



GeeCee Ventures Limited

CIN: L24249MH1984PLC032170

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

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

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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 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”) and Sebi Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 for seeking consent of the shareholders / members of GeeCee Ventures Limited (“the Company” or “GCVL”) (“Members”), by way of ordinary / 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 Sections 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 Secretary, 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 (NDSL) for facilitating the remote e-voting facility. The remote e-voting period commences on Saturday, May 28, 2022 (09:00 AM Indian Standard Time) and ends on Sunday, June 26, 2022 (05:00 PM Indian Standard Time) and the e-voting module will be disabled / blocked after 05:00 PM on Sunday, June 26, 2022 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, May, 20 2022.

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 Tuesday, June 28, 2022.

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/> besides being 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: May 25, 2022**

**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. APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), 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, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs.600 Crores (Rupees Six Hundred Crores Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

2. AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.600 Crores (Rupees Six Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

3. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) TO BE ENTERED INTO WITH RELATED PARTIES DURING FINANCIAL YEAR 2022-2023:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and other applicable provisions, if any of the SEBI Listing Regulations, and Section 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 as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to enter into related party contracts / arrangements / transactions (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. 3 of the explanatory statement annexed to this notice with related parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations for financial year 2022-2023 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.

Related Party Transaction to be entered into with related parties for FY 2022-2023 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. In Crore)
Singularity Holdings Limited	Group Company	Rendering revolving loan facility	Rs. 150 Crores (Sanctioned Limit)
Winro Commercial (India) Ltd			Rs. 150 Crores (Sanctioned Limit)
Saraswati			Rs. 150 Crores

Commercial (India) Limited			(Sanctioned Limit)
GeeCee Comtrade LLP	Subsidiary Company	Loan to Subsidiary/ Associate/JV Company	Rs. 10 Crores (Sanctioned Limit)
GeeCee Nirmaan LLP	Associate / JV Company		Rs. 10 Crores (Sanctioned Limit)

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

4. INCREASE IN BORROWING LIMITS OF THE COMPANY:

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

“**RESOLVED THAT** in supersession of the special resolution passed by the Members of the Company at the Annual General Meeting held on 28th September 2021 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Article 56 of Articles of Association of the Company, and subject to approvals required, if any, the Members hereby accord their consent to the Board of Directors, including any Committee thereof, (hereinafter referred to as “the Board”) for borrowing any sums of money from time to time, from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise and whether unsecured or secured, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium that is to say, reserves not set apart for specific purpose provided that the total amount so borrowed by the Board of Directors shall not at any time exceed Rs. 600 Crores (Rupees Six Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Executive Directors and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF LENDERS:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the rules made thereunder, as amended from time to time, and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time, the consent of the Members 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 any committee thereof), to create such charges, mortgages, pledge and hypothecations in addition to the existing charges, mortgages, pledge and hypothecations created by the Company, on all or part of the movable and/or immovable properties of the Company both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as **“Loans”**) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the Loans, shall not, at any time exceed Rs. 600 Crore (Rupees Six Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts, deeds, writings and other instruments and to do all such acts, deeds, matters and things in the name and on behalf of the Company as the Board may consider expedient, usual, proper or desirable which may be beneficial and convenient to the Company.”

By order of the Board
For GeeCee Ventures Limited

Place: Mumbai
Date: May 25, 2022

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/>

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 May 20, 2022 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 May 20, 2022 (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 May 27, 2022.
3. For Shareholders 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/>.
4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on May 20, 2022 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 May 20, 2022 will be entitled to cast their votes by Postal Ballot or remote e-voting. A person, who is not a member as on May 20, 2022 i.e. the cut-off date, should treat this Notice for information purpose only.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.
6. 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 the MCA Circulars and SEBI Circular, physical copies of the Notice will not be circulated.
7. 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: From 09.00 a.m. on Saturday, May 28, 2022

Conclusion of e-voting: At 5:00 p.m. on Sunday, June 26, 2022

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.

8. In compliance with Section 108 and 110 of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services. The instructions for electronic voting are annexed to the Notice. The Company has availed the services of National Security Depository Limited for providing the necessary remote e-voting.
9. 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 Tuesday, June 28, 2022 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, <https://www.geeceventures.com/> besides being sent to the Stock Exchanges on the said date.
10. The resolution/s, if passed by requisite majority, will be deemed to be passed on **Sunday, June 26, 2022** i.e. the last date of e-voting.
11. All material 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 geecce.investor@gcvl.in
12. Instructions and process for E-voting are as under: -

The e-voting period commences on Saturday, May 28, 2022 at 09.00 AM IST and ends on Sunday, June 26, 2022. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after Sunday, June 26, 2022 at 5.00 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	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal

<p>holding securities in demat mode with NSDL.</p>	<p>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.</p> <ol style="list-style-type: none"> 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </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

	<p>e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. 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>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.</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	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.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 by e-mail to 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 geecee.investor@gcvl.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to geecee.investor@gcvl.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting 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 OF THE COMPANIES ACT, 2013

Item No.1

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for their general business operations/ or working capital requirements as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution given at Item no. 1 of this Notice for your approval as a Special Resolution.

Nature of Concern or Interest of Directors:

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.

Item No.2

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 600 Crores (Rupees Six Hundred Crores only), as proposed in the Notice.

The above proposal is in the interest of the Company and the Board of Directors recommends the resolution given at Item no. 2 of this Notice for your approval as a Special Resolution

Nature of Concern or Interest of Directors:

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

Item No. 3:

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 1st April, 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 Rs. 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 is proposing to enter into certain business transactions with the following related parties during Financial Year 2022-2023 which are 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 1st April, 2022 i.e. 10% of the annual consolidated turnover prior approval of the members is required for transaction as provided hereunder.

Sr. No.	Name of the Related Parties	Nature of transactions
1.	Singularity Holdings Limited	Rendering Revolving Loan facility
2.	Winro Commercial (India) Ltd	
3.	Saraswati Commercial (India) Limited	
4.	GeeCee Comtrade LLP	Loan to Subsidiary
5.	GeeCee Nirmaan LLP	Loan to Associate (JV Co.)

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. 3 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 for Financial Year 2022-2023.

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

Particulars	Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Comtrade LLP	GeeCee Nirmaan LLP
Type, material terms and particulars of the proposed transaction;	Rendering revolving loan facility (fixed interest rate)	Rendering revolving loan facility (fixed interest rate)	Rendering revolving loan facility (fixed interest rate)	Rendering revolving Loan Facility (Fixed Interest rate)	Rendering revolving Loan Facility (Fixed Interest rate)
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.)
Tenure of the proposed transaction (particular tenure shall be specified);	One Financial year (2022-2023)				
Value of the proposed transaction;	Rs. 150 Crores (sanctioned Limit)	Rs. 150 Crores (sanctioned Limit)	Rs. 150 Crores (sanctioned Limit)	Rs. 10 Crore (sanctioned Limit)	Rs. 10 Crore (sanctioned Limit)
*The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial	156.53%	156.53%	156.53%	10.44%	10.44%

year, that is represented by the value of the proposed transaction;					
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			1029.55%	* 0
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><u>Nature of Indebtness :</u></p> <p>Inter Corporate Deposits/Loan against Shares</p> <p><u>Cost of Funds:</u></p> <p>Prevailing market rate at the time of incurring financial indebtedness</p> <p><u>Tenure:</u></p> <p>Less than 1 year</p>				
Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p><u>Terms of Loan:</u> As per agreements</p> <p><u>Tenure:</u> For 1 year</p> <p><u>Interest Rate:</u> Rate of interest shall not be lower than cost of funding to the company.</p> <p><u>Repayment schedule:</u> On Demand</p> <p><u>Whether secured or unsecured:</u> Unsecured</p>				
The purpose for which the funds will be utilized by the ultimate beneficiary	The loan by all the Entities/ Companies shall utilize the loan for its business Operations				

of such funds pursuant to the RPT	
Justification as to why the RPT is in the interest of the listed entity	<ul style="list-style-type: none"> • Revolving Loan facility repayable on demand • Interest rate as per arm's length basis with prevailing market rate • Contains Low default risk • Financial Stability of the Companies
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 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 2021-22 as per audited financial statements.

** The percentage above is based on the standalone turnover of FY 2021-22 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 in the financial year 2022-23. 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.

In the financial year 2022-23, 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 1st April, 2022 till 31st March, 2023.

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.

Accordingly, the Board of Directors recommends the resolution given at Item no. 3 of this Notice for your approval as Ordinary Resolution.

Nature of Concern or Interest of Directors:

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.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, 2015 and the Companies Act, 2013 the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 3.

Item Nos. 4 & 5

The Members have at the Annual General Meeting of the Company held on 28th September 2021 authorised the Board of Directors of the Company (**the "Board"**) to borrow money (ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) for a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only). However there was no requirement for the Company to borrow more than the permissible limits of borrowing as provided under Section 179 (3) (d) i.e. Rs. 400 Crores. But as the board desires to borrow additional funds in future considering Company's business requirements and growth plans, it is considered desirable to increase the existing borrowing limits from Rs. 500 Crores (Rupees Five Hundred Crores only) to Rs. 600 Crores (Rupees Six Hundred Crores only) under the provisions of Section 180(1) (c) of the Companies Act, 2013 (**the "Act"**), and the rules made thereunder. The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time in consultation with the lender(s) and may require any such property of the Company to be alienated in future.

Accordingly, the consent of the Members of the Company by way of a special resolution is required to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company to secure its borrowings up to amount of Rs. 600 Crores (Rupees Six Hundred Crores only) as well as to alienate any property of the Company, if required, in relation to the aforesaid borrowing.

The Board of Directors recommends the resolution given at Item nos. 4 & 5 of this Notice for your approval as Special Resolution.

Nature of Concern or Interest of Directors:

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.

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

**Place: Mumbai
Date: May 25, 2022**

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

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