

NOTICE

Notice is hereby given that the Thirty-Fourth (34th) Annual General Meeting (“AGM”) of the members (“Members”) of GeeCee Ventures Limited (“Company”) will be held on Monday, September 24, 2018 at 04:00 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Fort, Mumbai – 400 001 to transact the following business: -

ORDINARY BUSINESS:

Item no 1 - Adoption of accounts

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Report of the Auditors thereon.

Item no 2 - Confirmation of dividend

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

Item no 3 - Re-appointment of Mr. Harisingh Shyamsukha

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

Item no 4 - Re-appointment of Mr. Rohit Kothari

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

SPECIAL BUSINESS:

5. Ordinary Resolution

Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2019.

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Kishore Bhatia and Associates (Firm registration number 00294) Practicing Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-2019 amounting to Rs. 80000/- (Rupees Eighty Thousand only) along with payment of taxes as applicable and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

6. Ordinary Resolution

Appointment of Mr. Ashok Shivilal Rupani (Din: 00079574) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Ashok Shivlal Rupani (DIN: 00079574), who was appointed as an Additional Independent Director of the Company with effect from June 30, 2018, and whose term expires at this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Ashok Shivlal Rupani as a candidate for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149 (6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from June 30, 2018 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. Special Resolution

Amendment to Articles of Association by inserting clause - “Chairman and Vice-Chairman Emeritus”

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

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under (including any amendment, re-enactment or statutory modification thereof for time being in force), approval of the members be and is hereby accorded to amend the Articles of association of the Company by inserting the following Article as 116 (c) after the present Article 116 (b) of the Articles of Association of the Company:

- i) The Board shall be entitled to appoint suitable person who has rendered significant or distinguished services to the Company or to the industry to which the Company’s business relates or in the public field, or in recognition of their status in the Company, as the Chairman Emeritus, Vice- Chairman Emeritus of the Company or at such other honorary position, on such terms and conditions including payment related terms, as it may deem fit, for providing guidance to the Board.
- ii) The Chairman Emeritus and Vice-Chairman Emeritus shall be entitled to receive notice of and to attend meeting of the Board or the Committees thereof but shall not be entitled to vote thereat and shall not be deemed to be a party to any decision of the Board or any Committee thereof.
- iii) The Chairman Emeritus and Vice-Chairman Emeritus shall hold office until he resigns his office or until such time as may be decided by the Board
- iv) The Chairman Emeritus and Vice-Chairman Emeritus shall not be deemed to be a director for any purpose of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.

RESOLVED FURTHER THAT Mr. Gaurav Shyamsukha, Whole Time Director, Mr. Ashish Ranka, Chief Financial Officer and Ms. Dipyanti Kanojia, Company Secretary be and are hereby jointly/severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc and co-ordination with the Registrar of Companies, Stock Exchanges and other authority and to take all the necessary steps for alteration of Articles of Association of the Company.”

8. Special Resolution

Increase in borrowing power of the Company

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

“RESOLVED THAT in supersession of earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(c) 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(s) thereof, for the time being in force, and Article 56 of Articles of Association of the Company, and subject to approvals required, if any, the members hereby accord their consent to the Board of Directors, including any Committee thereof, (hereinafter referred to as “the Board”) for borrowing any sums of money from time to time, from any one or more persons, firms, bodies Corporate, or financial institutions whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise and whether unsecured or secured, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, so that, the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 500 crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things to execute all such documents, instruments in writing as may be required, pursuant to the above resolution.”

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

Place: Mumbai
Date: August 08, 2018

Dipyanti Kanojia
Company Secretary

REGISTERED OFFICE:

209-210, Arcadia Building, 2nd
Floor, 195, Nariman Point,
Mumbai – 400021

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts concerning the business under Item Nos. 5 to 8 set out above and details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY-FOURTH (34TH) ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/HER AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

3. The instruments of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Members, Proxies and Authorized Representatives are requested to bring to the meeting the enclosed Attendance Slip duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No.
5. Corporate Members intending to attend the AGM through their authorized representatives are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. This Notice is also being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.
7. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with their depository participant for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Relevant documents referred to in the Notice and the explanatory statement are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) between 3.00 p.m. to 5.00 p.m. up to the date of AGM. The aforesaid documents will also be available for inspection by the members at the meeting.
10. Members are requested to send all their documents and communications pertaining to shares including dividend matters to Link Intime India Private Limited, Share Transfer Agent of the Company at their address at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, - 400083, (Maharashtra), Telephone No. 022 - 4918 6000, Fax No. 022 – 4918 6060 for both physical and demat segments of Equity Shares. Please quote on all such correspondence- "Unit- GeeCee Ventures Limited."
11. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, 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 Link 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 Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.
12. Those Members who have so far not encashed their dividend warrants for final dividend 2010 and for the financial year 2011 onwards, may approach the Registrar and Share Transfer Agents, to M/s. Link Intime India Private Limited, for making their claim without any further delay as the said unpaid dividends will be transferred to the Investor Education and Protection Fund of the Central Government pursuant to the provisions of Companies Act. Further Ministry of Corporate Affairs has recently notified new Rules namely "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" which have come into force from September 7, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years in the name of IEPF account. The details of unpaid / unclaimed dividend and number of shares liable to be transferred are available on our website: www.geeceeventures.com.

Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends remain unclaimed for seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority. 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 www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual Report. The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. 29th September 2017 on the website of the Company www.geeceeventures.com.

13. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited.
14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance. To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the AGM, Financial Statements, Directors’ Report, Auditors’ Report, etc. is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company’s website www.geeceeventures.com. In case you wish to get a physical copy of the Annual Report, you may send your request to rnt.helpdesk@linkintime.co.in mentioning your Folio No. /DP ID and Client ID.
15. The register of members and share transfer book of the Company will remain close from Saturday, September 15, 2018 to Monday, September 17, 2018. (Both days inclusive).
16. The shares of the Company are under Compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest. As per SEBI Notification No. SEBI/LADNRO/GN/2018/24 dated 8th June, 2018, w.e.f. 5th December, 2018 shares are required to be held in dematerialized form only. Members holding shares in physical form are requested to do the needful. For assistant/information required in this matter, kindly contact to our Registrar & Share Transfer Agent and/or Company Secretary.
17. Benefits of Dematerialization:
Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides, no stamp duty is payable on transfer of shares held in demat form and risks as addressed are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For other Members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode. Members may note that the Notice and the Annual Report 2017-18 will also be available on the Company’s website www.geeceeventures.com. To support “Green Initiative”, Members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited / their Depository Participants, in respect of shares held in physical or electronic mode respectively.
18. The route map showing directions to reach the venue of the Thirty-fourth (34th) Annual General Meeting is annexed to this notice.

19. Information and instructions relating to E-voting are as under:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities and Depositories Limited (NSDL).

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 21st September, 2018 at 9.00 a.m. and ends on 23rd September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step1 are mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 101456 then user ID is 101456001*** |

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system ?

1. After successful login at Step1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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

20. 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 njawasa@yahoo.co.in with a copy marked to evoting@nsdl.co.in
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

1. The remote e-voting period commences on 21st September, 2018 (9.00 a.m. IST) and ends on 23rd September, 2018 (5.00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut off date i.e. Monday, 17th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, he shall not be allowed to change it subsequently.
2. The facility for voting, either through electronic voting system or ballot paper shall also be made available at the meeting and members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting.
3. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. Monday, 17th September, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
5. Nishant Jawa, Practicing Company Secretary (Membership No. F6557) of M/s. Nishant Jawa & Associates, Practicing Company Secretaries, have 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.
6. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.geeceeventures.com immediately after the results are declared and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
8. Electronic Copy of the Annual report for 2017-18 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form to all members whose email ids

are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2017-18 is being sent interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form in the permitted mode.

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

Place: Mumbai
Date: August 08, 2018

Dipyanti Kanojia
Company Secretary

REGISTERED OFFICE:

209-210, Arcadia Building, 2nd Floor, 195,
Nariman Point, Mumbai – 400021

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 5:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), to conduct the audit of the cost records of construction activities and supply of electricity services of the Company for the financial year ending 31st March, 2019 on remuneration of Rs. 80,000/- (Rupees Eighty Thousand only) plus applicable taxes and re-imbusement of out of pocket expenses on actuals.

In accordance with the provisions of Section 148 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, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration paid and payable to the Cost Auditors for the financial year 2018-19 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

Nature of concern or interest of Directors:

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

The Board commends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

ITEM NO. 6

The Board of Directors, pursuant to the provisions of Section 161 of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Ashok Shival Rupani (DIN 00079574) as an Additional Director in the capacity of an Independent Director holding office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Ashok Shival Rupani as an Independent Director of the Company.

The Nomination & Remuneration Committee (NRC) has recommended and the Board has approved the appointment of Mr. Ashok Shival Rupani as Additional Independent Director as per the letter of appointment.

The Board of Directors after considering the experience and background of Mr. Ashok Shival Rupani has considered his appointment as the Independent Director.

Mr. Ashok Shival Rupani, has given declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Ashok Shival Rupani fulfills the conditions specified in the Act and the rules framed thereunder for appointment as an Independent Director and that he is independent of the management. Mr. Ashok Shival Rupani is also on the board of GeeCee

Investments Limited (Group Company) as an Independent Director. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Ashok Shivlal Rupani as an Independent Directors is now being placed before the Members for their approval.

All the relevant documents, the terms and conditions of the appointment of Mr. Ashok Shivlal Rupani as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 03:00 pm to 05:00 pm on all working days, (Monday to Friday) except Saturdays, Sundays and holidays upto the date of Annual General Meeting and the same shall be available at the time of Annual General Meeting.

Details of Mr. Ashok Shivlal Rupani appointed as an Additional Independent Director pursuant to Regulations 26(4) and 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 herein below:

| | |
|---|---|
| Name of the Director | Mr. Ashok Shivlal Rupani |
| DIN | 00079574 |
| Age | 67 |
| Designation | Additional Independent Director |
| Date of first appointment on the Board | 30th June, 2018 |
| Qualifications | B.Com |
| Brief Resume of the Director | Mr. Ashok Shivlal Rupani is a B.Com Graduate having 35 years of experience in the field of chemical, metal and investment and financing activity. He is expert in investment and trading activities.. |
| Expertise in specific functional area | In the field of chemical, metal and investment and financing activity. |
| Shareholding in the Company | Nil |
| Directorships held in other bodies corporate as on 31st March 2018 | GeeCee Investments Limited |
| Membership / Chairmanships of committees of other companies as on 31st March 2018 | GeeCee Investments Limited Membership Audit Committee Nomination and Remuneration Committee Chairmanship IT Strategy Committee |
| Interse relationship with other Directors and Key Managerial Personnel | He is not related to any Director or any other Key Managerial Personnel of the Company. |
| *Number of Board Meetings Attended during the year. | Nil |
| Remuneration last drawn | As an Independent Director he is entitled to sitting fees for attending meetings of the Board/ Committee from time to time within the limits set out in the Companies Act, 2013. |

*Mr. Ashok Shivlal Rupani was appointed as an additional independent director on 30th June, 2018 to hold office upto the ensuing annual general meeting. (34th AGM)

Nature of concern or interest of Directors:

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 for the approval of Members.

ITEM NO. 7:

Under Section 14 of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the members in general meeting by a special resolution, amend the Articles of Association of the Company. As it is proposed to insert new Article 116 (c) in the Articles of Association after the existing Article 116 (b) so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as Chairman Emeritus and Vice Chairman Emeritus on the terms mentioned therein. Your Directors recommend to pass this resolution as Special Resolution.

Nature of concern or interest of Directors:

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 7 of the Notice.

ITEM NO. 8:

The Board of Directors of the Company envisages requirements of funds in future. As per the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose unless the Shareholders have authorized the Board to borrow the monies upto some higher limits. Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs.) Bodies Corporate or Business Associates or any other person or entity etc., may exceed the aggregate of the paid-up capital of the Company and its free reserves, so that, the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs.500 crores (Rupees Five Hundred Crores Only).

The resolution as set out at Item No. 8 of the notice is placed for your approval of the aforesaid limits of borrowing by the Board upto an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) or equivalent thereof in any foreign currency(ies). As per Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution.

Hence, the Board of Directors recommends passing of the enabling resolution mentioned at item No.8 in the notice.

Nature of concern or interest of Directors:

None of the Directors and Key Managerial Personnel of the Company and the relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

In terms of Section 152 of the Act, Mr. Harisingh Shyamsukha (DIN: 00033325) Whole Time Director and Mr. Rohit Kothari (DIN: 00054811) Director, retires by rotation at the Meeting and being eligible, has offered themselves for re-appointment. The Board of Directors of the Company commends their re-appointment. Details of Director retiring by rotation, as required pursuant to Regulations 26(4) and 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 herein below:

| | |
|--|---|
| Name of the Director | Mr. Harisingh Shyamsukha |
| DIN | 00033325 |
| Age | 70 |
| Designation | Whole Time Director |
| Date of first appointment on the Board | 12/05/1993 |
| Qualifications | Chemical Engineer from JadHAVpur University, West Bengal. |
| Expertise in specific functional area | Chemical Manufacturing and Management |

| | |
|---|---|
| Shareholding in the Company | 8,16,741 Equity Shares |
| Directorships held in other bodies corporate as on 31st March, 2018 | <ul style="list-style-type: none"> • Elrose Mercantile Private Ltd. • Papafine Chemicals Private Limited • GeeCee Business Private Limited • Crux Investments Private Limited |
| Membership / Chairmanships of committees of other companies as on 31st March, 2018. | Nil |
| Interse relationship with other Directors and Key Managerial Personnel | Father of Mr. Gaurav Shyamsukha Mr. Ashwin Kumar Kothari, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Gaurav Shyamsukha are related to each other. |
| Number of Board Meetings Attended during the year | 4 |
| Remuneration last drawn | 92.91 lakhs |
| Terms & Conditions of re-appointment/variation of remuneration | Same terms and conditions which were approved by the members at the 33rd Annual General Meeting |

| | |
|---|---|
| Name of the Director | Mr. Rohit Kothari |
| Age | 45 |
| Designation | Non-Executive Director |
| Date of first appointment on the Board | 29-04-2006 |
| Qualifications | Chartered Accountant and MBA |
| Expertise in specific functional area | Financial Field |
| Shareholding in the Company | 34,64,844 Equity Shares |
| Directorships held in other bodies corporate as on 31st March 2018 | <ul style="list-style-type: none"> • Sushree Trading Limited. • Mansoon Trading Company Limited • Kothari Ventures LLP –Designated Partner • Kothari Premises Private Limited |
| Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2018 | Nil |
| Interse relationship with other Directors and Key Managerial Personnel | Son of Mr. Ashwin Kumar Kothari Mr. Ashwin Kumar Kothari, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Gaurav Shyamsukha are related to each other. |
| Number of Board Meetings Attended during the year. | 4 |
| Remuneration last drawn | Nil |
| Terms & Conditions of re-appointment/variation of remuneration | N.A. |

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

Dipyanti Kanojia
Company Secretary

Place: Mumbai
Date: August 08, 2018

REGISTERED OFFICE:

209-210, Arcadia Building, 2nd Floor, 195,
Nariman Point, Mumbai – 400021



GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170

Registered Office: 209-210, Arcadia Building, 2nd Floor, 195, Nariman point, Mumbai 400 021.

Phone: 91-22-6670 8600 • **Fax:** 91-22-6670 8650

E-mail: geecee.investor@gcvl.in, **Website:** www. geeceeventures.com

ATTENDANCE SLIP

(To be presented at the entrance)

34th Annual General Meeting on Monday, September 24, 2018 at 4:00 p.m.
at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg,
Kala Ghoda, Fort, Mumbai – 400 001

| | |
|---------------|--|
| D.P. Id No. | |
| Client Id No. | |

| | |
|---------------|--|
| Folio No. | |
| No. of shares | |

Name of the attending member _____

Folio No. _____ No. of shares _____

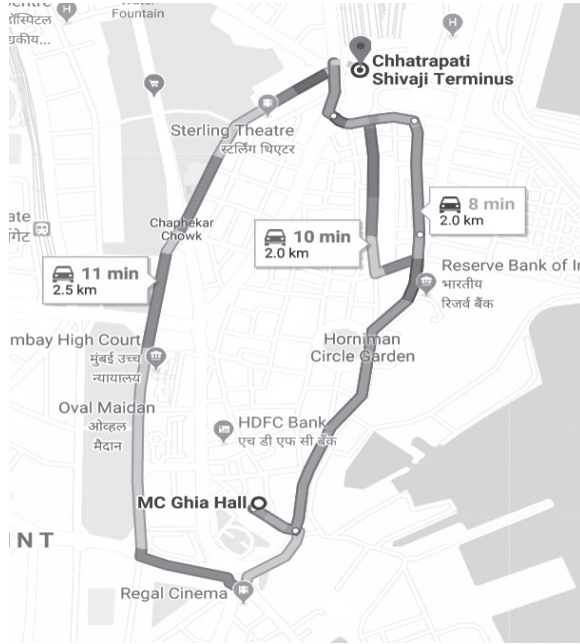
Name of Proxy _____
(If proxy attends instead of member)

I/We hereby register my presence at the 34th Annual General Meeting of the Company to be held on Monday, 24th September, 2018 at 04:00 P.M. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Fort, Mumbai – 400 001.

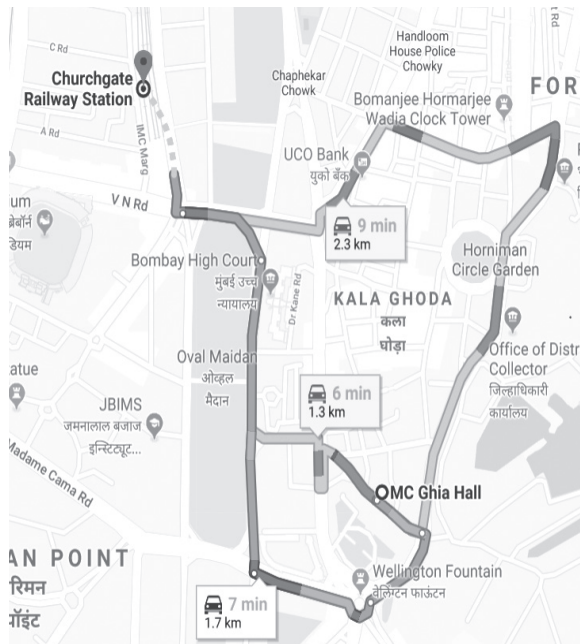
Signature of Member/ Proxy

Notes:

1. Member/Proxy holder willing to attend the meeting must bring the Attendance Slip to the Meeting.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.



Route map from CST station to venue



Route map from Churchgate station to venue



GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170

Registered Office: 209-210, Arcadia Building, 2nd Floor, 195, Nariman point, Mumbai 400 021.

Telephone: 91-22-6670 8600 • **Fax:** 91-22-6670 8650

E-mail id: geecee.investor@gcvl.in, **Website:** www.geeceeventures.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|-------------------------|--|
| CIN | L24249MH1984PLC032170 |
| Name of the Company | GeeCee Ventures Limited |
| Registered Office | 209-210, 2nd Floor, Arcadia Building, 195, Nariman Point, Mumbai - 400021. |
| Name of the member (s): | |
| Registered address: | |
| E-mail ID: | |
| Folio No./ Client ID: | |
| DP ID: | |

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: _____
 Address: _____
 E-mail Id: _____
 Signature : _____ or failing him

2. Name: _____
 Address: _____
 E-mail Id: _____
 Signature : _____ or failing him

3. Name: _____
 Address: _____
 E-mail Id: _____
 Signature : _____

as my/our proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Monday, 24th day of September, 2018 at 04:00 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Fort, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions |
|--------------------------|---|
| Ordinary Business | |
| 1. | To receive, consider and adopt: <ul style="list-style-type: none"> a. the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Report of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2018, together with the Report of the Auditors thereon; |
| 2. | To confirm interim dividend paid during the year 2017-18 |
| 3. | To appoint a Director in place of Mr. Harisingh Shyamsukha (DIN: 00033325), who retires by rotation and being eligible, offers himself for re-appointment. |
| 4. | To appoint a Director in place of Mr. Rohit Kothari (DIN: 00054811), who retires by rotation and being eligible, offers himself for re-appointment. |
| Special Business | |
| 5. | Ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019. |
| 6. | Appoint Mr. Ashok Shivilal Rupani (Din: 00079574) as an Independent Director |
| 7. | Amendment to Articles of Association by inserting clause of Chairman and Vice –Chairman Emeritus |
| 8. | Increase in borrowing power of the Company. |

Signed this..... day of..... 2018

Affix
Revenue
Stamp of not
less than
Re. 1/-

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at 209-210, 2nd Floor, Arcadia Building, 195, Nariman Point, Mumbai - 400021 not less than 48 hours before the Commencement of the Meeting.