



NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of GeeCee Ventures Limited will be held on Tuesday, the 15th day of September 2015 at 4:00 P.M. at the Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2015 and Audited Statement of Profit and Loss for the year ended on that date and the Reports of Directors and the Auditor.
2. To declare Dividend for the year ended March 31, 2015.
3. To appoint Mr. Rohit Kothari (DIN 00054811) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To appoint Mr. Ashwin Kumar Kothari (DIN 00033730) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors and in this regard consider and, if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Sarda & Pareek, Chartered Accountants (Firm Registration No. 109262W) and Statutory Auditors of the Company, be and are hereby re-appointed as the statutory auditors of the Company, to hold office from the conclusion of 31st Annual General Meeting to the conclusion of the 33rd Annual General Meeting of the company subject to ratifications by the members at every Annual General Meeting to be held during this period, at remuneration plus service tax as applicable and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties, as the Board of Directors may decide in this behalf.”

SPECIAL BUSINESS:

6. To appoint Ms. Neelam Sampat (DIN 07093487) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of Listing Agreement, Ms. Neelam Sampat (DIN: 07093487) who was appointed as an Additional Director - Independent of the Company by the Board of Directors with effect from 30th March, 2015, in terms of section 161 (1) of the Act and Article 99A of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th March, 2020.”

7. To appoint Mr. Vazathara Vasudevan Sureshkumar (DIN 00053859) as Whole Time Director of the Company and to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and any other applicable provisions

of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and the relevant provisions of Articles of Association of the Company and subject to the approval of Central Government or other Government authority if required, the approval of the members be and is hereby accorded for appointment of Mr. Vazhathara Vasudevan Sureshkumar (DIN 00053859) as Whole Time Director of the Company for the period of five years with effect from 28th May, 2015 on the terms and conditions as set out in the agreement and given in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms & conditions including scope of remuneration of Mr. Vazhathara Vasudevan Sureshkumar (DIN 00053859), Whole-time Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and is hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

8. To make payment of remuneration to Mr. Ashwin Kumar Kothari (DIN 00033730), Non-Executive Director of the Company, and to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to relevant provisions of Articles of Association of the Company and approval of Nomination & Remuneration Committee & Board of Directors and subject to the approval of Central Government or other Government authority if required, the approval of the members be and is hereby accorded to pay remuneration to Mr. Ashwin Kumar Kothari (DIN 00033730) of ₹ 64.65 lakhs per annum on such terms & conditions as set out in the agreement.

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and is hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.

9. To make payment of remuneration to Mr. Harisingh Shyamsukha (DIN 00033325), Non-Executive Director of the Company and to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to relevant provisions of Articles of Association of the Company and approval of Nomination & Remuneration Committee and Board of Directors and subject to the approval of Central Government or other Government authority if required, the approval of the members be and is hereby accorded to pay remuneration to Mr. Harisingh Shyamsukha (DIN 00033325) of ₹ 64.65 lakhs per annum on such terms & conditions as set out in the agreement.

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and is hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

10. Increase in borrowing power of the Company and to consider and if thought fit, to pass with or without

modification, the following resolution as a Special Resolution.

“RESOLVED THAT in supersession of earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Article 56 of Articles of Association of the Company, and subject to approvals required, if any, the members hereby accord their consent to the Board of Directors, including any Committee thereof, (hereinafter referred to as “the Board”) for borrowing any sums of money from time to time, from any one or more persons, firms, bodies Corporate, or financial institutions whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise and whether unsecured or secured, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, so that, the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 500 crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things to execute all such documents, instruments in writing as may be required, pursuant to the above resolution.

11. To keep registers and returns of the company at any place other than registered office address of the company and to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to provisions of Section 94(1) of the Companies Act and all other applicable provisions and relevant Rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act and other records/ documents also at 1 & 2, Western India House, 1st Floor, Sir P. M. Road, Fort, Mumbai – 400 001, (place other than Registered Office where the Registers, returns and other documents are proposed to be kept) and such registers shall remain open for inspection by members during business hours on all working days.

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and is hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

By Order of the Board of Directors

For GeeCee Ventures Limited

Sd/-

Sonali Sathe

Company Secretary

Place: Mumbai

Date: August 03, 2015

REGISTERED OFFICE:

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

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item Nos. 6 to 11 above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. The instruments of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. The members / proxies are requested to bring duly filled in Attendance Slips for attending the Meeting and Members/proxies are also requested to bring a copy of the Annual Report along with them at the Meeting.
5. Green Initiative - Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice by email and others are being sent by post.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 07, 2015 to Tuesday, September 15, 2015 (both days inclusive).
7. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Private Limited, Share Transfer Agent of the Company at their address** at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, (Maharashtra), Telephone No. 022 - 2596 3838, Fax No. 022 - 2594 6969 for both physical and demat segments of Equity Shares. Please quote on all such correspondence- "Unit- GeeCee Ventures Limited." **For Shareholders queries Telephone, 02225946970 Email ID-rnt.helpdesk@linkintime.co.in.**
8. Members who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrars and Share Transfer Agents of the Company at the above address and to their respective Depository Participants, in case shares are held in electronic mode.
9. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the meeting.
10. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
11. Members (Beneficiaries) holding shares in dematerialized mode are requested to note that the bank details furnished by them to their respective Depository Participants will be printed on their Dividend Warrants, if not opted for Electronic Clearing Services (ECS). This is pursuant to the SEBI directive vide Circular No. D&CC/FITTC/CIR-4/2001 dated 13.11.2001.

12. 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.
13. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2015. (Date of financial year end) on the website of the Company (www.geeceeventures.com), as also on the website of the Ministry of Corporate Affairs.
14. The details of Dividends paid by the Company and the corresponding due dates for transfer of such unencashed/unpaid dividend to the aforementioned Fund constituted by the Central Government are furnished hereunder:

Dividend for the Year	Date of Declaration of Dividend	Due Date of transfer to The Investor Education and Protection Fund
2007-2008	28.07.2008	27.08.2015
2008-2009	17.09.2009	16.10.2016
2009-2010	21.09.2010	20.10.2017
2010-2011	16.08.2011	15.09.2018
2011-2012	12.09.2012	11.10.2019
2012-2013	03.09.2013	02.10.2020
2013-2014	10.09.2014	09.10.2021

15. Voting through electronic means :
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:

- (i) The voting period begins on 12th September, 2015 (9.00 a.m.) and ends on 14th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant GeeCee Ventures Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are

required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) Mr. Nishant Jawasa, Practicing Company Secretary (Membership No. F6557) has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner.
- (C) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (D) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.geeceeventures.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National stock Exchange of India limited.
- (E) Electronic copy of the Annual Report for 2014-15 is being sent *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form to all members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form in the permitted mode.
- (F) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors
For GeeCee Ventures Limited

Sd/-

Place: Mumbai
Date: August 03, 2015

Sonali Sathe
Company Secretary

REGISTERED OFFICE:

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

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 6

Ms. Neelam Sampat (DIN: 07093487) was appointed as an Additional Director with effect from 30th March, 2015 by the Board of Directors at their meeting. In terms of Section 161(1) of the Companies Act, 2013, Ms. Neelam Sampat (DIN: 07093487) holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a notice in writing from a member proposing her candidature for the office of Director.

In the opinion of the Board, Ms. Neelam Sampat (DIN: 07093487) fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Neelam Sampat as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the meeting.

Ms. Neelam Sampat (DIN: 07093487) is a Law Graduate from Mumbai University. She also serves as the director on the board of Four Dimensions Securities (India) Limited. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice.

Except Ms. Neelam Sampat, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

The Brief resume of Ms. Neelam Sampat is given below:

Name of the Appointee	Ms. Neelam Sampat
Designation	Independent Director
Age (in Years)	34 years
Qualification & Nature of Expertise	B.com, LL.B.
Date of Appointment	Appointment as Additional Director by the Board of Directors in their Meeting held on 30 th March, 2015.
Shareholding in the Company	Nil
Other Directorships	Four Dimension Securities (India) Limited.
Committee Chairmanships	Nil
Committee Memberships	Nil

ITEM NO. 7

Mr. Vazathara Vasudevan Sureshkumar (DIN: 00053859) was appointed as an Additional Director-Executive with effect from 30th March, 2015 by the Board of Directors. The Nomination & Remuneration Committee in their meeting held on 28th May, 2015 has further approved the appointment of Mr. Vazathara Vasudevan Sureshkumar (DIN: 00053859) as a Whole Time Director of the Company for the period of five years. The same has been approved by the Board of Directors at their meeting held on 28th May, 2015.

Mr. Vazathara Vasudevan Sureshkumar (DIN: 00053859) holds Bachelor degree in commerce and has also done Diploma in Marketing and Management. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. The Board recommends the passing of the Special Resolution as set out in the Item no. 7 of the Notice.

Except Mr. Vazathara Vasudevan Sureshkumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the

Listing Agreement with the Stock Exchange.

The Brief resume of Mr. Vazathara Vasudevan Sureshkumar is given below:

Name of the Appointee	Mr. Vazathara Vasudevan Sureshkumar
Designation	Whole Time Director
Age (in Years)	57 years
Qualification & Nature of Expertise	B.com, Diploma in Marketing & Management.
Date of Appointment	Appointment as Additional Director by the Board of Directors in their Meeting held on 30 th March, 2015.
Shareholding in the Company	142 Equity Shares
Other Directorships	Arcies Laboratories Limited Winro Commercial (India) Limited GeeCee Investments Limited GeeCee Logistics & Distributions Private Limited Aroni Commercials Limited Mountain Side Agriculture Private Limited Rosy Agriculture Private Limited GCIL Finance Limited
Committee Chairmanships	Nil
Committee Memberships	GCIL Finance Limited (Remuneration Committee)

REMUNERATION:

Salary:

Basic Salary: ₹ 14,85,828 per annum

Perquisites:

- HRA : ₹ 60,000 per annum
- Leave Travel Allowance: Subject to maximum of 10% of the Basic Salary
- Medical Allowance: Subject to 8.33% of the Basic Salary
- Leave Encashment: 35 days on Basic + HRA
- Transport Allowance: ₹ 64,800 per annum
- Special Allowance: ₹ 19,32,600 per annum
- Payment of Company's Contribution to Provident Fund / Superannuation Fund / Gratuity Fund

Item No. 8

Mr. Ashwin Kumar Kothari (DIN: 00033730) was re-appointed as a whole time director for the term of three years with effect from 1st January 2014 to 31st December, 2016. He has been in the whole time employment of the company since inception. His experience of business has helped the company to develop and grow. Due to his age, he is now not able to devote much time as he used to devote earlier. But the Company still needs his guidance.

Mr. Ashwin Kumar Kothari (DIN: 00033730), aged about 73 years, is a qualified graduate in Chemical Science from Massachusetts Institute of Technology, USA. He heads the management of the company in conceiving the business strategies and undertaking new projects of the Company.

The terms of payment of remuneration have been approved by Nomination & Remuneration Committee and the Board of Directors of the Company. The Board in their meeting held on 28th May, 2015 has changed the designation of the Mr. Ashwin kumar Kothari from Chairman & Whole Time Director to Chairman – Non-executive director. But the remuneration payable to him will be the same as per agreement entered by the company with him.

The terms and conditions set out for payment of remuneration may be altered and varied from time to time by the Board of Directors as it may, at its discretion deem fit within the overall ceiling fixed herein.

In the case of non-availability or inadequacy of profits in the Financial Year 2015-2016 and any given financial year of appointment the Company shall apply to the Central Government for their approval and in case of rejection of the application by the Central Government, the Company will pay Managerial Remuneration to Mr. Ashwin Kumar Kothari as Chairman - Non-Executive Director of the Company, in the manner and subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

None of the Directors except Mr. Ashwin Kumar Kothari, Mr. Rohit Kothari, Mr. Gaurav Shyamsukha and Mr. Harisingh Shyamsukha is concerned or interested in this resolution.

Your Directors recommend the resolution for your approval by way of special resolution.

Item No. 9

Mr. Harisingh Shyamsukha (DIN: 00033325) was re-appointed as a whole time director for the term of three years with effect from 1st January 2014 to 31st December, 2016. He has been in the whole time employment of the company since inception. His experience of business has helped the company to develop and grow. Due to his age, he is now not able to devote much time as he used to devote earlier. But the Company still needs his guidance.

Mr. Harisingh Shyamsukha(DIN: 00033325), aged about 66 years, is a qualified graduate in Chemical Engineering from JadHAVpur University, West Bengal.

The terms of payment of remuneration have been approved by Nomination & Remuneration Committee and the Board of Directors of the Company. The Board in their meeting held on 28th May, 2015 has changed the designation of the Mr. Harisingh Shyamsukha from Whole Time Director to Non-executive director. But the remuneration payable to him will be the same as per agreement entered by the company with him.

The terms and conditions set out for payment of remuneration may be altered and varied from time to time by the Board of Directors as it may, at its discretion deem fit within the overall ceiling fixed herein.

In the case of non-availability or inadequacy of profits in the Financial Year 2015-2016 and any given financial year of appointment the Company shall apply to the Central Government for their approval and in case of rejection of the application by the Central Government, the Company will pay Managerial Remuneration to Mr. Harisingh Shyamsukha as Non-Executive Director of the Company, in the manner and subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

None of the Directors except Mr. Ashwin Kumar Kothari, Mr. Rohit Kothari, Mr. Gaurav Shyamsukha and Mr. Harisingh Shyamsukha is concerned or interested in this resolution.

Your Directors recommend the resolution for your approval by way of special resolution.

Item No. 10

The Board of Directors of the Company envisages requirements of funds in future. As per the provisions of Section 180 (1)(C) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose unless the Shareholders have authorized the Board to borrow the monies upto some higher limits. Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or other any person or entity etc., may exceed the aggregate of the paid-up capital of the Company and its free reserves, so that, the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 500 crores (Rupees Five Hundred Crores Only).

The resolution as set out at Item No.10 of the notice is placed for your approval of the aforesaid limits of borrowing by the Board upto an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only) or equivalent thereof in any foreign currency(ies).

As per Section 180(1) (C) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution. Hence, the Board of Directors recommends passing of the enabling resolution mentioned at item No.10 in the notice.

None of the Directors and Key Managerial Personnel of the Company and the relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.10.

Item No. 11

The Board of directors at their meeting held on 3rd August, 2015 discussed that it is necessary to shift the old records pertaining to the company to any other additional place than registered office so that current records can be maintain in proper ways. Accordingly, the board passed the resolution in this regard and now seeks to take the approval of members at their general meeting.

As per Section 94 and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a special resolution to keep the Register of Members and other Registers to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act and other records/documents also, at place other than Registered Office at 1 & 2, Western India House, 1st Floor, Sir P.M. Road, Fort, Mumbai-400 001.

Hence, the Board of Directors recommends passing of the enabling resolution mentioned at item No.11 in the notice.

None of the Directors and Key Managerial Personnel of the Company and the relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.11.

Your Directors recommend the resolution for your approval by way of special resolution.

By Order of the Board of Directors
For GeeCee Ventures Limited

Sd/-

Place: Mumbai
Date: August 03, 2015

Sonali Sathe
Company Secretary

REGISTERED OFFICE:
209-210, Arcadia Building,
2nd Floor, 195, Nariman Point,
Mumbai - 400021.