

## NOTICE

Notice is hereby given that the Thirty-Seventh (37<sup>th</sup>) Annual General Meeting ("AGM") of the members ("Members") of GeeCee Ventures Limited ("Company") will be held on Tuesday, 28<sup>th</sup> September, 2021 at 3:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:-

### **ORDINARY BUSINESS:**

#### **1. Adoption of accounts**

##### **To receive, consider and adopt:**

- a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, together with the Report of the Auditors thereon.

#### **2. To declare Final Dividend on Equity Shares of the Company for the Financial Year 2020-21.**

Final Dividend at the rate of ₹ 1.90/- (One Rupee Ninety Paise only) per equity share of ₹10/- (Ten rupees) each fully paid-up of the Company as recommended by the Board of Directors of the Company be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2021 and the same be paid out of the profits of the Company.

#### **3. Re-appointment of Mr. Gaurav Shyamsukha**

To appoint a Director in place of Mr. Gaurav Shyamsukha (Din: 01646181) who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **4. Ordinary Resolution:**

##### **To ratify the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to necessary approvals if, any, remuneration not exceeding ₹88,000/- (Rupees Eighty Eight Thousand only) excluding re-imbursment of expenses, out of pocket expenses or otherwise, approved by the Board of Directors at the recommendation of the Audit Committee, of the Cost Auditor, M/s. Kishore Bhatia and Associates (Firm registration number 00294) Practicing Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company for conducting the audit of Cost Records relating to the construction activities and supply of electricity services by the Company for the financial year from April 1, 2021 to March 31, 2022 be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**5. Ordinary Resolution:****To appoint Ms. Rupal Anand Vora (Din: 07096253) as an Independent Director of the Company:**

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

**"RESOLVED THAT** Ms. Rupal Anand Vora (Din: 07096253), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12<sup>th</sup> August, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 99A of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the appointment of Ms. Rupal Anand Vora (Din: 07096253), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 12<sup>th</sup> August, 2021 to 12<sup>th</sup> August, 2026 be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**6. Special Resolution:****To Re-appoint Mr. Gaurav Shyamsukha (Din: 01646181) as the Whole Time Director of the Company for the period of 3 (Three) years and to fix his remuneration for a period of 3 (Three) years:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) for time being in force read with Schedule V of the Companies Act, 2013, including rules framed thereunder based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded to re-appoint Mr. Gaurav Shyamsukha (Din: 01646181), as the Whole Time Director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> May, 2022 to 30<sup>th</sup> April, 2025 in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 (1) of the Companies Act, 2013, liable to retire by rotation, on such terms and conditions and remuneration as set out in the appointment letter/agreement to be entered into between the Company and Mr. Gaurav Shyamsukha, material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment letter/ agreement in such manner as may be agreed between the Board and Mr. Gaurav Shyamsukha.



**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Gaurav Shyamsukha remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment(s) thereof).

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 ('the Act') and the Rules made thereunder read with Schedule V of the Act, consent of the Members be and is hereby accorded for payment of remuneration to

Mr. Gaurav Shyamsukha – Whole Time Director and who is a also member of the promoter group, notwithstanding that it is in excess of Rs. 5,00,00,000 (Rupees 5 Crore only) or 2.5 per cent of the net profits of the Company as calculated under section 198 of the Act, whichever is higher, in any financial year during his tenure of 3 years commencing from 1<sup>st</sup> May, 2022 to 30<sup>th</sup> April, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**7. Special Resolution**

**To approve power to borrow funds pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013, not exceeding ₹ 500 Crores.**

To consider and if thought fit, to pass with or without modification(s), 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 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 Rs. 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 authorized 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."

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

**Dipyanti Jaiswar**  
Company Secretary

Place: Mumbai  
Date: 12<sup>th</sup> August, 2021  
REGISTERED OFFICE:  
209-210, Arcadia Building, 2nd  
Floor, 195, Nariman Point,  
Mumbai – 400021

**NOTES:**

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item Nos. 4, 5, 6 and 7 set out above and details under Regulations 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) are annexed hereto.
2. In view of the second wave of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since 37<sup>th</sup> AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members are required to send email certified copy of the Board resolution to the Scrutinizer at njawasa@yahoo.co.in with a copy marked to evoting@nsdl.co.in authorizing their representative to attend the AGM through VC and vote on their behalf.
5. As per the provisions under the MCA Circulars, Members attending the 37<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the 37<sup>th</sup> AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 37<sup>th</sup> AGM along with the Annual Report for the year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that this Notice and Annual Report 2020-21 will also be available on the Company's website www.geeceventures.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
9. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user

id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 37<sup>th</sup> AGM being held through VC.

10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
11. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083 or may write to company secretary at geecee.investor@gcvl.in.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to geecee.investor@gcvl.in from the date of circulation of this Notice up to the date of AGM.
14. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 37<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to geecee.investor@gcvl.in.
15. Members are requested to send all their documents and communications pertaining to shares including dividend matters to **Link Intime India Private Limited, Share Transfer Agent of the Company** at their address at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, - 400083, (Maharashtra), Telephone No. 022 - 4918 6000, Fax No. 022 – 4918 6060 for both physical and demat segments of Equity Shares. Please quote on all such correspondence- "Unit - GeeCee Ventures Limited."
16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2012-13, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agent Link Intime India Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.
17. Those Members who have so far not encashed their dividend warrants for final dividend for 2013-14 and for the financial year 2015 onwards, may approach the Registrar and Share Transfer Agents, to **M/s. Link Intime India Private Limited**, for making their claim without any further delay as the said unpaid dividends will be transferred to the Investor Education and Protection Fund of the Central Government pursuant to the provisions of Companies Act. Further Ministry of Corporate Affairs has recently notified new Rules namely "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" which have come into force from September 7, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years in the name of IEPF account. The details of unpaid / unclaimed dividend and number of shares liable to be transferred are available on our website: [www.geeceeventures.com](http://www.geeceeventures.com) and also on the website of the Ministry of Corporate Affairs.

Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends remain unclaimed for seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to Corporate Governance Report which is a part of this Annual Report. The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. 28<sup>th</sup> September, 2020 on the website of the Company [www.geeceeventures.com](http://www.geeceeventures.com).

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 w.e.f. 5<sup>th</sup> December, 2018 shares are required to be held in dematerialized form only. Members holding shares in physical form are requested to do the needful. For assistant/information required in this matter, kindly contact to our Registrar & Share Transfer Agent and/or Company Secretary.
20. Benefits of Dematerialization:  
Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides, no stamp duty is payable on transfer of shares held in demat form and risks as addressed are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For other Members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode. Members may note that the Notice and the Annual Report 2020-21 will also be available on the Company's website [www.geeceeventures.com](http://www.geeceeventures.com). To support "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited / their Depository Participants, in respect of shares held in physical or electronic mode respectively.
21. Dividend on Company's Equity Shares for the year ended 31<sup>st</sup> March, 2021, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made as under:
  - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Thursday, 02<sup>nd</sup> September, 2021.
  - ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Thursday, 02<sup>nd</sup> September, 2021.

The Dividend, if approved, will be payable on or after 02<sup>nd</sup> October, 2021
22. The Register of Members and Share Transfer Books of the Company shall remain closed from 03<sup>rd</sup> September, 2021 to 28<sup>th</sup> September, 2021. (both days inclusive)

23. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company is taxable in the hands of members. The Company shall therefore be required to deduct tax at source (“TDS”) at the time of making the payment of dividend. In order to enable us to determine the applicable TDS rate, members are requested to submit the relevant documents on or before Wednesday, 15th September, 2021. The detailed communication regarding TDS on dividend is provided on the link: <https://www.geeceeventures.com/uploads/Investor-relations/pdfs/communication-to-shareholders-deduction-of-tax-at-source-on-dividend-payment-of-2550.pdf>

**24. Information and instructions relating to E-voting are as under:**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities and Depositories Limited (NSDL).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

- (i) The remote e-voting period begins on **Friday, 24<sup>th</sup> September, 2021 at 09:00 a.m.** and ends on **Monday, 27<sup>th</sup> September, 2021 at 05:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Tuesday, 21<sup>st</sup> September, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being Tuesday, 21<sup>st</sup> September, 2021.**

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider <b>i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
	<ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your "initial password"?
    - 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'.
    - 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:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to njawasa@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
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 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 your respective Depository Participant. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **Tuesday, 21<sup>st</sup> September, 2021** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990** and **1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Tuesday, 21<sup>st</sup> September, 2021** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) from **Tuesday, 21<sup>st</sup> September, 2021 at 09:00 a.m. to Friday, 24<sup>th</sup> September, 2021 at 05:00 p.m.** Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Member may also send their query in writing through [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) on or before **Friday, 24<sup>th</sup> September, 2021**, which would be replied by the Chairman at the time of the meeting. For this purpose, it would not be necessary to register as speaker.

**Other information**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- The remote e-voting period commences on **Friday, 24<sup>th</sup> September, 2021 at 09:00 a.m.** and ends on **Monday, 27<sup>th</sup> September, 2021 at 05:00 p.m.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date i.e. **Tuesday, 21<sup>st</sup> September, 2021** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, he shall not be allowed to change it subsequently.
- The venue of the meeting shall be deemed to be the Registered Office of the Company at 209-210, Arcadia Building, 2<sup>nd</sup> Floor, 195, Nariman Point, Mumbai, Maharashtra, 400021.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. **Tuesday, 21<sup>st</sup> September, 2021**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- Nishant Jawasa, Practicing Company Secretary (Membership No. F6557) of M/s. Nishant Jawasa & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.geeceeventures.com](http://www.geeceeventures.com) immediately after the results are declared and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors

**For GeeCee Ventures Limited**

Place: Mumbai  
Date: 12<sup>th</sup> August, 2021

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

**Dipyanti Jaiswar**  
Company Secretary

## ANNEXURE TO THE NOTICE

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

#### ITEM NO. 4:

Your Company is required to maintain cost records and have the same audited by Cost Auditor as per the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014. Your Directors accordingly at the recommendation of the Audit Committee re-appointed M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), as the Cost Auditors to conduct the audit of the cost records of construction activities and supply of electricity services of the Company for the financial year 2021-2022 at a remuneration not exceeding Rs. 88,000/- (Rupees Eighty-Eight Thousand only) excluding re-imbursment of expenses, out of pocket expenses or otherwise incurred by them in connection with the aforesaid audit.

Thus the Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the Notice relating to the ratification of the remuneration payable to the Cost Auditors for the financial year 2021-2022, for approval of the Members.

#### Nature of concern or interest of Directors:

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

#### ITEM NO. 5:

The Board of Directors, pursuant to the provisions of Section 161(1) of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 99A of the Articles of Association of the Company Ms. Rupal Anand Vora (Din: 07096253) shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director.

Further based on the recommendation of Nomination and Remuneration Committee, the Board of Directors had appointed Ms. Rupal Anand Vora (Din : 07096253) as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 12<sup>th</sup> August, 2021 to 12<sup>th</sup> August, 2026, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Ms Rupal Anand Vora, proposing her candidature for the office of Director.

The Company has also received declaration from Ms. Rupal Anand Vora to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as the Independent Director and they are independent of the management of the Company.

Additionally as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Since Ms. Rupal Anand Vora won't attend the age of 75 during her tenure as the independent director no special resolution is required to be passed by the members in this reference.

The Board considers that her association would be of immense benefit to the Company as per his experience in the legal field of and hence it is desirable to avail services of Ms. Rupal Anand Vora as the Independent Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Ms. Rupal Anand Vora as an Independent Director, for the approval by the shareholders of the Company.

The terms and conditions of their appointment shall be open for inspection by the Members electronically during the 37<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to geecee.investor@gcvl.in.

**Brief Profile of Ms. Rupal Anand Vora is given below:**

Mrs. Rupal Anand Vora is a practicing advocate and specializes in Direct taxes. She has over 35 years of experience in the field of Direct Tax Practice and Accounts/Finance. She has been serving on the Board of several listed Companies.

Further details and current directorships Ms. Rupal Anand as per Regulation 26 (4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings is provided in the Annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Ms. Rupal Anand Vora as an Independent Director is being placed before the Members for their approval.

The Board recommends Ordinary Resolution in relation to appointment of Ms. Rupal Anand Vora as an Independent Directors as set out at Item No. 5 of this Notice for approval of the Members by way of an Ordinary Resolution.

Except Mr. Rupal Anand Vora and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

**ITEM NO. 6:**

Mr. Gaurav Shyamsukha, aged 42 years, is the Whole-Time Director of the Company. He is a Chartered Accountant with more than 12 years of experience in the field of Commercial Finance & Accounting. He has been associated with the Company for more than 13 years and during such association he has served as the Chief Financial Officer for 8 years and since May, 2013 as the Whole Time Director. He is responsible for advising and counseling management on corporate decisions, providing strategic guidance and oversight and supervise actively the day-to-day management and administration of the Company. Mr. Gaurav Shyamsukha was re-appointed as the Whole Time Director by the shareholders at the 32<sup>nd</sup> Annual General Meeting of the Company for a period of 3 years w.e.f 1<sup>st</sup> May, 2016 up to 30<sup>th</sup> April, 2019, his tenure as the Whole Time Director expired on 30<sup>th</sup> April, 2019 and was again re-appointed as the Whole Time Director for a period of 3 years w.e.f 1<sup>st</sup> May, 2019 up to 30<sup>th</sup> April, 2022.

His association with the Company as the Whole Time Director reflected good performance and enhanced the productivity of the Company. Thus after considering these factors the Nomination and Remuneration Committee recommended to the Board of Directors re-appointment of Mr. Gaurav Shyamsukha (Din: 01646181) as the Whole Time Director of the Company for further period of 3 (Three) years w.e.f 1<sup>st</sup> May, 2022 to 30<sup>th</sup> April, 2025 subject to approval of the members at the ensuing Annual General Meeting on the terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee of the Board at its meeting held on 12<sup>th</sup> August, 2021. It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Gaurav Shyamsukha as a Whole-Time Director of the Company in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Gaurav Shyamsukha are as under:

**1) Period :**

Three years w.e.f May 01, 2022 to April 30, 2025

**2) Salary:**

Remuneration of ₹ 54.65 lacs per annum and with annual increment not exceeding 33% of the Basic Salary w.e.f 1<sup>st</sup> May, 2022 onwards.

**3) Perquisites:**

- HRA: not more than 50% of the Basic Salary.
- Leave Travel Allowance: Subject to maximum of 10% of the Basic Salary.
- Employers Contribution to the PF: up to 12% of the Basic Salary.
- Leave encashment: 30 days @ 100% of Basic Salary (on yearly basis).
- Payment towards Personal Accident Cover and Club membership Fees as approved by the Remuneration Committee.
- Gratuity: 15 days of basic salary for each completed year of service.
- Employers Contribution to Superannuation Fund / National Pension Scheme: up to 15% of Basic Salary
- Commission payable as per the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.
- Mr. Gaurav Shyamsukha shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other expenses as may be incurred by him, from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and /or which may become applicable in future and/ or any other allowance, perquisites as the Board may decide from time to time.

**4) Minimum Remuneration:**

Notwithstanding anything herein, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the requisite approvals, being obtained.

Mr. Gaurav Shyamsukha will not be entitled to sitting fees for attending meetings of the Board of the Directors or any Committees thereof.

The terms and conditions set out for reappointment and 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 any financial year of appointment the Company shall as per the provisions of Schedule V and subject to shareholder's approval at general meeting will pay Managerial Remuneration to Mr. Gaurav Shyamsukha as Whole Time 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.

The Company has adequate profits however out of abundant caution and in view of all the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution is proposed to be passed at the 37<sup>th</sup> Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on 12<sup>th</sup> August, 2021 has already approved the remuneration payable to Mr. Gaurav Shyamsukha (Din: 01646181) Whole-time Director of the Company.



Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Further details and current directorships as per Regulation 26 (4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings is provided in the Annexure to this Notice.

The Board recommends the Resolutions at Item No. 6 of this Notice for approval of the Members.

The specified information while seeking approval / consent of the shareholders in respect of the remuneration payment as required under Schedule V in respect Mr. Gaurav Shyamsukha:

#### I. GENERAL INFORMATION :

1.	Nature of Industry	The Company is engaged in the business of a.) Construction and development of real estate. b.) Generation of electricity through windmill c.) Mobilization of capital, investing the funds of the company in shares, stocks, debentures and other securities.
2.	Date of commencement of commercial production	The Company was originally incorporated as a Private Limited Company and has since commenced the business.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4.	Financial performance based on given indicators	<b>As per audited financial results for the year</b>	
			<b>(₹ in lakhs)</b>
	<b>Particulars</b>	<b>2020-21</b>	<b>2019-20</b>
	Paid up Capital	2091.17	2091.17
	Reserves & Surplus	44135.45	39305.62
	Revenue from Operations	4168.83	4266.79
	Other Income	228.35	83.56
	Total Revenue	4397.18	4350.35
	Total Expenses	2716.68	2464.62
	Profit before Taxation	1680.50	1885.73
	Tax Expenses/ (Income) including Deferred Tax	420.27	366.98
	Profit After Tax	1260.23	1518.75
5.	Foreign investments or collaborators, if any	Nil	Nil

## II. INFORMATION ABOUT THE APPOINTEE:

	Particulars	Mr. Gaurav Shyamsukha	
1.	Background Details	Mr. Gaurav Shyamsukha aged 42 years is the Whole Time Director of the Company. He is a Chartered Accountant from the Institute of Chartered Accountants of India. He has been the Chief Financial Officer of the Company for 8 years and thereafter was appointed as the Whole Time Director of the Company since 2013. He has vast experience in the field of finance and all integrities involved in the Real Estate Sector.	
2.	Past remuneration		(₹ In Lakhs)
	Particulars	2020-21	2019-20
	Salary	56.15	56.15
	Perquisites	0.40	0.40
	Commission	0	0
	Others	25.52	0
	<b>Total</b>	<b>82.08</b>	<b>56.55</b>
3.	Recognition or awards	There were no recognition/ awards issued to any of the Directors.	
4.	Job profile and his suitability	He has vast experience in the field of finance and all integrities involved in the Real Estate Sector. Being Chartered Accountant has expertise in the field of accounts and finance and is responsible for advising and counseling management on corporate decisions, providing strategic guidance and oversight and supervise actively the day-to-day management and administration of the Company.	
5.	Remuneration proposed	Currently the Company has adequate profits and the remuneration proposed is within the limits prescribed under Companies Act, 2013, however out of abundant caution and in view of all the relevant extant provisions of law relating to managerial remuneration, it is proposed to comply with the provisions Section II of Part II of Schedule V of the Companies Act, 2013.	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The company has no information to offer, but having regard to the versatile experience and responsibility of the position held by the above directors, the Board of Directors is of the opinion that the proposed remuneration payable to Mr. Gaurav Shyamsukha is reasonable.	
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration paid/ payable as stated above, the present shareholding of Mr. Gaurav Shyamsukha is 6,36,362 aggregating to 3.04 % of the total share capital of the Company. Mr. Gaurav Shyamsukha (Whole Time Director) is son of Mr. Harisingh Shyamsukha. Apart from as stated herein, he has no other direct or indirect pecuniary relationship with the Company or other managerial personnel. Other than above Mr. Rohit Kothari and Mr. Ashwin Kumar Kothari are also deemed to be related to each other.	

**III. OTHER INFORMATION :**

1.	Reasons of loss or inadequate profits	Not applicable as Company is a profit making company.
2.	Steps taken or proposed to be taken for improvement	Not applicable as the Company is a profit making company. However, company continues to strengthen internal procedures to control inventories and operating costs.
3.	Expected increase in productivity and profits in measurable terms	Not applicable as the Company is a profit making company. However, considering the market demand in the real estate sector it is difficult to make any estimates of increase in productivity and profits in measurable terms.

**IV. DISCLOSURES:**

1. The Remuneration package of the Managerial Personnel for the financial years 2022 to 2025 is given in the explanatory statement above.
2. The following information has been disclosed in the Board of Directors' Report under the heading "Corporate Governance/MGT-9" attached to the annual report for the year 2020-21:
  - (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc. of all the directors;
  - (ii) Details of fixed component and performance linked incentives along with the performance criteria;
  - (iii) Service contracts, notice period, severance fees;
  - (iv) Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The Board recommends the Resolutions in relation to re-appointment of Mr. Gaurav Shyamsukha as the Whole Time Directors as set out at Item No. 6 of this Notice for approval of the Members by way of Special Resolution.

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

Mr. Gaurav Shyamsukha, Whole Time Director is deemed to be interested in this item of business since it relates to his re-appointment. Mr. Harisingh Shyamsukha is also deemed to be interested, being relative of Mr. Gaurav Shyamsukha. Also Mr. Ashwin Kumar Kothari and Mr. Rohit Kothari 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.

**ITEM NO. 7:**

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 Rs.500 crores (Rupees Five Hundred Crores Only).

The resolution as set out at Item No. 7 of the notice is placed for your approval of the aforesaid limits of borrowing by the Board upto an amount not exceeding Rs. 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.

The Board of Directors recommends the Special Resolution for borrowing under Section 180(1) (c) of the Companies Act, 2013 as set out at Item No. 5 of this Notice for approval of the Members.

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

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.7.

**Annexure to the Notice**

Details of Ms. Rupal Anand Vora and Mr. Gaurav Shyamsukha pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings are provided herein below:

<b>Name of the Director</b>	<b>Ms. Rupal Anand Vora</b>	<b>Mr. Gaurav Shyamsukha</b>
Din	07096253	01646181
Age	58 years	42 years
Designation	Additional Independent Director	Whole Time Director
Date of first appointment on the Board	12 <sup>th</sup> August, 2021	01 <sup>st</sup> May, 2013
Qualification	B. Com and LLB	Chartered Accountant
Brief Resume of the Director	Mrs. Rupal Vora is a practicing advocate and specializes in Direct taxes. She has over 35 years of experience in the field of Direct Tax Practice and Accounts/Finance. She has been serving on the Board of several listed Companies.	Mr. Gaurav Shyamsukha aged 42 years is the Whole Time director of the Company. He is a Chartered Accountant from the Institute of Chartered Accountants of India. He has been the Chief Financial Officer of the Company for 8 years and thereafter was appointed as the Whole Time Director of the Company since 2013. He has vast experience in the field of finance and all integrities involved in the Real Estate Sector.
Expertise in specific functional area	Law and Direct Tax.	Finance and accounts
Shareholding in the Company	Nil	6,36,362 equity shares aggregating to 3.04% of the total share capital of the Company.

Name of the Director	Ms. Rupal Anand Vora	Mr. Gaurav Shyamsukha
Directorships held in other bodies corporate as on 31 <sup>st</sup> March, 2021	<p><b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• Walchandnagar Industries Limited.</li> <li>• Bombay Cycle And Motor Agency Limited</li> <li>• Saraswati Commercial (India) Limited.</li> </ul>	<p><b>Listed Companies</b></p> <p>Nil</p> <p><b>Unlisted Companies</b></p> <ul style="list-style-type: none"> <li>• Neptune Farming Private Limited</li> <li>• Retold Farming Private Limited</li> <li>• Oldview Agriculture Private Limited</li> <li>• *Mudit Farming Private Limited</li> <li>• **Saket Agriculture Private Limited</li> <li>• New Age Energy India Private Limited</li> <li>• GeeCee FinCap Limited</li> <li>• **Saket Agriculture Private Limited was struck off on March 30, 2021.</li> <li>• *Mudit Farming Private Limited was struck off on February 3, 2021..</li> </ul>
Membership / Chairmanships of committees of other companies as on 31 <sup>st</sup> March, 2021	<p><b>Chairperson in Walchandnagar Industries Limited:</b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> </ul> <p><b>Chairperson in Bombay Cycle And Motor Agency Limited:</b></p> <ul style="list-style-type: none"> <li>• Stake Holders Relationship Committee</li> </ul> <p><b>Member in Bombay Cycle And Motor Agency Limited:</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> </ul> <p><b>Chairperson in Saraswati Commercial (India) Limited:</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> <li>• IT Strategy Committee</li> </ul> <p><b>Member in Saraswati Commercial (India) Limited:</b></p> <ul style="list-style-type: none"> <li>• Stake Holders Relationship Committee</li> </ul>	<p><b>Member in Geecee Ventures Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Stake Holders Relationship Committee</li> <li>• CSR Committee</li> <li>• Executive Committee of the Board.</li> </ul> <p><b>Member in Geecee Fincap Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> <li>• Asset Liability Management Committee</li> <li>• Risk Management Committee</li> <li>• Credit Committee</li> <li>• Lending Committee</li> <li>• IT Steering Committee</li> </ul>

Name of the Director	Ms. Rupal Anand Vora	Mr. Gaurav Shyamsukha
	<ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> <li>• Asset Liability Management Committee</li> <li>• Risk Management Committee</li> </ul>	
Inter-se relationship with other Directors and Key Managerial Personnel	The director is not related to any of the Directors/ Key Managerial Personnel of the Company.	Mr. Gaurav Shyamsukha is son of Mr. Harisingh Shyamsukha. Mr. Ashwin Kumar Kothari and Mr. Rohit Kothari are deemed to be related.
Number of Board Meetings Attended during the year	0	4
Remuneration Last drawn and to be paid	As the Independent Directors they are entitled to sitting fees for attending meetings of the Board/Committees from time to time within the limits set out in the Companies Act, 2013. Other than sitting fees and reimbursement of conveyance expenses on actuals no other payment is made to the Independent Directors.	Last Drawn – 56.55 Lakhs
Terms & Conditions of re-appointment/ variation of remuneration	Appointed as the Independent Director for a period of 5 years i.e. from 12 <sup>th</sup> August, 2021 to 12 <sup>th</sup> August, 2026.	Please refer explanatory statement no. 6

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

Mr. Gaurav Shyamsukha, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Ashwin Kumar Kothari are deemed to be interested in resolution nos. 3 and 6. Ms. Rupal Anand Vora is deemed to be interested in resolution no. 5.

Except mentioned above none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3, 5 and 6 of the Notice.

The Board commends the Resolutions set out at Item No. 3, 5 and 6 for the approval of Members.

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

Place: Mumbai  
Date: 12<sup>th</sup> August, 2021

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

**Dipyanti Jaiswar**  
Company Secretary