

## NOTICE

Notice is hereby given that the Thirty-Sixth (36<sup>th</sup>) Annual General Meeting (“AGM”) of the members (“Members”) of GeeCee Ventures Limited (“Company”) will be held on Monday, September 28, 2020 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business: -

### **ORDINARY BUSINESS:**

#### **1. Adoption of accounts**

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2020, 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 March 31, 2020, together with the Report of the Auditors thereon.

#### **2. 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:**

#### **3. Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2021.**

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) 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’) and other applicable provisions, if any, of 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, remuneration not exceeding ₹ 88000/- (Rupees Eighty Thousand only) excluding re-imbursment of expenses, out of pocket expenses or otherwise, as approved by the Board of Directors at the recommendation of the Audit Committee, of the Cost Auditor, 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 for conducting the audit of Cost Records relating to the construction activities and supply of electricity services by the Company for the financial year from April 1, 2020 to March 31, 2021 be and is hereby approved and ratified.

**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.”

#### **4. Appointment of Ms. Neha Bandyopadhyay (Din: 08591975) as an Independent Director.**

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

“**RESOLVED THAT** Ms. Neha Bandyopadhyay (Din: 08591975), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 31, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘Act’) and Article 99A of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act

proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the appointment of Ms. Neha Bandyopadhyay, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing October 31, 2019 to October 30, 2024 be and is hereby approved."

**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."

## 5. Special Resolution

**To approve remuneration paid/payable to Mr. Gaurav Shyamsukha (Din: 01646181) as the Whole Time Director as per Regulation 17(6) (e) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015:**

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

**"RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) including the amended regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and in continuation to the special resolution passed by the members at its 35<sup>th</sup> Annual General Meeting, consent of Members be and hereby accorded for continuance of payment of remuneration to Mr. Gaurav Shyamsukha (Din:01646181) who was re-appointed as the Whole Time Director of the Company and belonging to the member of the Promoter and Promoter Group, on the same terms and conditions as it was approved by the members vide special resolution passed at its 35<sup>th</sup> Annual General Meeting held on Wednesday, September 25, 2019 after taking in to account the recommendation/approval of the Nomination and Remuneration Committee and of the Board of Directors of the Company, notwithstanding that the annual remuneration paid/payable to Mr. Gaurav Shyamsukha exceeds rupees 5 crores or 2.5 percent of the net profits of the Company calculated under Section 198 of the Act, (whichever is higher) or the aggregate annual remuneration to all the Executive Directors exceeds 5 percent of the net profits of the Company in any year for the continuing/remaining tenure of his appointment till April 30, 2022.

**"RESOLVED FURTHER THAT** in continuation / pursuant to the special resolution passed by the members at their 35<sup>th</sup> Annual General Meeting, where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Gaurav Shyamsukha remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment(s) thereof).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

## 6. Special Resolution

**To approve remuneration paid/payable to Mr. Harisingh Shyamsukha (Din: 00033325) as the Whole Time Director as per Regulation 17(6) (e) of the SEBI (Listing Regulations and Disclosure Requirements), Regulations, 2015:**

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

**"RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) including the amended regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and in continuation to the special resolution passed by the members at its 35<sup>th</sup> Annual General Meeting, consent of Members be and hereby accorded for continuance of payment of remuneration to Mr. Harisingh Shyamsukha (Din: 00033325), who was re-appointed as the Whole Time Director of the Company and belonging to the Promoter Group, on same terms and conditions as it was approved by the members vide special resolution passed at its 35<sup>th</sup> Annual General Meeting held on Wednesday, September 25, 2019, after taking into account the recommendation/approval of the Nomination and Remuneration Committee and of the Board of Directors of the Company, notwithstanding that the annual remuneration paid/payable to Mr. Harisingh Shyamsukha exceeds rupees 5 crores or 2.5 percent of the net profits of the Company calculated under Section 198 of the Act, (whichever is higher) or the aggregate annual remuneration to all the Executive Directors exceeds 5 percent of the net profits of the Company in any year for the continuing/remaining tenure of his appointment till May 17, 2023.

**"RESOLVED FURTHER THAT** in continuation / pursuant to the special resolution passed by the members at their 35<sup>th</sup> Annual General Meeting, where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Harisingh Shyamsukha remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment(s) thereof).

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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

**To approve power to borrow funds pursuant to the provisions of section 180(1) (c) of the Companies Act, 2013, not exceeding ₹ 500 crores.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **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 ₹ 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 21, 2020

**Dipyanti Jaiswar**  
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. 4 to 7 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. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively “**MCA Circulars**”), permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36<sup>th</sup> AGM of the Company is being convened and conducted through VC.
3. 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 36<sup>th</sup> 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 36<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. As per the provisions under the MCA Circulars, Members attending the 36<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 36<sup>th</sup> AGM along with the Annual Report for the year 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that this Notice and Annual Report 2019-20 will also be available on the Company’s website [www.geeceeventures.com](http://www.geeceeventures.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020, 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.

7. The Company has provided the facility to 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 36<sup>th</sup> AGM being held through VC.
8. 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.
9. Corporate Members are required to **send** email certified copy of the Board resolution to the Scrutinizer at njawasa@yahoo.co.in with a copy marked to evoting@nsdl.co.in authorizing their representative to attend the AGM through VC and vote on their behalf.
10. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083 or **may write to company secretary at geecee.investor@gcvl.in.**
11. 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.
12. 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.
13. The details of the Directors seeking appointment/ re-appointment at the 36<sup>th</sup> AGM is provided as Annexure to this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
14. 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."
15. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12, 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.
16. Those Members who have so far not encashed their dividend warrants for final dividend 2013 and for the financial year 2014 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](http://www.geeceeventures.com) and also on the website of the Ministry of Corporate Affairs.

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](http://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. September 25, 2019 on the website of the Company [www.geeceeventures.com](http://www.geeceeventures.com).

17. 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.
18. 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 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.
19. 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 2019-2020 will also be available on the Company's website [www.geeceeventures.com](http://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.
20. Since the 36<sup>th</sup> AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 21 Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 36th AGM. Members seeking to inspect such documents can send an email to [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in).
22. **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 REMOTE E-VOTING ARE AS UNDER:-**

- (i) The remote e-voting period begins on Thursday, September 24, 2020 at 09:00 a.m. and ends on Sunday, September 27, 2020 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on 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 Step 1 is 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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, 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.
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 is given below:**

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

1. After successful login at Step 1, 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.



**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:**

- 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
- 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

➤ **General Guidelines for shareholders:**

- 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
- 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.
- 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 to Anubhav Saxena or Sarita Mote at evoting@nsdl.co.in.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

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

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.

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.

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:**

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves by sending their request mentioning their name, demat account number/folio number, email id, mobile number, PAN at geecee.investor@gcvl.in from Monday, September 21, 2020 (9:00 a.m.) to Wednesday, September 23, 2020 (5:00 p.m. IST). Those shareholders who have registered themselves will only be allowed to express their views/ask questions during the meeting.

- 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 1,000 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.
- The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM and 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 shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

➤ **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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- The remote e-voting period commences on Thursday, September 24, 2020 (09:00 a.m. IST) and ends on Sunday, September 27, 2020 (05:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date i.e. Monday, September 21, 2020 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.
- 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, 400021.
- 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, September 21, 2020. 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.
- Nishant Jawasa, Practicing Company Secretary (Membership No. F6557) of M/s. Nishant Jawasa & 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.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.geeceventures.com](http://www.geeceventures.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.

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

Place: Mumbai  
Date: August 21, 2020

**Dipyanti Jaiswar**  
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. 3:

Your Company is required to maintain cost records and have the same audited by Cost Auditor as per the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014. Your Directors accordingly at the recommendation of the Audit Committee re-appointed M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), as the Cost Auditors to conduct the audit of the cost records of construction activities and supply of electricity services of the Company for the financial year 2020-2021 at a remuneration not exceeding ₹ 88,000/- (Rupees Eighty-Eight Thousand only) excluding re-imbursment of expenses, out of pocket expenses or otherwise incurred by them in connection with the aforesaid audit.

Thus the Board of Directors recommends the Ordinary Resolution as set out at Item No. 3 of the Notice relating to the ratification of the remuneration payable to the Cost Auditors for the financial year 2020-2021, for approval of the Members.

#### 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. 3 of the Notice.

#### ITEM NO. 4:

The Board of Directors, pursuant to the provisions of Section 161(1) of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 99A of the Articles of Association of the Company each of these Directors shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Directors.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Neha Bandyopadhyay (Din 08591975) as Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from October 31, 2019 to October 30, 2024, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Director.

The Company had received declarations from Ms. Neha Bandyopadhyay to the effect that she meet's the criteria of independence as provided in Section 149 (6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance of situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Ms. Neha Bandyopadhyay fulfills the conditions as specified in the Act, Rules and SEBI Listing Regulations for her appointment as the Independent Director and that she is independent of the management of the Company.

The terms and conditions of appointment shall be open for inspection by the Members electronically during the 36<sup>th</sup> AGM. Members seeking to inspect such document can send an email to [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in).

#### A brief profile of the Independent Directors to be appointed is given below:

**Ms. Neha Bandyopadhyay:** Ms. Neha Bandyopadhyay aged 45 years has completed her education in commerce, MBA in Finance from Magadh University and B.Sc (Textile Designing) from Delhi University. She is a Member of Textile Association of India.

Further details and current directorships as per Regulation 26 (4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings of the above Directors is provided in the Annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of (SEBI Listing Regulations and other applicable Regulations), the appointment of Ms. Neha Bandyopadhyay as Independent Director are now being placed before the Members for their approval.

The Board of Directors recommends the Ordinary Resolution for appointment of Ms. Neha Bandyopadhyay as set out at Item No. 4 of this Notice for the approval of the Members.

**Nature of concern or interest of Directors:**

Ms. Neha Bandyopadhyay and their respective relatives, are concerned or interested, in the Resolutions relating to their own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 4 of the Notice.

**ITEM NO. 5:**

In terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the remuneration payable to an Executive Director who is a promoter or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution, if, the annual remuneration payable to such director exceeds 2.5% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013 or ₹ 5 crore, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity calculated as per Section 198 of the Companies Act, 2013. Since the Company has more than one (1) Whole Time Director of which majority belongs to member of the promoter and promoter group it is recommendatory for the Company to seek approval from the members of the Company as per Regulation 17(6) (e) of SEBI (LODR) Reg. 2015. Further the approval given by the shareholders shall be valid only till the expiry of the present tenure of such Director.

Mr. Gaurav Shyamsukha (Din: 01646181) was re-appointed as the Whole Time Director for a term of three (3) years effective from May 01, 2019 upto April 30, 2022 along with the remuneration payable on such terms and conditions as approved by the members at the 35<sup>th</sup> Annual General Meeting held on September 25, 2019 by way of special resolution.

There are no changes in the terms of appointment of Mr. Gaurav Shyamsukha however in order to comply with the requirements of Listing Regulations and on the basis of the recommendation / approval of the Nomination and Remuneration Committee and that of the Board of Directors, at their respective meetings held on June 18, 2020, approval of Members by way of Special Resolution is sought for continuing payment of remuneration to Mr. Gaurav Shyamsukha if the annual remuneration paid/payable to him exceeds 2.5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 or ₹ 5 crore whichever is higher or exceeds 5 per cent of the net profits of the listed entity calculated as per Section 198 of the Companies Act, 2013 in any year during the continuing /remaining tenure of his appointment commencing from May 01, 2019 upto April 30, 2022.

It is brought to the notice of the members of the Company that in accordance with Section 197 of the Act, the overall remuneration to the managerial personnel is within the limits of Section 197 of the Act. Though the Company has adequate profits, the members at its 35<sup>th</sup> Annual General Meeting (AGM) held on September 25, 2019 taking abundant caution vide special resolution had approved payment of remuneration to Mr. Gaurav Shyamsukha –Whole Time Director as per the provisions of Schedule V of the Act, so that the Company continues to pay remuneration to Mr. Gaurav Shyamsukha even if the Company has inadequate profits in term of Schedule V of the Act during the term of his appointment. Thus in view of the same all the disclosures and explanation as required under Schedule V of the Act was provided in the 35<sup>th</sup> AGM Notice of the Company which was held on September 25, 2019. Further as there are no amendments/ modifications in the terms of appointment along with the remuneration which was already approved by the members at its 35<sup>th</sup> AGM and as the resolution set out at Item

no. 5 is in continuation to the special resolution passed by the members at its 35<sup>th</sup> AGM, and only for the purpose of compliance of Reg. 17(6) (e) of SEBI Listing Regulations no additional disclosure is required /provided.

Further details and current directorships as per Regulation 26 (4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings of the above Director is provided in the Annexure to this Notice.

The Board of Directors recommends the Special Resolution for remuneration of Mr. Gaurav Shyamusukha as set out at Item No. 5 of this Notice for approval of the Members.

**Nature of concern or interest of Directors:**

Mr. Gaurav Shyamsukha, Whole Time Director is deemed to be interested in this item of business since it relates to approval of his remuneration. Mr. Harisingh Shyamsukha is also deemed to be interested, being relative of Mr. Gaurav Shyamsukha. Also Mr. Ashwin Kumar Kothari and Mr. Rohit Kothari are deemed to be interested in the resolution.

No other Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

**ITEM NO 6:**

In terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the remuneration payable to an Executive Director who is a promoter or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution, if, the annual remuneration payable to such director exceeds 2.5% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013 or ₹ 5 crore, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity calculated as per Section 198 of the Companies Act, 2013. Since the Company has more than one (1) Whole Time Director of which majority belongs to member of the promoter and promoter group it is recommendatory for the Company to seek approval from the members of the Company as per Regulation 17(6) (e) of SEBI (LODR) Reg. 2015. Further the approval given by the shareholders shall be valid only till the expiry of the present tenure of such Director.

Mr. Harisingh Shyamsukha (Din: 00033325) was re-appointed as the Whole Time Director for a term of three (3) years effective from May 18, 2020 upto May 17, 2023 along with the remuneration payable on such terms and conditions as approved by the members at the 35<sup>th</sup> Annual General Meeting held on September 25, 2019 by way of special resolution.

There are no changes in the terms of appointment of Mr. Harisingh Shyamsukha however in order to comply with the requirements of Listing Regulations and on the basis of the recommendation / approval of the Nomination and Remuneration Committee and that of the Board of Directors, at their respective meetings held on June 18, 2020, approval of Members by way of Special Resolution is sought for continuing payment of remuneration to Mr. Harisingh Shyamsukha if the annual remuneration paid/payable to him exceeds 2.5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 or ₹ 5 crore whichever is higher or exceeds 5 per cent of the net profits of the listed entity calculated as per Section 198 of the Companies Act, 2013 in any year during the continuing /remaining tenure of his appointment commencing from May 18, 2020 upto May 17, 2023.

It is brought to the notice of the members of the Company that in accordance with Section 197 of the Act, the overall remuneration to the managerial personnel is within the limits of Section 197 of the Act. Though the Company has adequate profits, the members at its 35<sup>th</sup> Annual General Meeting (AGM) held on September 25, 2019 taking abundant caution vide special resolution had approved payment of remuneration to Mr. Harisingh Shyamsukha –Whole Time Director as per the provisions of Schedule V of the Act, so that the Company continues to pay remuneration to Mr. Harisingh Shyamsukha even if the Company has inadequate profits in term of Schedule V of the Act during the term of his appointment. Thus in view of the same all the disclosures and explanation as

required under Schedule V of the Act was provided in the 35<sup>th</sup> AGM Notice of the Company which was held on September 25, 2019. Further as there are no amendments/ modifications in the terms of appointment along with the remuneration which was already approved by the members at its 35<sup>th</sup> AGM and as the resolution set out at Item no. 6 is in continuation to the special resolution passed by the members at its 35<sup>th</sup> AGM, and only for the purpose of compliance of Reg. 17(6) (e) of SEBI Listing Regulations no additional disclosure is required /provided.

Further details and current directorships as per Regulation 26 (4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings of the above Director is provided in the Annexure to this Notice.

The Board of Directors recommends the Special Resolution for remuneration of Mr. Harisingh Shyamsukha as set out at Item No. 6 of this Notice for approval of the Members.

**Nature of concern or interest of Directors:**

Mr. Harisingh Shyamsukha, Whole Time Director is deemed to be interested in this item of business since it relates to approval of his remuneration. Mr. Gaurav Shyamsukha is also deemed to be interested, being relative of Mr. Harisingh Shyamsukha. Also Mr. Ashwin Kumar Kothari and Mr. Rohit Kothari are deemed to be interested in the resolution.

No other Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

**ITEM NO. 7:**

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 other any 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 ₹500 crores (Rupees Five Hundred Crores Only).

The resolution as set out at Item No. 7 of the notice is placed for your approval of the aforesaid limits of borrowing by the Board upto an amount not exceeding ₹ 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.

The Board of Directors recommends the Special Resolution for borrowing limits under Section 180 (1) (c) of the Companies Act, 2013 as set out at Item No. 7 of this Notice for approval of the Members.

**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.7.

**ANNEXURE TO THE NOTICE**

Details of Mr. Rohit Kothari, Ms. Neha Bandyopadhyay (being appointed /re-appointed) and Mr. Gaurav Shyamsukha and Mr. Harisingh Shyamsukha 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:

<b>Name of the Director</b>	<b>Mr. Rohit Kothari</b>	<b>Ms. Neha Bandyopadhyay</b>	<b>Mr. Gaurav Shyamsukha</b>	<b>Mr. Harisingh Shyamsukha</b>
Din	00054811	08591975	01646181	00033325
Age	45 years	45 years	41 years	69 years
Designation	Non-Executive Director	Additional Independent Director	Whole Time Director	Whole Time Director
Date of first appointment on the Board	April 29, 2006	October 31, 2019	May 01, 2013	May 12, 1993
Qualification	Chartered Accountant and MBA from Babson University, USA	Bachelor of Education in Mumbai University MBA in Finance from Magadh University B.Sc (Textile Designing) from Delhi University.	Chartered Accountant	Chemical Engineer from JadHAVpur University, West Bengal.
Brief Resume of the Director	<p>Mr. Rohit Kothari, Non - Executive Director, is a Chartered Accountant and MBA from Babson University, USA having about 15 years of experience in various businesses. Presently he leads company's various segments and is spending time on development of new projects. Additionally, he is also building financial services business of the Company.</p>	<p>Ms. Neha Bandyopadhyay is a MBA in Finance from Magadh University and B.Sc (Textile Designing) from Delhi University. Currently, she is a Member of Textile Association of India. She has taught in Jaipuria School, worked with HDFC Bank also she has worked with Nav Bharat Fuse Company.</p>	<p>Mr. Gaurav Shyamsukha aged 40 years is the Whole Time 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 has vast experience in the field of finance and all integrities involved in the Real Estate Sector.</p>	<p>Mr. Harisingh Shyamsukha aged 69 years, is the Whole-Time Director of the Company. He is a qualified Chemical Engineer from JadHAVpur University, West Bengal. He has a career spanning over 28 years in Chemical Manufacturing and is the Co-founder director of the company. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. He has also been in the whole time employment of the Company since inception and has promoted the Company</p>

Name of the Director	Mr. Rohit Kothari	Ms. Neha Bandyopadhyay	Mr. Gaurav Shyamsukha	Mr. Harisingh Shyamsukha
Expertise in specific functional area	Finance and accounts	She is Expertise in Teaching Science, Mathematics, Madhubani, Warli painting and Music	Finance and accounts	Experience in Chemical Manufacturing
Shareholding in the Company	23,14,900 (11.07%). Pre- Buy Back the shareholding was 24,04,844 Equity Shares aggregating to 11.07 % of the total share capital of the Company.	Nil	6,36,362 (3.04%) Pre- Buy Back the shareholding was 6,61,086 aggregating to 3.04% of the total share capital of the Company.	7,86,195 (3.76%) Pre –Buy Back the shareholding was 8,16,741 Equity Shares aggregating to 3.76 % of the total share capital of the Company.
Directorships held in other bodies corporate as on March 31, 2020	<p><b>Listed Companies</b></p> <p>Nil</p> <p><b>Unlisted Companies</b></p> <ul style="list-style-type: none"> <li>• GeeCee FinCap Limited</li> </ul>	Nil	<p><b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <p><b>Unlisted Companies</b></p> <ul style="list-style-type: none"> <li>• Neptune Farming Private Limited</li> <li>• Retold Farming Private Limited</li> <li>• Oldview Agriculture Private Limited</li> <li>• *Mudit Farming Private Limited</li> <li>• *Saket Agriculture Private Limited</li> <li>• New Age Energy India Private Limited</li> <li>• GeeCee FinCap Limited *Please note that both the companies – Saket Agriculture Private Limited and Mudit Farming Private Limited are under the process of Striking off.</li> </ul>	<p><b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <p><b>Unlisted Companies</b></p> <ul style="list-style-type: none"> <li>• Papa Fine Chemicals Private Limited</li> <li>• GeeCee Business Private Limited</li> <li>• Elrose Mercantile Private Limited</li> </ul>



<b>Name of the Director</b>	<b>Mr. Rohit Kothari</b>	<b>Ms. Neha Bandyopadhyay</b>	<b>Mr. Gaurav Shyamsukha</b>	<b>Mr. Harisingh Shyamsukha</b>
Membership / Chairmanships of committees of other companies as on March 31, 2020	Nil	Nil	<b>Member</b> GeeCee FinCap Limited <b>Member</b> Audit Committee Nomination & Remuneration Committee Asset Liability Management Committee Risk Management Committee Credit Committee Lending Committee IT Steering Committee	Nil
Inter se relationship with other Directors and Key Managerial Personnel	Mr. Rohit Kothari is son of Mr. Ashwin Kumar Kothari. Mr. Harisingh Shyamsukha and Mr. Gaurav Shyamsukha are deemed to be related.	The Director is not related to any of the Directors/ Key Managerial Personnel of the Company	Mr. Gaurav Shyamsukha is son of Mr. Harisingh Shyamsukha. Mr. Ashwin Kumar Kothari and Mr. Rohit Kothari are deemed to be related.	Mr. Gaurav Shyamsukha is son of Mr. Harisingh Shyamsukha. Mr. Ashwin Kumar Kothari and Mr. Rohit Kothari are deemed to be related to each other.
Number of Board Meetings Attended during the year	3	2	4	4
Remuneration Last drawn and to be paid	Nil	As the Independent Directors they are entitled to sitting fees for attending meetings of the Board/Committees from time to time within the limits set out in the Companies Act, 2013. Other than sitting fees and reimbursement of conveyance expenses on actuals no other payment is made to the Independent Directors.	Last Drawn – ₹56.55 Lakh	Last Drawn – ₹68.65

Name of the Director	Mr. Rohit Kothari	Ms. Neha Bandyopadhyay	Mr. Gaurav Shyamsukha	Mr. Harisingh Shyamsukha
Terms & Conditions of re-appointment/ variation of remuneration	Nil	Appointed as the Independent Director for a period of 5 years i.e. from October 31, 2019 to October 30, 2024.	The details of remuneration paid for the financial year ended March 31, 2020 is shown under the Corporate Governance Report. The terms of appointment was approved by the members at 35 <sup>th</sup> AGM held on September 25, 2019. The remuneration is paid on the same terms and conditions subject to variation made by Board of Directors from time to time.	The details of remuneration paid for the financial year ended March 31, 2020 is shown under the Corporate Governance Report. The terms of appointment was approved by the members at 35 <sup>th</sup> AGM held on September 25, 2019. The remuneration is paid on the same terms and conditions subject to variation made by Board of Directors from time to time.

**Nature of concern or interest of Directors:**

Mr. Gaurav Shyamsukha, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Ashwin Kumar Kothari are deemed to be interested in resolution nos. 2, 5 & 6. Ms. Neha Bandyopadhyay is deemed to be interested in resolution no. 4. Except above 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. 2, 4, 5 & 6 of the Notice.

The Board recommends the Resolutions set out at Item No. 2, 4, 5 & 6 for the approval of Members.

Place: Mumbai  
Date: August 21, 2020

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

**REGISTERED OFFICE:**

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

**Dipyanti Jaiswar**  
Company Secretary