



## GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170

**Registered Office:** 209-210, Arcadia Building, 2<sup>nd</sup> Floor, 195, Nariman point, Mumbai 400 021.

**Telephone:** 91-22-4019 8600 • **Fax:** 91-22-4019 8650

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

### NOTICE OF POSTAL BALLOT

*[Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration), Rules, 2014]*

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to be passed by the members of the Company by postal ballot including voting by electronic means (e-voting). The explanatory statement pursuant to section 102 of the Act and other applicable provisions of the Act, pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ('the Board'), at its meeting held on 05th February, 2019, has;

1. Considered to pass the Special Resolution for continuation of Directorship of Shri Ashwin Kumar Kothari (DIN: 00033730), as the Director (Category Chairman and Non- Executive) of the Company not liable to retire by rotation who has already attained the age of seventy-five (75) years w.e.f April, 01 2019.

The Board has appointed Mr. Nishant Jawasa, Practicing Company Secretary (CP No. 6993), of M/s. Nishant Jawasa & Associates, Company Secretaries, as the Scrutinizer, for conducting the postal ballot and e-voting process in a fair and transparent manner.

Pursuant to Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 (LODR) and Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed and pursuant to the provisions of Sections 108 and 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged the services of Link Intime India Private Limited ("LIPL") to provide e-voting facility to the Members of the Company through their insta vote platform. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form through post. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer.

The e-voting facility will be available at the link: <https://instavote.linkintime.co.in> from **9.00 a.m.** onwards on **Monday, February 25, 2019 till Tuesday, March 26, 2019 up to 5.00 p.m.** The remote e-Voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed and signed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e., 5.00 p.m. on Tuesday, March 26, 2019, failing which it will be treated as if no reply has been received from the concerned Member(s). Please note that any Postal Ballot form(s) received after the said date will be treated as invalid.

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 postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Thursday 28th March, 2019 and will be communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website at <https://www.geeceeventures.com>

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

**Ms. Dipyanti Kanojia**  
Company Secretary

Date: February 05, 2019

Place: Mumbai

**Registered Office:**

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

## RESOLUTION

**ITEM NO. 1- Approval for continuation of Directorship of Shri Ashwin Kumar Kothari (DIN: 00033730), as the Director (Category Chairman and Non- Executive) of the Company not liable to retire by rotation who has already attained the age of seventy-five (75) years, w.e.f April, 01 2019.**

To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended on May 9, 2018 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), approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri. Ashwin Kumar Kothari (DIN- 00033730) Chairman and Non-Executive Director, aged 76 years, in the Company w.e.f April 1, 2019.

**RESOLVED FURTHER THAT** any one from Mr. Gaurav Shyamsukha, Mr. Vazhathara Vasudevan SureshKumar – Whole Time Directors, Mr. Ashish Ranka - Chief Financial Officer and Ms. Dipyanti Kanojia - Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be proper or necessary to give effect to this resolution."

**RESOLVED FURTHER THAT** pursuant to the Articles of Association of the Company and subject to the applicable provisions of the Act, Shri. Ashwin Kumar Kothari, Chairman and Non-Executive Director, shall not be subject to retirement by rotation."

By Order of the Board

Date: February 05, 2019  
Place: Mumbai

**Dipyanti Kanojia**  
Company Secretary

### Registered Office:

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

### 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 Company has appointed Mr. Nishant Jawasa, Practicing Company Secretary (CP No. 6993), of M/s. Nishant Jawasa & Associates, Company Secretaries, as the Scrutinizer, for conducting the postal ballot and e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, February 15, 2019.
4. The details in respect of directors proposed to be appointed / reappointed, as required under SEBI Listing Regulations and the Secretarial Standards are annexed to this Notice.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 15, 2019 (cut-off date) will be considered for the purpose of voting.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Link Intime India Private Limited. The instructions for electronic voting are annexed to this Notice.
7. Members can also download the Postal Ballot Form from the link <https://instavote.linkintime.co.in> or <https://www.geeceeventures.com/> or seek duplicate Postal Ballot Form from M/s. Link Intime (India) Private Limited, Registrar & Transfer Agents of the Company, having its office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.
8. Any query/grievance may be addressed to Ms. Dipyanti Kanojia, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) or Tel.: 022-4019 8600 .
9. The voting rights of the shareholders shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the cut-off date, Friday, February 15, 2019. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
10. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturdays and Sundays and Public Holidays, between 11:00 a.m. to 05:00 p.m. till last date of receipt of the postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 p.m.) on or before

Tuesday, 26th March, 2019. If any postal ballot is received after 05:00 p.m. on 26th March, 2019, it will be considered that no reply from the member has been received.

12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority, that is Tuesday, 26th March, 2019.
13. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
14. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, on or before Thursday 28th March, 2019 at the registered office of the Company situated at 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai 400021 and will be displayed on the website of the Company (<https://www.geeceeventures.com/>) & communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
15. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
16. A member cannot exercise his vote by proxy on postal ballot.
17. Resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
18. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited.
19. The shares of the Company are under Compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest. As per SEBI Notification No. SEBI/LADNRO/GN/2018/24 dated 8th June, 2018, w.e.f. 5th December, 2018 and further extended by SEBI Notification - SEBI/LAD-NRO /GN/ 2018/49 dated 30th November, 2018 shares are required to be held in dematerialized form only. Members holding shares in physical form are requested to do the needful before 01.04.2019. For assistant/information required in this matter, kindly contact to our Registrar & Share Transfer Agent and/or Company Secretary.

#### IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

#### INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY:

##### ❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>

DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.  
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

❖ **Other information**

- The remote e-voting period commences on **Monday, February 25, 2019 (9.00 a.m.) and ends on Tuesday, March 26, 2019 (5.00 p.m.) (both days inclusive)**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, February 15, 2019** may cast their votes electronically. The remote e-Voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting by physical ballot.

- c. The Scrutiniser shall **within forty eight (48) hours from the conclusion of the e-voting period** unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report, forthwith Chairman or any other officer of the Company duly authorized, **on or before Thursday 28th March, 2019** at the registered office of the Company situated at 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai 400021 and will be displayed on the website of the **Company (<https://www.geeceeventures.com/>) & communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.**
- d. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of postal ballot forms / remote e-voting, i.e., **Tuesday, March 26, 2019**. The results along with the Scrutiniser's Report shall be placed on the website of the Company <https://www.geeceeventures.com/investor-relation/meetings-and-updates.aspx> and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or any other officer of the Company duly authorized. The results shall also be communicated to the Stock Exchanges, BSE Limited / National Stock Exchange of India Limited, Mumbai.

## **STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No. 1**

#### **Approval for continuation of Directorship of Shri Ashwin Kumar Kothari (DIN: 00033730), as the Director (Category Chairman and Non- Executive) of the Company not liable to retire by rotation who has already attained the age of seventy-five (75) years, w.e.f April, 01 2019.**

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). According to the new provisions, a listed entity is required to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of any Director who have attained the age of seventy-five years. The said provision comes into effect from 1st April, 2019.

In view of the aforesaid amendment, as the age of Shri Ashwin Kumar Kothari has exceeded 75 years, the Board of Directors at its meeting held on 05th February, 2019 based on the recommendation of Nomination and Remuneration Committee has considered and approved continuation of Directorship of Shri Ashwin Kumar Kothari (Din:00033730) as the Director (Category Chairman and Non- Executive) of the Company not liable to retire by rotation w.e.f April, 01 2019 subject to the approval of the members through special resolution.

The Board at its meeting held on 18th May, 2017 (based on the recommendation of Nomination and Remuneration Committee) had approved change in designation of Shri. Ashwin Kumar Kothari (Din: 00033730) from Non-Executive Director and Chairman to Whole Time Director and Chairman of the Company w.e.f 18th May, 2017 for a period of 3 years subject to approval of members at the 33rd Annual General Meeting of the Company. However due to other commitments, Shri. Ashwin Kumar Kothari had expressed unwillingness to continue as the Whole Time Director from the close of business hours of 31st October, 2017 and had stepped down as the Whole Time Director. Thus the Board of Directors at their meeting held on 26th October, 2017 had approved re-designation of Shri. Ashwin Kumar Kothari as the Non-Executive Director and Chairman of the Company w.e.f 1st November, 2017. No remuneration is paid to Shri Ashwin Kumar Kothari in the capacity of Non-Executive Director and Chairman of the Company.

Shri Ashwin Kumar Kothari had founded the Company in the year 1984. Since then he has been at the helm of the business operations of the Company. He has been guiding the Company for more than 3 decades and has immensely contributed to the growth and expansion of the Company.

Shri Ashwin Kumar Kothari (Din: 00033730) being the promoter of the Company and the Chairman of the Company has been in the whole time employment of the Company since inception. He has promoted the Company and has been the Executive Director and Chairman of the Company since the beginning. He has been the Whole Time Director and Chairman of the Company for more than 10 years with a term not exceeding five years/ three years at a time.

Shri Ashwin Kumar Kothari is the promoter and Chairman of the Company and no tenure was fixed by the Board at the time of appointment and re-designation. Thus the continuation of Shri Ashwin Kumar Kothari (Din: 00033730) as the Chairman and Non-Executive Director is being approved.

In terms of the Article 116, Shri Ashwin Kumar Kothari shall be Chairman of the Company and shall preside over all the meetings of the Board. Also as per Article 97A Shri Ashwin Kumar Kothari shall not be liable to retire by rotation.

Shri Ashwin Kumar Kothari, Chairman and Non-Executive Director will not be entitled to any sitting fee for meetings of the Board and / or any Committee thereof attended by him nor any remuneration in any form.

Shri Ashwin Kumar Kothari, who was re-designated as the Chairman and Non-Executive Director, is presently aged 76 years and hence his continuation of Directorship as a Non-Executive Director with effect from April 1, 2019 requires the approval of members by way of a special resolution, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Thus the Board recommends the proposal set forth in the Notice (Item No. 1) for consideration and approval of the shareholders.

#### **Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives**

Shri Ashwin Kumar Kothari, Chairman and Non-Executive Director is deemed to be interested in this item of business since it relates to his continuation of Directorship. Mr. Rohit Kothari is also deemed to be interested, being relative of Shri Ashwin Kumar Kothari.

Also Mr. Harisingh Shyamsukha and Mr. Gaurav Shyamsukha are deemed to be interested in the resolution.

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



**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 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No. 1**

Name	Shri. Ashwin Kumar Kothari
Age	76 years
DIN	00033730
Qualification	Shri. Ashwin Kumar Kothari is a qualified graduate in Chemical Sciences from Massachusetts Institute of Technology, USA. He has a career spanning over 39 years in the Chemical Industry.
Experience and other details	Shri. Ashwin Kumar Kothari is founder director of the company. Additionally he is acting as Trustee with Aditya Birla Memorial Trust which is involved in various Philanthropic Activities in India. He has experience of constructing the entire factory along with Residential complex for Employees at Nagda.  Being the promoter of the Company he has been guiding the Company and has immensely contributed to the growth and expansion of the Company.  Presently being the Non-Executive Director and Chairman he advises the Board on the business strategy and expansion techniques.
Expertise in specific functional area	Experience in Chemical and Metal Industries and leads the management of the Company in conceiving the business strategies and undertaking new projects of the Company.
Details of remuneration (last drawn remuneration and Currently proposed)	No remuneration is paid or proposed to be paid to Shri. Ashwin Kumar Kothari in the capacity of Non-Executive Director and Chairman.
Date of first appointment on the Board	12/05/1993
Shareholding in the Company	3,50,000 Equity Shares of Rs. 10 each/- (1.61%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Shri. Ashwin Kumar Kothari is related to Mr. Rohit Kothari, Mr. Harisingh Shyamsukha and Mr. Gaurav Shyamsukha.  Mr. Rohit Kothari is son of Shri. Ashwin Kumar Kothari
Number of meetings of the Board attended during the year	4 (Four) during the financial year 2017-18 out of 4 meetings. 3 (Three) during the financial year 2018-19 out of 5 meetings.
Directorship held in other bodies corporates as on the date of this notice.	<u>Equity Listed Companies</u> 1. Precision Wires India Limited 2. Meenakshi Steel Industries Limited  <u>Unlisted Companies:</u> 3. Essel Mining & Industries Ltd. 4. Vaibhav Medical And Education Foundation 5. G.D. Birla Medical Research And Education Foundation 6. Aditya Birla Health Services Limited
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Stake holders Relationship Committee) as on the date of this notice.	Chairmanship  Audit Committee of Precision Wires India Limited
Terms and conditions of appointment / re-appointment	Non - Executive Director, not liable to retire by rotation

In the opinion of the Board of Directors of the Company, Shri. Ashwin Kumar Kothari is a person of high repute, integrity and has rich and varied experience. The Board 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 Directors post 31st March, 2019 as he has attained the age of seventy-five years. The Board recommends the resolutions set forth in Item no. 1 for the approval of the members. Shri. Ashwin Kumar Kothari and Mr. Rohit Kothari are interested in the resolution for continuation of the Directorship in the Company. Also Mr. Harisingh Shyamsukha and Mr. Gaurav Shyamsukha are deemed to be interested in the resolution.

By Order of the Board

Date: February 05, 2019

Place: Mumbai

**Dipyanti Kanojia**  
Company Secretary

**Registered Office:**

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

**GEECEE VENTURES LIMITED****Corporate Identity Number (CIN):** L24249MH1984PLC032170**Registered Office:** 209 - 210, Arcadia Building, 2<sup>nd</sup> Floor, 195, Nariman Point, Mumbai- 400021**Telephone No:** 022 4019 8600 ; **Fax:** 022 4019 8650**Website:** [www.geeceeventures.com](http://www.geeceeventures.com) ; **E-mail:** [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in)**POSTAL BALLOT FORM**

Sr. No.:

1. Name and Registered address of sole / first :  
named member (in block letters)
2. Name(s) of Joint holder(s) if any :  
(in block letters)
3. Registered Folio No. / DPID No / Client ID No.\* :  
(\*Applicable to Investors holding shares in Demat Form)
4. No. of Equity Shares held :

I/We hereby exercise my/our vote in respect of the resolution as set out in the Postal Ballot Notice dated February 05, 2019 by conveying my/our assent or dissent to the said resolution, by placing a tick (✓) mark at the appropriate box below.

Item No.	Resolution Summary	No. of shares held	I assent to the resolution Please tick (✓)	I dissent from the resolution Please tick (✓)
1.	<b><u>Special Resolution</u></b> Approval for continuation of Directorship of Shri Ashwin Kumar Kothari (DIN: 00033730), as the Director (Category Chairman and Non- Executive) of the Company not liable to retire by rotation who has already attained the age of seventy-five (75) years, w.e.f April, 01 2019.			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder(s)**Electronic Voting Particulars**

Event No.	User ID	PAN / Sequence Number
190020		

**Note:**

1. Kindly read the instructions printed overleaf before exercising the vote through this form or e-voting.
2. The e-voting period commences on **Monday, February 25, 2019 (9:00 a.m.) and ends on Tuesday, March 26, 2019 (5:00 p.m.)** (both days inclusive).
3. Last date for receipt of Postal Ballot Forms by Scrutinizer: Tuesday, March 26, 2019 up to 5:00 p.m.
4. Postal ballot forms received after that date will be treated as if the reply from such Member/(s) has not been received.

## **GENERAL INSTRUCTIONS FOR FILLING POSTAL BALLOT FORM**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form. The duly completed Postal Ballot Form should reach to the Scrutinizer, in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
5. Consent must be accorded by placing a tick mark [ ✓ ] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [ ✓ ] in the column, 'I dissent to the resolution'
6. The votes of a member will be considered invalid on any of the following grounds:
  - a) if the Postal Ballot form has not been signed by or on behalf of the member;
  - b) if the member's signature does not tally;
  - c) if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
  - e) if the Postal Ballot Form is incomplete or incorrectly filled;
  - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g) if the form other than the one issued by the Company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than close of working hours i.e. 05:00 p.m. on Tuesday, 26<sup>th</sup> March, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at njawasa@yahoo.co.in with a copy marked to geecee.investor@gcvl.in or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, i.e. Friday, 15<sup>th</sup> February, 2019 (cut-off date).
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
15. The result of the Postal Ballot will be displayed on the website of the Company: [www.geeceeventures.com](http://www.geeceeventures.com) for the information of the Members.
16. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

### **Important Information to the members**

The members are requested to note that SEBI has amended Regulation 40 of SEBI (LODR) Regulations 2015 vide the Notification dated June 8, 2018 in terms of the said notification, requests for transfer except transmission or transposition of securities, held in physical form will not be processed after December 5, 2018. Further the aforesaid time line was extended by the SEBI vide notification dated 30<sup>th</sup> November, 2018 the time line to demat the shares was extended upto 31<sup>st</sup> March, 2019. In this regard, members are requested to dematerialize the securities held in physical form on or before 31<sup>st</sup> March, 2019.