



GeeCee Ventures Limited

CIN: L24249MH1984PLC032170

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

Phone: 022 – 40198600, **Fax:** 022 – 40198650

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

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and applicable MCA Circulars (as defined below)]

Dear Member(s),

NOTICE (“Notice” or “Postal Ballot Notice”) is hereby given pursuant to Section 108, 110 of the Companies Act, 2013 (“Act” / “Companies Act”) other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, as amended and other applicable laws and regulations (including any statutory modification or re-enactment thereof) read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 and General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and Sebi Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI for seeking consent of the shareholders / members of GeeCee Ventures Limited (“the Company” or “GCVL”) (“Members”), by way of special resolution for the matter more specifically provided in the appended resolution proposed to be passed through Postal Ballot by way of remote e-voting only (“remote e-voting”).

In compliance with the requirements of the MCA Circulars and SEBI Circular, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot and the members are requested to convey their assent or dissent only through remote e-voting. Members may note that the Notice of the Postal Ballot will also be available on the Company’s website <https://www.geeceeventures.com/>, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com; National Stock Exchange of India Limited (NSE) at <https://www.nseindia.com/> and on the website of NSDL www.evoting.nsdl.com. Members are requested to read carefully the instructions for remote e-voting given in the notes forming part of this notice.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the said resolution, setting out the material facts and the reasons thereof, is appended to this Postal Ballot Notice. You are requested to peruse the Proposed Resolution, along with the explanatory statement and thereafter record your assent or dissent through Postal Ballot by remote e-voting facility provided by the Company.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed M/s. Nishant Jawa and Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and the Company has engaged services of the National Securities Depository Limited (NSDL) for facilitating the remote e-voting facility. The remote e-voting period commences on Tuesday, February 14, 2023 (09:00 AM Indian Standard Time) and ends on Wednesday, March 15, 2023 (05:00 PM Indian Standard Time) and the e-voting module will be disabled / blocked after 05:00 PM on Wednesday, March 15, 2023 i.e. voting shall not be allowed beyond the said date and time.



The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, February 03, 2023.

The Scrutinizer, will submit his report to the Chairman of the Company or any Executive Director of the Company or in their absence to the Company Secretary of the Company, as may be authorized by the Board in this regard. The result of the Postal Ballot will be announced by the Chairman or any person authorised by the Chairman in writing on or before Friday, March 17, 2023. The results of the Postal Ballot along with the Scrutinizer's report will be posted on the website of the Company i.e., <https://www.geeceeventures.com/> and will also be communicated to BSE Limited and National Stock Exchange of India Limited (NSE) on which the equity shares of the Company are listed.

The draft of the Resolutions together with the Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning the proposed items of special business is enclosed.

**By order of the Board
For GeeCee Ventures Limited**

**Place: Mumbai
Date: February 03, 2023**

**Dipyanti Jaiswar
Company Secretary
(ACS No.: 41024)**

Registered Office:
209/210, Arcadia Building, 2nd Floor,
195, Nariman Point, Mumbai - 400021
CIN: L24249MH1984PLC032170
<https://www.geeceeventures.com/>



SPECIAL BUSINESS:

1. TO APPROVE CONTINUATION OF DIRECTORSHIP OF SHRI VALLABH PRASAD BIYANI (DIN: 00043358), AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY IN COMPLIANCE WITH REG 17 (1) (A) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015.

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

“RESOLVED THAT pursuant to provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and the applicable provisions of the Companies Act, 2013, if any/ Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for continuation of directorship of Shri. Vallabh Prasad Biyani (Din- 00043358) Non-Executive - Independent Director not liable to retire by rotation, on the Board of the Company notwithstanding his attaining age of Seventy- five (75) years on March 31, 2023, till the expiry of his current term till December 26, 2023.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company or the Company Secretary be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.”

**By order of the Board
For GeeCee Ventures Limited**

**Place: Mumbai
Date: February 03, 2023**

**Dipyanti Jaiswar
Company Secretary
(ACS No.: 41024)**

Registered Office:
209/210, Arcadia Building, 2nd Floor,
195, Nariman Point, Mumbai - 400021
CIN: L24249MH1984PLC032170
<https://www.geeceventures.com/>

**NOTES:**

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out all material facts and reasons for the proposed Special Business is annexed hereto.
2. The Postal Ballot Notice is being electronically sent to the members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) at the close of business hours on Friday, February 03, 2023 and who have registered their email addresses with the Company/Depository Participant(s). It is however, clarified that all the persons who are members of the Company as on Friday, February 03, 2023 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolution specified in this Notice. Dispatch of the Notice shall be deemed to be completed on Monday, February, 13 2023.
3. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA / Company to enable servicing of notices / documents electronically to their email address. For members including those holding shares in physical form who have not received the notice due to change / non- registration of their e-mail address with the Company / RTA / Depository Participants, are requested to contact with RTA on rnt.helpdesk@linkintime.co.in for registering their mail ID. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only and services of National Securities Depository Limited (“NSDL”) have been engaged for the same.
4. The Members who have not received any communication regarding this Postal Ballot remote E-Voting for any reason whatsoever, the Member is requested to contact the Company at geecee.investor@gcvl.in or RTA M/s Link Intime India Pvt Ltd. at rnt.helpdesk@linkintime.co.in between 09:00 am to 05:00 pm IST on all working days, except Sunday.
5. For Members who have not registered their email address, the postal ballot notice may also be accessed on Company’s website <https://www.geeceeventures.com/> and website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com; National Stock Exchange of India Limited (NSE) at <https://www.nseindia.com/>.
6. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on **Friday, February 03, 2023** i.e. the cut-off date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on **Friday, February 03, 2023** will be entitled to cast their votes by Postal Ballot or remote e-voting. A person, who is not a member as on **Friday, February 03, 2023** i.e. the cut-off date, should treat this Notice for information purpose only.
7. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, February 03, 2023**.
8. A member cannot exercise his vote by proxy on Postal Ballot. (e-voting).
9. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.
10. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with latest General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs and Sebi Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI as mentioned above, physical copies of the Notice is not being circulated.
11. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company is pleased to offer remote e-Voting facility for its members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating remote e-voting.

The facility to exercise vote through remote e-voting will be available during the following period:

Commencement of E-voting:	09:00 A.M. (IST) on Tuesday, February 14, 2023.
End of E-voting:	05:00 P.M. (IST) on Wednesday, March 15, 2023.



The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again.

12. After completion of scrutiny of votes cast electronically, the Scrutinizer will submit the report to the Chairman or any officer authorized by the Chairman in writing, who shall counter sign the report. The results of the Voting shall be announced by the Chairman or any other Director of the Company on or before Friday, March 17, 2023 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, <https://www.geeceeventures.com/> besides being sent to the Stock Exchanges on the said date.
13. The resolution/s, if approved by requisite majority, shall be deemed to be passed on the last day of E-voting i.e. Wednesday, March 15, 2023.
14. All the documents referred to in the Explanatory Statement shall be made available on request for electronic inspection from 10:00 a.m. to 5:00 p.m. (IST) on all working days till the last date of voting. Members seeking to inspect such documents can send an e-mail to geecee.investor@gcvl.in

INSTRUCTIONS AND PROCESS FOR E-VOTING ARE AS UNDER: -

The e-voting period commences on Tuesday, February 14, 2023 at 09:00 AM IST and ends on Wednesday, March 15, 2023. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after Wednesday, March 15, 2023 at 05:00 p.m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

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





Step 1: Access to NSDL E-Voting system

A) Login method for e-Voting 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"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available

	<p>under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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	Help desk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

B) Login Method 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 119668 then user ID is 119668001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.



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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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, Mr. Nishant Jawaša by e-mail at njawasa@yahoo.co.in with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at 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 Company at geecee.investor@gcvl.in and to RTA at rnt.helpdesk@linkintime.co.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 Company at geecee.investor@gcvl.in and to RTA at rnt.helpdesk@linkintime.co.in If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No.1

Mr. Vallabh Prasad Biyani is appointed as the Additional Non-Executive and Independent Director (Din: 00043358) of the Company for 1st term of five (5) consecutive years w.e.f December 27, 2018 to December 26, 2023 by the Nomination and Remuneration Committee and Board of Directors respectively on December 20, 2018 and December 27, 2018 and as the Non-Executive Independent Director subsequently by the members of the Company at the 35th Annual General Meeting held on September 25, 2019.

In accordance with Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect. Thus, as Mr. Vallabh Prasad Biyani, will be attaining age of Seventy-five (75) years by March 31, 2023 prior approval of shareholders by way of a Special Resolution is sought for continuation of directorship of Mr. Vallabh Prasad Biyani as the Non-Executive and Independent Director of the Company in order to comply with the provision of Regulation 17 (1A) of the "SEBI Listing Regulations".

Justification for continuation of Directorship:

The Board is of the opinion that Mr. Vallabh Prasad Biyani's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non Independent Director will be beneficial to the Company. He is also member of the Audit and Nomination and Remuneration Committee of the Board and has been providing immense guidance and suggestions to the Board based on the rich experience and has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time

Mr. Vallabh Prasad Biyani continues to qualify to the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with rules framed thereunder and Regulation 16(1) (b) of the ("SEBI Listing Regulations").

Further details and current directorships as per Regulation 26 (4) and 36 (3) of the ("SEBI Listing Regulations") and Para 1.2.5 of Secretarial Standard on General Meetings of the above Directors are provided hereunder.

The Board recommends resolution set forth in this Notice at Item No. 1 for approval of members by way of Special Resolution.

Nature of Concern or Interest of Directors:

Other than Mr. Vallabh Prasad Biyani none of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

PARTICULARS OF DIRECTOR SEEKING CONTINUATION OF APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS -2) SECRETARIAL STANDARD ON GENERAL MEETINGS /REGULATION 26(4) & 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1

Name of the Director	Mr. Vallabh Prasad Biyani							
Din	00043358							
Age	74 years							
Designation	Non- Executive, Independent Director							
Date of first appointment on the Board	December 27, 2018							
Qualifications	Chartered Accountant and Bachelor of Commerce from University of Rajasthan.							
Brief Resume of the Director	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 1 st October, 2012.							
Expertise in specific functional area	Experience of over 40 Years in the field of Finance and Accounts							
Shareholding in the Company (including shareholding as a beneficial owner)	One (1) Share							
Directorships held in other bodies corporate as at date of this notice.	<p>➤ Listed Companies</p> <ul style="list-style-type: none"> • Winro Commercial (India) Limited – Independent Director • Saraswati Commercial (India) Limited- Independent Director <p>➤ Unlisted Companies</p> <ul style="list-style-type: none"> • Singularity Holdings Limited - Independent Director • Four Dimensions Securities (India)Limited - Independent Director 							
Membership / Chairmanships of committees of other companies as at date of this notice.	<p>Member</p> <table border="0"> <tr> <td>Saraswati Commercial (India) Limited</td> <td>Audit Committee</td> </tr> <tr> <td>Winro Commercial (India) Limited</td> <td>Nomination & Remuneration Committee and Corporate Social Responsibility Committee</td> </tr> <tr> <td>Singularity Holdings Limited</td> <td>Audit Committee Nomination & Remuneration Committee IT Strategy Committee Asset Liability Management Committee Risk Management Committee CSR Committee</td> </tr> </table>		Saraswati Commercial (India) Limited	Audit Committee	Winro Commercial (India) Limited	Nomination & Remuneration Committee and Corporate Social Responsibility Committee	Singularity Holdings Limited	Audit Committee Nomination & Remuneration Committee IT Strategy Committee Asset Liability Management Committee Risk Management Committee CSR Committee
Saraswati Commercial (India) Limited	Audit Committee							
Winro Commercial (India) Limited	Nomination & Remuneration Committee and Corporate Social Responsibility Committee							
Singularity Holdings Limited	Audit Committee Nomination & Remuneration Committee IT Strategy Committee Asset Liability Management Committee Risk Management Committee CSR Committee							

	Four Dimensions Securities (India) Limited	Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee
	Chairman	
	Singularity Holdings Limited	IT Strategy Committee
	Winro Commercial (India) Limited	Nomination & Remuneration Committee
Listed entities from which the person has resigned from the directorship in the past three years	None	
Inter se relationship with other Directors and Key Managerial Personnel	The Director is not related to any of the Directors/Key Managerial Personnel of the Company.	
Number of Board Meetings Attended during the year	3 (till the date of this Postal ballot Notice)	
Remuneration Last Drawn and to be paid	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	Continuation of directorship of Mr. Vallabh Prasad Biyani as the Non-Executive and Independent Director upto its original tenure of 1 st term of 5 consecutive years commencing from December, 27, 2018 upto December 26, 2023 approved by the members at the 35 th Annual General Meeting.	

The Board has decided to seek the approval of shareholders by postal ballot in terms of the provisions of the Listing Regulations for continuation of the directorships of above said Director as he will attaining age of Seventy-Five (75) years on March 31, 2023.

The Board recommends the resolutions set forth in Item no. 1 for the approval of the members by way of special resolution.

**By order of the Board
For GeeCee Ventures Limited**

Place: Mumbai
Date: February 03, 2023

**Dipyanti Jaiswar
Company Secretary
(ACS No.: 41024)**

Registered Office: 209/210, Arcadia Building, 2 nd Floor, 195, Nariman Point, Mumbai – 400021 CIN: L24249MH1984PLC032170 https://www.geeceeventures.com/
