

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Ninth (39<sup>th</sup>) Annual General Meeting (“AGM”) of the (“Members”) of GeeCee Ventures Limited (“Company”) will be held on **Friday, September 15, 2023 at 04:00 p.m.(IST)** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following businesses:-

### ORDINARY BUSINESS

#### Item No. 1- Adoption of financial statements

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

**“RESOLVED THAT** the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

#### Item No. 2- Declaration of Dividend

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

**“RESOLVED THAT** Final Dividend at the rate of ₹ 2.00/- per Equity Share of face value of ₹10/- each (20%), fully paid-up as recommended by the Board of Directors of the Company be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company.”

#### Item No. 3- Appointment of Mr. Gaurav Shyamsukha (Din: 01646181) as Whole Time Director, liable to retire by rotation

To appoint a director in place of Mr. Gaurav Shyamsukha (Din: 01646181), who retires by rotation and being eligible, seeks reappointment.

**Explanation:** Based on the terms of appointment, executive directors/Whole Time Directors and the non-executive directors other than the promoter directors being restricted to retire by rotation as per Articles of Association are subject to retirement by rotation. Mr. Gaurav Shyamsukha, Whole Time director, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a director. Based on the performance

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 the approval of members of the Company, be and is hereby accorded to reappoint Mr. Gaurav Shyamsukha (Din: 01646181) as the Whole Time Director who is liable to retire by rotation.

### SPECIAL BUSINESS

#### Item No. 4: Ratification of Cost Auditor’s Remuneration for FY 2023-2024

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, the Company hereby



ratifies the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) excluding applicable taxes, re-imbusement of expenses, out of pocket expenses or otherwise, payable to M/s. Kishore Bhatia and Associates (Firm registration number 00294) Practicing Cost Accountants who are re-appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2024.

**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.”

**Item No. 5: Re-appointment of Mr. Vallabh Prasad Biyani (Din: 00043358) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”), Schedule IV to the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modifications or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, Mr. Vallabh Prasad Biyani (Din: 00043358), who was appointed as an Independent Director of the Company by the shareholders at their meeting held on September 25, 2019 for a term of 5 (five) consecutive years commencing from December 27, 2018 upto December 26, 2023(both days inclusive) and who being eligible for re-appointment as an independent director has given his consent along with a declaration that he meets the criteria for independence under Section 149 (6) of the Act and the rules framed thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company, Mr. Vallabh Prasad Biyani (DIN: 00043358) be and is hereby re-appointed as an independent director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from December 27, 2023 upto December 26, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the consent of the members received vide special resolution through postal ballot on March 15, 2023 the directorship of Mr. Vallabh Prasad Biyani (DIN: 00043358) shall continue as he has attained seventy –five (75) years of age.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**Item No. 6: Approval of Material Related Party Transaction(s) between the GeeCee Ventures Limited (hereinafter referred to as the “Company”) and its related parties to be valid from 39<sup>th</sup> Annual General Meeting:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 2 (1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as amended from time to time and subject to such other approval(s), consent(s) and /or permission(s) as may be required in this behalf, the Company’s Policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee, consent of the Members of the Company be and is



hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contracts / Arrangement(s) / Agreement(s) entered into/ proposed to be entered into (whether by way of individual transaction or transactions taken together or series of transactions or otherwise), (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms' length basis as more specifically detailed out in Table A forming part of item no. 6 of the explanatory statement annexed to this notice between the Company and its related parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations and as provided in the table below and on such terms and conditions as may be mutually agreed between the Company and its related parties. Such approval taken shall be valid from the ensuing 39<sup>th</sup> Annual General Meeting till the next Annual General Meeting of the Company to be held in the year 2024 or for a period of fifteen months, whichever is earlier as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time.

**Material Related Party Transaction to be entered into between the Company and its related parties from the ensuing 39<sup>th</sup> Annual General Meeting is as follows:**

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (₹ In Crore)
Singularity Holdings Limited	Promoter Group Companies	Rendering / Availing revolving loan facility (Fixed Interest Rate)	₹ 150 Crores (Sanctioned Limit -Incl. Interest)
Winro Commercial (India) Ltd			₹ 150 Crores (Sanctioned Limit-Incl. Interest)
Saraswati Commercial (India) Limited			₹ 150 Crores (Sanctioned Limit--Incl. Interest)
GeeCee Business Private Limited	Subsidiary Company		₹ 60 Crores (Sanctioned Limit--Incl. Interest)
GeeCee Comtrade LLP	Subsidiary Company	Rendering revolving loan facility (Fixed Interest Rate)	₹ 10 Crores (Sanctioned Limit--Incl. Interest))
GeeCee Nirmaan LLP	Associate/JV Company		₹ 10 Crores (Sanctioned Limit--Incl. Interest)

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



**Item No. 7: Approval of Material Related Party Transaction(s) of GeeCee Business Private Limited, a subsidiary with certain identified Related Parties of the Company to be valid from 39<sup>th</sup> Annual General Meeting:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, the Company’s Policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms’ length basis as more specifically detailed out in Table B forming part of item no. 7 & 8 of the explanatory statement annexed to this notice, between ‘Related Party’ of the Company, i.e., GeeCee Business Private Limited, a subsidiary of the Company with certain identified Related Parties of the Company as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations and as provided in the table below and on such terms and conditions as may be mutually agreed between the related parties of the Company. Such approval taken will be valid from the ensuing 39<sup>th</sup> Annual General Meeting till the next Annual General Meeting of the Company to be held in the year 2024 or for a period of fifteen months, whichever is earlier as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time.

**Material Related Party Transaction to be entered into by Subsidiaries with related parties:**

Name of the Subsidiary	Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (₹ In Crore)
GeeCee Business Private Limited	Singularity Holdings Limited	Member of the Promoter and Promoter Group of Listed entity	Rendering / Availing revolving Loan Facility (Fixed Interest rate)	₹ 60 Crores (Sanctioned Limit -Incl. Interest)
GeeCee Business Private Limited	Winro Commercial (India) Ltd			₹ 60 Crores (Sanctioned Limit-Incl. Interest)
GeeCee Business Private Limited	Saraswati Commercial (India) Limited		Availing revolving Loan Facility (Fixed Interest rate)	₹ 5 Crores (Sanctioned Limit -Incl. Interest)
GeeCee Business Private Limited	GeeCee Fincap Limited	Wholly-owned subsidiary of Listed entity	Rendering / Availing revolving Loan Facility (Fixed Interest rate)	₹ 60 Crores (Sanctioned Limit -Incl. Interest)



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

**Item No. 8: Approval of Material Related Party Transaction(s) of GeeCee Fincap Limited, a wholly-owned subsidiary with certain identified Related Parties of the Company to be valid from 39<sup>th</sup> Annual General Meeting:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, the Company’s Policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s) /Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms’ length basis as more specifically detailed out in Table B forming part of item no. 7 & 8 of the explanatory statement annexed to this notice, between ‘Related Party’ of the Company, i.e., GeeCee Fincap Limited, a wholly owned subsidiary of the Company with certain identified Related Parties of the Company as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations and as provided in the table below and on such terms and conditions as may be mutually agreed between the related parties of the Company. Such approval taken will be valid from the ensuing 39<sup>th</sup> Annual General Meeting till the next Annual General Meeting of the Company to be held in the year 2024 or for a period of fifteen months, whichever is earlier as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time.



**Material Related Party Transaction to be entered into by Subsidiaries with related parties:**

Name of the Subsidiary	Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (₹ In Crore)
GeeCee Fincap Limited	Singularity Holdings Limited	Member of the Promoter and Promoter Group of Listed entity	Rendering / Availing revolving Loan Facility (Fixed Interest rate)	₹ 60 Crores (Sanctioned Limit)
GeeCee Fincap Limited	Winro Commercial (India) Ltd			₹ 60 Crores (Sanctioned Limit)
GeeCee Fincap Limited	Saraswati Commercial (India) Limited			₹ 5 Crores (Sanctioned Limit)
GeeCee Fincap Limited	GeeCee Business Private Limited			Subsidiary of Listed entity

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

Place: Mumbai  
Date: August 07, 2023

**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, 5 6, 7 & 8 set out above and details under Regulations 26(4) 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 item nos. 4, 5 6, 7 & 8 of this notice are annexed hereto Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
2. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “**MCA Circulars**”) has permitted the holding of the annual general meeting through Video Conferencing (“**VC**”) or through other audio-visual means (“**OAVM**”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 39<sup>th</sup> Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Friday, September 15, 2023, at 04:00 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at 209 / 210, Arcadia Building, 2<sup>nd</sup> Floor, 195, Nariman Point, Mumbai, Maharashtra - 400021.
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 THIS 39<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 AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) not later than 48 hours before the scheduled time of the commencement of the Meeting. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the “Upload Board Resolution/Authority Letter” displayed under the “e-Voting” tab in their login.
5. As per the provisions under the MCA Circulars, Members attending the 39<sup>th</sup> AGM through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the 39<sup>th</sup> AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Integrated Annual Report for 2022-23, the Notice of 39<sup>th</sup> AGM and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the company/ depository participant. Members may note that this Notice and Annual Report 2022-23 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 voting through electronic means facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Company’s web-link on the above will also be provided in advertisement being published in Business Standard (English Language – All India edition) and Mumbai Lakshadeep (Marathi Language).



In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23 and Notice of the 39<sup>th</sup> AGM of the Company, may send request to the Company's email address at [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) mentioning Folio No./ DP ID and Client ID.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (referred to as "MCA Circulars") the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 15, 2023 by the Members electronically during the 39<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in)
10. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 19 for the process to be followed for updating bank account details.
11. Members may note that the Board, at its meeting held on May 26, 2023, has recommended a final dividend of ₹2.00 per share. The record date for the purpose of final dividend for fiscal 2023 is August 31, 2023. The final dividend, once approved by the members at the ensuing AGM, will be paid on or after September 16, 2023 and before October 14, 2023, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date. Members may note that pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books be and are hereby decided to be closed from Friday, September 01, 2023 to Friday September 08, 2023 (both days inclusive) for the purpose of Annual General Meeting.
12. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents on or before Friday September 01, 2023. The detailed communication regarding TDS on dividend is provided on the link: <https://www.geeceeventures.com/investor-relation/financial-results-and-annual-report.aspx>
13. Members are requested to address all correspondence, including dividend-related matters, to registrar - Link Intime India Pvt. Ltd.  
  
Unit – GeeCee Ventures Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra 400083.
14. Those Members who have so far not encashed their dividend warrants for final dividend for financial year 2017-18 & 2020-21 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 per the provisions of the Act, dividends that are unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the relevant Rules made thereunder, shares on which dividend has remained unpaid or unclaimed for seven (7) consecutive years shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 available on [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 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: [www.mca.gov.in](http://www.mca.gov.in).

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 39<sup>th</sup> AGM being held through VC.

15. Members' holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on **Friday, September 08, 2023**, may cast their votes electronically. The e-voting period commences on **Monday, September 11, 2023 (9:00 a.m. IST) and ends on Thursday, September 14, 2023 (5:00 p.m. IST)**. The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on **Friday, September 08, 2023**. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
16. 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.
17. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, **Friday, September 08, 2023**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she are already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquires shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. **Friday, September 08, 2023**, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
18. In compliance with the Circulars, the Integrated Annual Report 2022-23, the Notice of the 39<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).
19. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083 or may write to Company Secretary at [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) to receive copies of the Integrated Annual Report 2022-23 in electronic mode.



Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Private Limited either by email to <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> or by post to Link Intime India Private Limited, Unit – GeeCee Ventures Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra 400083.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR -3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
21. 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.
22. 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 [geecce.investor@gcvl.in](mailto:geecce.investor@gcvl.in) from the date of circulation of this Notice up to the date of AGM.
23. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2014-15 and 2015-16, 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.



24. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.geeceeventures.com/financial-archives/download-forms.aspx> Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
25. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website <https://www.geeceeventures.com/investor-relation/financial-results-and-annual-report.aspx>
26. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
27. **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 **Monday, September 11, 2023 at 09:00 a.m.** and ends on **Thursday, September 14, 2023 at 05:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, September 08, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 08, 2023**.

**How do I vote electronically using NSDL e-Voting system?**

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

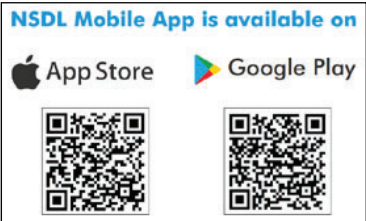
**Step 1: Access to NSDL e-Voting system**

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

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



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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDEAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDEAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="548 1079 911 1297" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

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

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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 etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Anubhav Saxena at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ([geecce.investor@gcvl.in](mailto:geecce.investor@gcvl.in)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to your respective Depository Participant. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.



4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Friday, September 08, 2023** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **022 - 4886 7000 and 022 - 2499 7000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Friday, September 08, 2023** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [geecce.investor@gcvl.in](mailto:geecce.investor@gcvl.in) from **Thursday September 07, 2023 at 09:00 a.m. to Friday September 08, 2023 at 05:00 p.m.** Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Member may also send their query in writing through [geecce.investor@gcvl.in](mailto:geecce.investor@gcvl.in) on or before **Friday September 08, 2023**, which would be replied by the Chairman at the time of the meeting. For this purpose, it would not be necessary to register as speaker.

➤ **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 **Monday, September 11, 2023 at 09:00 a.m.** and ends on **Thursday, September 14, 2023 at 05:00 p.m.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date i.e. **Friday, September 08, 2023** 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, 2<sup>nd</sup> 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. **Friday, September 08, 2023**. 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 Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/ have been carried or not, to the Chairman or a person authorized by him in writing.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.geeceeventures.com](http://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.

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

Place: Mumbai  
Date: August 07, 2023

**Dipyanti Jaiswar**  
Company Secretary

**REGISTERED OFFICE:**

209-210, Arcadia Building,  
2<sup>nd</sup> Floor, 195, Nariman Point,  
Mumbai – 400021



# ANNEXURE TO THE NOTICE

## EXPLANATORY STATEMENT FOR RESOLUTION NUMBERS 4, 5, 6, 7 & 8 OF THE NOTICE

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the special businesses mentioned under resolutions Nos. 4, 5, 6, 7 & 8 of the accompanying Notice.

### ITEM NO 4 – ORDINARY RESOLUTION

#### Ratification of Cost Auditor's Remuneration FY 2023-24

As per the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Kishore Bhatia and Associates (Firm registration number 00294), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2024, at a remuneration of ₹ 1,00,000/- (Rupees One Lakhs) plus applicable taxes and reimbursement of reasonable out of-pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2024.

#### Board Recommendation:

Thus the Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the Notice relating to the ratification of the remuneration payable to the Cost Auditors for the financial year 2023-2024 for approval of the Members as an Ordinary Resolution.

#### Disclosure of Interest:

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. 4 of the Notice.

### ITEM NO. 5 – SPECIAL RESOLUTION

#### Re-appointment of Mr. Vallabh Prasad Biyani (Din: 00043358) as an Independent Director

Mr. Vallabh Prasad Biyani (Din: 00043358) is currently an Independent Director of the Company, Member of the Audit Committee and Nomination and Remuneration Committee.

Mr. Vallabh Prasad Biyani was appointed as an Independent Director of the Company by the Members at the 35<sup>th</sup> Annual General Meeting of the Company held on September 25, 2019 for a period of 5 (five) consecutive years commencing from December 27, 2018 upto December 26, 2023 and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), and in accordance with the performance evaluation carried out by the Board of Directors covering various aspects including attendance and level of participation, interpersonal relationship, understanding of the roles and responsibilities, etc. at their meeting held May 26, 2023, the Board of Directors at their meeting held on August 07, 2023 approved re-appointment of Mr. Vallabh Prasad Biyani as the Independent Directors of the Company for a second term of 5 (five) consecutive years commencing from December 27, 2023 upto December 26, 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.



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

**Mr. Vallabh Prasad Biyani:** Mr. Vallabh Prasad Biyani aged 75 years is Chartered Accountant and Bachelor of Commerce from University of Rajasthan. He has more than 40 years of experience in the field of Finance and accounts. He is working as an advisor in Aditya Birla Health Services Limited – Pune since October 01, 2012.

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 appointments of Mr. Vallabh Prasad Biyani as Independent Directors are now being placed before the Members for their approval.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Independent Director. The Company has received a declaration from Mr. Vallabh Prasad Biyani confirming that he continues to meet the criteria of independence as prescribed under 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 the SEBI Listing Regulations, Mr. Vallabh Prasad Biyani has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties. Mr. Vallabh Prasad Biyani has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Vallabh Prasad Biyani has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Vallabh Prasad Biyani has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Vallabh Prasad Biyani is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

The Board was satisfied that the appointment of Mr. Vallabh Prasad Biyani is justified due to the following reasons:

He has a career spanning of more than 40 years in the field of Finance and accounts in various reputed organization. His experience of serving on the diversified boards of various companies. He has extensive experience in maintaining Corporate Governance in various companies.

In the opinion of the Board, Mr. Vallabh Prasad Biyani fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.geeceeventures.com/uploads/Investor-relations/pdfs/terms-and-conditions-of-independent-director-2593.pdf> and would also be made available for inspection to the Members of the Company upto Friday, September 15, 2023, by sending a request from their registered email address to the Company at [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) along with their Name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Vallabh Prasad Biyani as an Independent Director is now placed for the approval of the Members by a Special Resolution.

**Board Recommendation:**

The Board of Directors recommends the Special Resolution as set out at Item No. 5 of the Notice relating for Re-appointment of Mr. Vallabh Prasad Biyani (Din: 00043358) as an Independent Director for approval of the Members as Special Resolution.



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

Save and except Mr. Vallabh Prasad Biyani, being the appointees, none of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested financially or otherwise, at the Resolutions set out at Item No. 5 of this Notice.

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 are provided in the Annexure to this Notice.

**ITEM NO. 6 – ORDINARY RESOLUTION****Approval of Material Related Party Transaction(s) between the GeeCee Ventures Limited (hereinafter referred to as the “Company”) and its related parties to be valid from 39<sup>th</sup> Annual General Meeting**

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The Company had in the past provided a similar loan facility in favour of the related parties with the approval of the audit committee and the Board. However as Company proposes to enter into certain business transactions with some of its related parties during Financial Year 2023-2024 and as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f April 01, 2022 i.e. 10% of the annual consolidated turnover prior approval of the members is required.

Further the members are hereby informed that approval taken for material related party transactions at 38<sup>th</sup> annual general meeting shall be valid upto 39<sup>th</sup> annual general meeting, it is found appropriate for the company to obtain approval from the members of the Company for the same transactions for another period of 1 (one year) and to be valid upto next annual general meeting or 15 (fifteen) months instead of financial year as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and thus approval for same transactions with certain modification(s)/ alteration(s) is being proposed to the members all over again as a fresh approval.

Thus in view of the above, below are the list of proposed transactions seeking approval from the members:

Sr. No.	Name of the Related Parties	Nature of transactions
1.	Singularity Holdings Limited	Rendering / Availing revolving Loan Facility (Fixed Interest rate)
2.	Winro Commercial (India) Ltd	
3.	Saraswati Commercial (India) Limited	
4.	GeeCee Business Private Limited	
5.	GeeCee Comtrade LLP	Rendering revolving Loan Facility (Fixed Interest Rate)
6.	GeeCee Nirmaan LLP	

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the



right decisions. Additionally an update on the actual related party transactions entered during every quarter is provided to the Audit Committee. Approval of the Members of the Company is therefore required for Item No. 6 in terms of Regulation 23 of the SEBI Listing Regulations by way of passing of an Ordinary Resolutions for approval to the aforesaid Material Related Party Transactions to be entered from the ensuing 39<sup>th</sup> Annual General Meeting.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given in below **Table A**:

<b>Particulars</b>	<b>Singularity Holdings Limited</b>	<b>Winro Commercial (India) Ltd</b>	<b>Saraswati Commercial (India) Limited</b>	<b>GeeCee Comtrade LLP</b>	<b>GeeCee Nirmaan LLP</b>	<b>GeeCee Business Private Limited</b>
Type, material terms and particulars of the proposed transaction;	Rendering / Availing revolving Loan Facility	Rendering / Availing revolving Loan Facility	Rendering / Availing revolving Loan Facility	Rendering revolving Loan Facility	Rendering revolving Loan Facility	Rendering / Availing revolving Loan Facility
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Singularity Holdings Limited- Promoter Group Company	Winro Commercial (India) Ltd- Promoter Group Company	Saraswati Commercial (India) Limited - Promoter Group Company	GeeCee Comtrade LLP - Subsidiary Company	GeeCee Nirmaan LLP- Associate (JV Co.)	GeeCee Business Private Limited - Subsidiary Company
Tenure of the proposed transaction (particular tenure shall be specified);	From 39 <sup>th</sup> Annual General Meeting till the next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier					
Value of the proposed transaction;	₹ 150 Crores (sanctioned Limit – Incl. interest)	₹ 150 Crores (sanctioned Limit– Incl. interest)	₹ 150 Crores (sanctioned Limit– Incl. interest)	₹ 10 Crore (sanctioned Limit– Incl. interest)	₹ 10 Crore (sanctioned Limit– Incl. interest)	₹ 60 Crore (sanctioned Limit– Incl. interest)
*The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	374.51%	374.51%	374.51%	24.97%	24.97%	149.80%



Particulars	Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Comtrade LLP	GeeCee Nirmaan LLP	GeeCee Business Private Limited
**The percentage of the subsidiary/ associate standalone turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	Not Applicable			***0	***0	2189781.02%
Details of Source of Funds in connection with the proposed transaction	Owned Funds / Borrowed Funds					
Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	<p>Company may avail temporary loan from banks or other financial institutions</p> <p><b><u>Nature of Indebtness :</u></b> Inter Corporate Deposits/Loan against Shares</p> <p><b><u>Cost of Funds:</u></b> Prevailing market rate at the time of incurring financial indebtedness</p> <p><b><u>Tenure:</u></b> Less than a year</p>					
Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p><b><u>Terms of Loan:</u></b> As per agreements</p> <p><b><u>Tenure:</u></b> Less than a year</p> <p><b><u>Interest Rate:</u></b> Rate of interest shall not be lower than cost of funding to the company.</p> <p><b><u>Repayment schedule:</u></b> On Demand</p> <p><b><u>Whether secured or unsecured:</u></b> Unsecured</p>					
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The loan by all the Entities/ Companies shall utilize the loan for its business operations					



<b>Particulars</b>	<b>Singularity Holdings Limited</b>	<b>Winro Commercial (India) Ltd</b>	<b>Saraswati Commercial (India) Limited</b>	<b>GeeCee Comtrade LLP</b>	<b>GeeCee Nirmaan LLP</b>	<b>GeeCee Business Private Limited</b>
Justification as to why the RPT is in the interest of the listed entity	<ul style="list-style-type: none"> <li>• Revolving Loan facility repayable on demand</li> <li>• Interest rate as per arm's length basis with prevailing market rate</li> <li>• Contains Low default risk</li> <li>• Financial Stability of the Companies</li> </ul>					
Any advance paid or received for the transaction	Nil					
The indicative base price or current contracted price and the formula for variation in the price, if any.	Interest Payable /Receivable at Arm's Length Basis					
Instrument for Transaction	Agreement					
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable					

\*The percentage above is based on the consolidated turnover of FY 2022-23 as per audited financial statements.

\*\*The percentage above is based on the standalone turnover of FY 2022-23 as per audited financial statements.

\*\*\*As the turnover is nil the % is written as zero.

The Audit Committee, comprising of all the independent directors, of the Company has granted omnibus approval to the related party transactions entered/proposed to be entered into by the Company. Since all the transactions between the Company and the parties as provided in the table above will be entered in the ordinary course of business and at arms' length basis, the provisions of Sec 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

The aforesaid transactions in aggregate at individual level are expected to exceed 10% of the annual consolidated turnover; these transactions are therefore considered as material related party transactions as per Listing Regulations. Thus in terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions entered /to be entered between the Company and the parties as provided in table above from 39<sup>th</sup> Annual General Meeting till the next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier.



Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.

The members may note that, as at date no transactions have been entered into between the related parties as set out at Item No. 6

**Board Recommendation:**

Based on the recommendations of the Audit Committee, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 6 of the Notice relating, to approval of Material Related Party Transaction(s) between the GeeCee Ventures Limited (hereinafter referred to as the "Company") and its related parties to be valid from 39<sup>th</sup> Annual General Meeting as Ordinary Resolution.

**Nature of Concern or Interest of Directors:**

Mr. Gaurav Shyamsukha, Mr. Rohit Ashwin Kothari, Mr. Ashwin Kumar Kothari and Mr. Harisingh Shyamsukha being the members of promoter and promoter group & Mr. SureshKumar Vasudevan Vazhathara Pillai being KMP of the Company are deemed to be interested in the resolution and thus will not vote on this resolution.

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

**ITEM NO. 7 & 8- ORDINARY RESOLUTION**

**Approval of Material Related Party Transaction(s) of GeeCee Business Private Limited and GeeCee Fincap Limited, a subsidiary with certain identified Related Parties of the Company to be valid from 39<sup>th</sup> Annual General Meeting**

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Further as per Regulation 23 (4), if transaction to which the subsidiary of the listed entity is a party and the listed entity is not a party and if the transaction exceeds the threshold limits of material related party transaction than those transactions will be required to be approved by the shareholders of the listed entity. Thus as 2 subsidiaries of the Company seems to enter into material related party transactions with the related parties of this Company, it is required for the Company to obtain shareholders' approval for such transaction.

As per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 as the approval for related party transaction taken from the shareholders at this AGM shall remain valid until the next AGM or for a period of 15 months whichever is earlier, below transactions to be entered into between a subsidiary i.e. GeeCee Business Private Limited and a wholly owned subsidiary i.e. GeeCee Fincap Limited with their respective related parties is being proposed to the members of this Company for their approval.





**Material Related Party Transactions proposed to be entered by Subsidiaries with related parties:**

Sr. No.	Name of the Subsidiary	Name of the Related Parties	Nature of transactions
1.	GeeCee Business Private Limited	Singularity Holdings Limited	Rendering / Availing revolving Loan Facility (Fixed Interest rate)
		Winro Commercial (India) Ltd	
		GeeCee Fincap Limited	
		Saraswati Commercial (India) Limited	
2.	GeeCee Fincap Limited	Singularity Holdings Limited	Rendering / Availing revolving Loan Facility (Fixed Interest rate)
		Winro Commercial (India) Ltd	
		GeeCee Business Private Limited	
		Saraswati Commercial (India) Limited	

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally an update on the actual related party transactions entered during every quarter is provided to the Audit Committee. Approval of the Members of the Company is therefore required for Item No. 7 & 8 in terms of Regulation 23 of the SEBI Listing Regulations by way of passing of an Ordinary Resolutions for approval to the aforesaid Material Related Party Transactions to be entered from the ensuing 39<sup>th</sup> Annual General Meeting.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given in below **Table B**:

Name of the Subsidiary	GeeCee Business Private Limited				GeeCee Fincap Limited			
	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Fincap Limited	Saraswati Commercial (India) Limited	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Business Private Limited	Saraswati Commercial (India) Limited
Type, material terms and particulars of the proposed transaction;	Rendering / Availing revolving Loan Facility	Rendering / Availing revolving Loan Facility	Rendering / Availing revolving Loan Facility	Availing revolving Loan Facility	Rendering / Availing revolving Loan Facility	Rendering / Availing revolving Loan Facility	Rendering / Availing revolving Loan Facility	Rendering / Availing revolving Loan Facility
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Singularity Holdings Limited- (Promoter Group Company of the listed entity)	Winro Commercial (India) Ltd- (Promoter Group Company of the listed entity)	GeeCee Fincap Limited – (Wholly Owned Subsidiary of the listed entity)	Saraswati Commercial (India) Limited (Promoter Group Company of the listed entity)	Singularity Holdings Limited- (Promoter Group Company of the listed entity)	Winro Commercial (India) Ltd- (Promoter Group Company of the listed entity)	GeeCee Business Private Limited – (Subsidiary of the listed entity)	Saraswati Commercial (India) Limited (Promoter Group Company of the listed entity)
Tenure of the proposed transaction (particular tenure shall be specified);	From 39 <sup>th</sup> Annual General Meeting till the next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier							



Name of the Subsidiary	GeeCee Business Private Limited				GeeCee Fincap Limited			
	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Fincap Limited	Saraswati Commercial (India) Limited	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Business Private Limited	Saraswati Commercial (India) Limited
Value of the proposed transaction;	₹ 60 Crores (Sanctioned Limit- Incl. Interest)	₹ 60 Crores (Sanctioned Limit- Incl. Interest)	₹ 60 Crores (Sanctioned Limit- Incl. Interest)	₹ 5 Crores (Sanctioned Limit- Incl. Interest)	₹ 60 Crore (Sanctioned Limit- Incl. Interest)	₹ 60 Crore (Sanctioned Limit- Incl. Interest)	₹ 60 Crore (Sanctioned Limit- Incl. Interest)	₹ 5 Crores (Sanctioned Limit- Incl. Interest)
*The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	149.80%	149.80%	149.80%	12.48%	149.80%	149.80%	149.80%	12.48%
**The percentage of the subsidiary/ associate standalone turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	2189781.02%			185185.19%	758.20%		63.18%	
Details of Source of Funds in connection with the proposed transaction	Owned Funds / Borrowed Funds							
Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	<p>Company may avail temporary loan from banks or other financial institutions</p> <p><b><u>Nature of Indebtness :</u></b> Inter Corporate Deposits/Loan against Shares</p> <p><b><u>Cost of Funds:</u></b> Prevailing market rate at the time of incurring financial indebtedness</p> <p><b><u>Tenure:</u></b> Less than 1 year</p>							



Name of the Subsidiary	GeeCee Business Private Limited				GeeCee Fincap Limited			
	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Fincap Limited	Saraswati Commercial (India) Limited	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Business Private Limited	Saraswati Commercial (India) Limited
Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p><b>Terms of Loan:</b> As per agreements</p> <p><b>Tenure:</b> Less than 1 year</p> <p><b>Interest Rate:</b> Rate of interest shall not be lower than cost of funding to the company.</p> <p><b>Repayment schedule:</b> On Demand</p> <p><b>Whether secured or unsecured:</b> Unsecured</p>							
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The loan by all the Entities/ Companies shall utilize the loan for its business Operations							
Justification as to why the RPT is in the interest of the listed entity	<ul style="list-style-type: none"> <li>• Revolving Loan facility repayable on demand</li> <li>• Interest rate as per arm's length basis with prevailing market rate</li> <li>• Contains Low default risk</li> <li>• Financial Stability of the Companies</li> </ul>							
Any advance paid or received for the transaction	Nil							
The indicative base price or current contracted price and the formula for variation in the price, if any.	Interest Payable/ Receivable at Arm's Length Basis							
Instrument for Transaction	Agreement							
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable							

\* The percentage above is based on the consolidated turnover of FY 2022-23 as per audited financial statements.

\*\* The percentage above is based on the standalone turnover of FY 2022-23 as per audited financial statements.



As per the provisions of Regulation 23 (2) the Audit Committee, comprising of all the independent directors, of the Company has granted omnibus approval to the related party transactions entered/proposed to be entered between subsidiary companies of GeeCee Ventures Limited (hereinafter referred to as the “company”) and Related Parties of the company. Since all the transactions between the Company and the parties as provided in the table above will be entered in the ordinary course of business and at arms’ length basis, the provisions of Sec 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

The aforesaid transactions in aggregate at individual level are expected to exceed 10% of the annual consolidated turnover; these transactions are therefore considered as material related party transactions as per Listing Regulations. Thus in terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions entered /to be entered between the Company and the parties as provided in table above from 39<sup>th</sup> Annual General Meeting till the next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.

The members may note that, as at date no transactions have been entered into between the related parties as set out at Item No. 7 & 8.

#### Board Recommendation

Based on the recommendations of the Audit Committee, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 7 & 8 of the Notice relating, to approval of Material Related Party Transaction(s) between the GeeCee Ventures Limited (hereinafter referred to as the “Company”) and its related parties to be valid from 39<sup>th</sup> Annual General Meeting as Ordinary Resolution.

#### Nature of Concern or Interest of Directors

Mr. Gaurav Shyamsukha, Mr. Rohit Ashwin Kothari, Mr. Ashwin Kumar Kothari and Mr. Harisingh Shyamsukha being the members of promoter and promoter group and Mr. SureshKumar Vasudevan Vazhathara Pillai being KMP of the Company are deemed to be interested in the resolution and thus will not on vote on this resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.7 & 8 of the Notice, whether the entity is a Related Party to the particular transaction or not

#### Annexure to the Notice & Explanatory Statement No. 6

Details of shareholding of the promoters, directors of GeeCee Ventures Limited hereinafter referred to the Company as per Para 1.2.5 of Secretarial Standard on General Meetings is provided herein below:

Name of the Related Party	Designation in the Company	Shareholding		
		Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited
Mr. Ashwin Kumar Kothari	Chairman and Non-Executive Director	Nil	28,500 2.28%	61,081 5.93%
Mr. Rohit Ashwin Kothari	Non-Executive Director	99,725 1.17%	14,280 1.14%	42,141 4.09%
Ms. Meena Ashwin Kothari	Member of Promoter Group	Nil	Nil	19,347 1.88%
Ms. Tejal Rohit Kothari	and Relative of Director	5,47,000 (Preference Shares) 34.73%	Nil	Nil



Name of the Related Party	Designation in the Company	Shareholding		
		Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited
Mr. Ashwin Kumar Kothari (HUF)	Member of Promoter Group	87,660 1.03%	6,200 0.49%	59,343 5.76%
Mr. Ashwin Kumar Kothari (Smaller) HUF		94,500 1.11%	10,000 0.80 %	59,366 5.76%
Pannalal C Kothari (HUF)		1,30,000 1.53%	250 0.02%	50,979 4.95%
Mr. Harisingh Shyamsukha		Nil	Nil	11 0.00%
Four Dimensions Securities (India) Limited		7,17,631 8.45% 1,00,000 (Preference Shares) 6.35%	3,25,050 25.95%	2,05,787 19.98%
Winro Commercial (India) Ltd		3,43,7798 40.47%	N.A.	1,83,529 17.82 %
Saraswati Commercial (India) Limited		13,50,166 15.90%	1,00,150 8.00 %	N.A.
Singularity Holdings Limited		N.A.	1,10,150 8.79%	7,861 0.76%

**Annexure to the Notice & Explanatory Statement No. 7 & 8**

Details of shareholding of the promoters, directors of the Subsidiary Companies of GeeCee Ventures Limited hereinafter referred to the Company as per Para 1.2.5 of Secretarial Standard on General Meetings is provided herein below:

Name of the Related Party	Designation in the Subsidiary Company -(GeeCee Business Private Limited)	Shareholding			
		Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Fincap Limited
GeeCee Ventures Limited	Holding Company	Nil	Nil	Nil	37,49,993 99.99%
Four Dimensions Securities (India) Limited	Member of Promoter Group	7,17,631 8.45% 1,00,000 (Preference Shares) 6.35%	3,25,050 25.95%	2,05,787 19.98%	Nil



Name of the Related Party	Designation in the Subsidiary Company -(GeeCee Business Private Limited)	Shareholding			
		Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Fincap Limited
Saraswati Commercial (India) Limited	Member of Promoter Group	13,50,166 15.90%	1,00,150 8.00%	N.A.	Nil
Mr. Harisingh Shyamsukha	Director	Nil	Nil	11 (0%)	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Sandeep Kejariwal		Nil	Nil	Nil	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Arun Pawar		Nil	Nil	Nil	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Gaurav Shyamsukha		Nil	Nil	Nil	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Rohit Ashwin Kothari		99,725 1.17%	14,280 1.14%	42,141 4.09%	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Sureshkumar Vasudevan Vazhathara Pillai		Nil	Nil	Nil	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Rohit Ashwin Kothari		99,725 1.17%	14,280 1.14%	42,141 4.09%	Nil
Name of the Related Party	Designation in the Subsidiary Company -(GeeCee Fincap Private Limited)	Shareholding			
		Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Business Limited
GeeCee Ventures Limited	Holding Company	Nil	Nil	Nil	26,460 63%
Mr. Rohit Ashwin Kothari	Director	99,725 1.17%	14,280 1.14%	42,141 4.09%	Nil



**Annexure to the Notice & Resolution Nos. 3 & 5**

Details of Mr. Gaurav Shyamsukha and Mr. Vallabh Prasad Biyani 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. Gaurav Shyamsukha</b>	<b>Mr. Vallabh Prasad Biyani</b>
Din	01646181	00043358
Age	44 years	74 years
Designation	Whole Time Director	Non-Executive, Independent Director
Date of first appointment on the Board	May 01, 2013	December 27, 2018
Qualification	Chartered Accountant	Chartered Accountant and Bachelor of Commerce from University of Rajasthan.
Brief Resume of the Director	Mr. Gaurav Shyamsukha aged 44 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.	Mr. Vallabh Prasad Biyani is a Chartered Accountant and Bachelor of Commerce form University of Rajasthan. He has more than 40 years of experience in the field of finance and accounts. Other than being on the Board of this Company he is also serving as the Independent Director on the Board of 2 other Listed Companies. Further he is also working as an advisor in Aditya Birla Health Services Limited – Pune since October 01, 2012.
Expertise in specific functional area	Finance and accounts	Experience of over 40 Years in the field of Finance and Accounts
Shareholding in the Company (including shareholding as a beneficial owner)	6,36,362 equity shares aggregating to 3.04% of the total share capital of the Company.	1 equity share
Directorships held in other bodies corporate as on March 31, 2023	<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>• New Age Energy India Private Limited</li> <li>• GeeCee FinCap Limited</li> </ul>	<p><b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• Winro Commercial (India) Limited - Independent Director</li> <li>• Saraswati Commercial (India) Limited- Independent Director</li> </ul> <p><b>Unlisted Companies</b></p> <ul style="list-style-type: none"> <li>• Singularity Holdings Limited - Independent Director</li> <li>• Four Dimensions Securities (India) Limited – Independent Director</li> </ul>



Name of the Director	Mr. Gaurav Shyamsukha	Mr. Vallabh Prasad Biyani
<p>Membership / Chairmanships of committees of other companies as on March 31, 2023</p>	<p>➤ <b>Member in Geecee Fincap Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> <li>• Asset Liability Management Committee</li> <li>• Risk Management Committee</li> <li>• Credit Committee</li> <li>• Lending Committee</li> <li>• IT Steering Committee</li> </ul>	<p>➤ <b>Member in Saraswati Commercial (India) Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul> <p>➤ <b>Member in Winro Commercial (India) Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul> <p>➤ <b>Member in Singularity Holdings Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> <li>• IT Strategy Committee</li> <li>• Asset Liability Management Committee</li> <li>• Risk Management Committee</li> <li>• CSR Committee</li> </ul> <p>➤ <b>Member in Four Dimensions Securities (India) Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> <li>• CSR Committee</li> </ul> <p>➤ <b>Chairman in Singularity Holdings Limited</b></p> <ul style="list-style-type: none"> <li>• IT Strategy Committee</li> </ul> <p>➤ <b>Chairman in Winro Commercial (India) Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee</li> </ul>
<p>Listed entities from which the person has resigned from the directorship in the past three years</p>	<p>Nil</p>	<p>Nil</p>
<p>Inter-se relationship with other Directors and Key Managerial Personnel</p>	<p>Mr. Gaurav Shyamsukha is son of Mr. Harisingh Shyamsukha. Mr. Ashwin Kumar Kothari and Mr. Rohit Ashwin Kothari are deemed to be related to each other.</p>	<p>The Director is not related to any of the Directors/Key Managerial Personnel of the Company.</p>





<b>Name of the Director</b>	<b>Mr. Gaurav Shyamsukha</b>	<b>Mr. Vallabh Prasad Biyani</b>
Number of Board Meetings Attended during the year	4	3
Remuneration Last drawn and to be paid	67.39 lakhs	Being Independent Director, Mr. Vallabh Prasad Biyani is 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 expense on actuals no other payment is made to Mr. Vallabh Prasad Biyani.
Terms & Conditions of re-appointment/ variation of remuneration	None	Re-appointed as the Independent Director for a second term of a period of 5 years i.e. from December 27, 2023 to December 26, 2028.
Skills and capabilities required for the role and the manner in which Mr. Vallabh Prasad Biyani meets such requirements	N.A.	As per the resolution at Item no. 5 of this Notice, read with the explanatory statement thereto.

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

Place: Mumbai  
Date: August 07, 2023

**Dipyanti Jaiswar**  
Company Secretary

**REGISTERED OFFICE:**

209-210, Arcadia Building,  
2<sup>nd</sup> Floor, 195, Nariman Point,  
Mumbai – 400021



## NOTICE OF CANDIDATURE

To,  
The Board of Directors  
**GeeCee Ventures Limited**  
209-210, Arcadia Building,  
2<sup>nd</sup> Floor, 195, NCPA Marg, Nariman Point,  
Mumbai – 400 021

**Dear Sir/Madam,**

I Mr. Ashwin Kumar Kothari, in my capacity as a member of your Company holding 9,86,910 fully paid up Equity shares of the Company, hereby notify that I intend to propose candidature of **Mr. Vallabh Prasad Biyani, holding (Din: 00043358)** for the office of Independent Director of GeeCee Ventures Limited at its forth coming 39<sup>th</sup> Annual General Meeting of the Company.

Thanking you,

**For GeeCee Ventures Limited**

**Ashwin Kumar Kothari**  
DP ID - IN301549  
Client ID – 17542883  
August 07, 2023





## **NOTICE OF CANDIDATURE**

To,  
The Board of Directors  
**GeeCee Ventures Limited**  
209-210, Arcadia Building,  
2<sup>nd</sup> Floor, 195, NCPA Marg, Nariman Point,  
Mumbai – 400 021

**Dear Sir/Madam,**

I Mr. Ashwin Kumar Kothari, in my capacity as a member of your Company holding 9,86,910 fully paid up Equity shares of the Company, hereby notify that I intend to propose candidature of **Mr. Gaurav Shyamsukha, holding (Din: 01646181)** for the office of Wholetime Director of GeeCee Ventures Limited at the forth coming 39<sup>th</sup> Annual General Meeting of the Company.

Thanking you,

**For GeeCee Ventures Limited**

**Ashwin Kumar Kothari**  
DP ID - IN301549  
Client ID – 17542883  
August 07, 2023

