Loan / 6,000	**Nature of Transactions** / **(₹ in Lakhs)** Availing and/or Rendering of Loan / 6,000	**Nature of Transactions** / **(₹ in Lakhs)** Availing and/or Rendering of Loan / 6,000	**Nature of Transactions** / **(₹ in Lakhs)** Availing and/or Rendering of Loan / 6,000 Shared Services Facility / 25
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	i. The Availing and/or Rendering of loan is intended to address the working capital and operational funding requirements of the Subsidiary Company or related party and to support its ongoing business activities. Providing such funding internally enables optimal utilisation of surplus funds, better cash-flow management at the group level and is commercially viable compared to external borrowing. The transaction is proposed on an arm's length basis and is in the best interest of the Subsidiary Company. ii. For GCBPL, as the office premises are owned by them, it is considered convenient for the Subsidiary Company and other related parties to share the common premises for availing and sharing common services			
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control				
	Name of the director / KMP Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Ashwin Kumar Kothari (Promoter) - 2.28% 2. Mr. Rohit Kothari (Director and Member of Promoter Group) - 1.14% 3. Ashwin Kumar Kothari HUF (Promoter Group)- 0.49% 4. Ashwin Kumar Kothari (Smaller) HUF (Promoter Group)- 0.80% 5. Pannalal C Kothari HUF (Promoter Group)- 0.02%	1. Mr. Rohit Kothari (Director and Member of Promoter Group)- 1.17% 2. Ashwin Kumar Kothari HUF (Promoter Group) - 1.03% 3. Ashwin Kumar Kothari (Smaller) HUF (Promoter Group) - 1.11% 4. Pannalal C Kothari HUF (Promoter Group) - 1.53%	1. Mr. Ashwin Kumar Kothari (Promoter) – 5.57% 2. Mr. Rohit Kothari (Director and Member of Promoter Group)- 3.85% 3. Ashwin Kumar Kothari HUF (Promoter Group) – 5.41% 4. Ashwin Kumar Kothari (Smaller) HUF (Promoter Group) – 5.42% 5. Pannalal C Kothari HUF (Promoter Group) – 4.65% 6. Meena A Kothari (Promoter Group) – 1.77% 7. Harisingh Shyamsukha (Promoter) – 0.00%	Mr. Gaurav Shyamsukha, along with his relative, has an indirect interest of 7.50% in GCBPL.

Sr. No.	Particulars of the Information	Information provided by Management
A (5): Basic details of the proposed transaction		
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	The indicative base price or current contracted price and the formula for variation in the price, if any;	Cost of Funding + Spread Company reserves the right to revise the spread.
10	Other information relevant for decision making.	None, as the all the information required for informed decision making is disclosed.

Disclosure as per Part B of Industry Standard

Sr. No	Particulars of the Information	Information provided by Management
B (1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
		Geecee Business Private Limited [GCBPL]
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for selecting the party
2	Basis of determination of price.	The price for the shared service facility between the Subsidiary Company and Related Party is determined on the basis of the cost to be incurred and allocation of that cost on the basis of the usage of floor area and consumption of the other facilities by the Company.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Advance c. Whether same is self-liquidating?	Not Applicable

Sr. No	Particulars of the Information	Information provided by Management			
B (2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the ~~listed entity or~~ its subsidiary					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Source of funds in connection with the proposed transaction.	Owned Funds/Borrowed Funds			
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following.	Indebtedness may occur			
	a. Nature of indebtedness	Inter Corporate Deposits / Loan against Shares			
	b. Total cost of borrowing	As may be mutually agreed upon			
	c. Tenure	For a year			
	d. Other details	Not Applicable			
3	Rate of interest at which the ~~listed entity or~~ its subsidiary is borrowing from its bankers/ other lenders.	Weighted Average Cost of borrowing ~8.00% to 10.00% ***@ Subject to fluctuations in market interest rates and prevailing conditions at the time the transaction is executed***			
4	Proposed interest rate to be charged by ~~listed entity or~~ its subsidiary from the related party.	Rate of interest will not be lower than cost of funding to the company.			
5	Maturity / due date	Demand to pay basis			
6	Repayment schedule & terms	Repayment Schedule: Demand to pay basis Terms: Loan given, aggregating to, not exceeding the sanctioned limit			
7	Whether secured or unsecured?	Unsecured			
8	If secured, the nature of security & security coverage ratio	Not Applicable			
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The loan shall be utilized for its general business operations			

Sr. No	Particulars of the Information	Information provided by Management			
B (5): Disclosure only in case of transactions relating to borrowings by the ~~listed entity or~~ its subsidiary					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Material covenants of the proposed transaction	The Company hereby agrees to avail Revolving Loan Facility (Fixed Interest Rate) from the related party, whereby the Company would be entitled to borrow monies from time to time, subject to the aggregate outstanding at any point in time not exceeding the limit approved by the Audit Committee and the Members.			
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Weighted Average Cost of borrowing ~8.00% to 10.00% ***@Subject to fluctuations in market interest rates and prevailing conditions at the time the transaction is executed.***			
3	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	Interest rate plus any other charges, if any, as may be mutually agreed upon			
4	Maturity / due date	Demand to pay basis			
5	Repayment schedule & terms	Repayment Schedule: Demand to pay basis Terms: Loan borrowed, aggregating to, not exceeding the sanctioned limit			
6	Whether secured or unsecured	Unsecured			
7	If secured, the nature of security & security coverage ratio	Not Applicable			
8	The purpose for which the funds will be utilized by the ~~listed entity~~ / subsidiary	The loan shall be utilized for its general business operations			

Disclosure as per Part C of Industry Standard

Sr. No	Particulars of the Information	Information provided by Management			
C (1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the ~~listed entity or~~ its subsidiary					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Applicable			
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	No			
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No			
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No			
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No			

Sr. No	Particulars of the Information	Information provided by Management			
C (4): Disclosure only in case of transactions relating to borrowings by the ~~listed entity or~~ its subsidiary					
		Winro Commercial (India) Limited [WCIL]	**Singularity Holdings Limited [SHL]**	**Saraswati Commercial (India) Limited [SCIL]**	**Geecee Business Private Limited [GCBPL]**
1	Debt to Equity Ratio of the ~~listed entity or~~ its subsidiary based on last audited financial statements a. Before Transaction	NIL			
	b. After Transaction**	1.21	1.21	1.21	1.21
		**Assuming the entire unsecured loan proposed to be obtained is classified as short term debt.			
2.	Debt Service Coverage Ratio of the ~~listed entity or~~ its subsidiary based on last audited financial statements a. Before Transaction	NIL			
	b. After Transaction**	0.05	0.05	0.05	0.05
		**Assuming the entire unsecured loan proposed to be obtained is classified as short term debt.			