

NOTICE

Notice is hereby given that the Thirty-Eight (38th) Annual General Meeting ("AGM") of the members ("Members") of GeeCee Ventures Limited ("Company") will be held on Wednesday, September 21, 2022 at 04:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

Item No. 1: To consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No. 2: To appoint Mr. Rohit Ashwin Kothari (Din: 00054811) as director, liable to retire by rotation, and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rohit Ashwin Kothari (Din: 00054811) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 3: To re-appoint M/s. MRB & Associates, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and eligibility criteria prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI Listing Regulations" as amended from time to time including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. MRB & Associates Chartered Accountants, having firm registration No. 136306W issued by Institute of Chartered Accountants of India, having a valid Peer review Certificate issued by the Peer Review Board of ICAI, be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 38th Annual General Meeting till the conclusion of 43rd Annual General Meeting to be held in the year 2027 on such terms including remuneration, reimbursement of expenses (if any) as may be fixed and determined by the Board of Directors of the Company in consultation with the said Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with the relevant, prevailing statutory/ regulatory provisions including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:**Item No. 4: To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023**

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, the Company hereby ratifies the remuneration of Rs. 100000/- (Rupees One Lakh only) excluding applicable taxes, re-imbursement of expenses, out of pocket expenses or otherwise, payable to M/s. Kishore Bhatia and Associates (Firm registration number 00294) Practicing Cost Accountants appointed as the Cost Auditors of the Company to conduct audit of the Cost Records of the Company for the financial year from April 1, 2022 to March 31, 2023.

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."

Item No. 5: To Re-appoint Mr. Harisingh Shyamsukha (Din: 00033325) as the Whole Time Director of the Company for the period of 3 (Three) years and to fix his remuneration:

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 and based on the recommendations 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. Harisingh Shyamsukha (Din: 00033325), as the Whole Time Director of the Company for a period of 3 (three) years with effect from May 18, 2023 to May 17, 2026, whose period of office is liable to expire on May 17, 2023 and 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 of the Companies Act, 2013, on such terms and conditions and remuneration as set out in the appointment letter/agreement to be entered into between the Company and Mr. Harisingh Shyamsukha, material terms of which are set out in the Explanatory Statement annexed hereto.

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. Harisingh 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 May 18, 2023 to May 17, 2026.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Harisingh 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 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."

Item No. 6: To Re-appoint Mr. Suresh Kumar Vasudevan Vazhathara Pillai (Din: 00053859) as the Whole Time Director of the Company liable to retire by rotation for the period of 3 (Three) years and to fix his remuneration:

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. Suresh Kumar Vasudevan Vazhathara Pillai (Din: 00053859), as the Whole Time Director of the Company liable to retire by rotation, for a period of 3 (three) years with effect from May 28, 2023 to May 27, 2026, whose period of office is liable to expire on May 27, 2023 and 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 of the Companies Act, 2013, on such terms and conditions and remuneration as set out in the appointment letter/agreement to be entered into between the Company and Mr. Suresh Kumar Vasudevan Vazhathara Pillai, material terms of which are set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Suresh Kumar Vasudevan Vazhathara Pillai 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 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."

Item No. 7: Approval of Material Related Party Transaction(s) between the GeeCee Ventures Limited (hereinafter referred to as the "Company") and its related parties to be valid from 38th Annual General Meeting:

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

"RESOLVED THAT pursuant to the provisions of Regulation 2 (1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as amended from time to time and subject to such other approval(s), consent(s) and /or permission(s) as may be required in this behalf, the Company's Policy on Related Party Transactions and based on the recommendation/ approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contracts / Arrangement(s) / Agreement(s) entered into/ proposed to be entered into (whether by way of individual transaction or transactions taken together or series of transactions or otherwise), (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms' length basis as more specifically detailed out in Table A forming part of item no. 7 of the explanatory statement annexed to this notice between the Company and its related parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations and as provided in the table below and on such terms and conditions as may be mutually agreed between the Company and its related parties. Such approval taken shall be valid from the ensuing 38th Annual General Meeting till the next Annual General Meeting of the Company to be held in the year 2023 or for a period of fifteen months, whichever is earlier as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08,

2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time.

Material Related Party Transaction to be entered into between the Company and its related parties from the ensuing 38th Annual General Meeting is as follows:

| Name of the Related Party | Relationship | Nature of Transaction | Value of Transaction (Rs. In Crore) |
|--------------------------------------|--------------------------|--|--|
| Singularity Holdings Limited | Promoter Group Companies | Rendering / Availing revolving loan facility (Fixed Interest Rate) | Rs. 150 Crores (Sanctioned Limit - Incl. Interest) |
| Winro Commercial (India) Ltd | | | Rs. 150 Crores (Sanctioned Limit - Incl. Interest) |
| Saraswati Commercial (India) Limited | | | Rs. 150 Crores (Sanctioned Limit - Incl. Interest) |
| GeeCee Business Private Limited | Subsidiary Company | | Rs. 60 Crores (Sanctioned Limit - Incl. Interest) |
| GeeCee Comtrade LLP | Subsidiary Company | Rendering revolving loan facility (Fixed Interest Rate) | Rs. 10 Crores (Sanctioned Limit - Incl. Interest) |
| GeeCee Nirmaan LLP | Associate / JV Company | | Rs. 10 Crores (Sanctioned Limit - Incl. Interest) |

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.”

Item No. 8: Approval of Material Related Party Transaction(s) of GeeCee Business Private Limited, a subsidiary with certain identified Related Parties of the Company to be valid from 38th Annual General Meeting:

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, the Company’s Policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/

Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms' length basis as more specifically detailed out in Table B forming part of item no. 8&9 of the explanatory statement annexed to this notice, between 'Related Party' of the Company, i.e., GeeCee Business Private Limited, a subsidiary of the Company with certain identified Related Parties of the Company as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations and as provided in the table below and on such terms and conditions as may be mutually agreed between the related parties of the Company. Such approval taken will be valid from the ensuing 38th Annual General Meeting till the next Annual General Meeting of the Company to be held in the year 2023 or for a period of fifteen months, whichever is earlier as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time.

Material Related Party Transaction to be entered into by Subsidiaries with related parties:

| Name of the Subsidiary | Name of the Related Party | Relationship | Nature of Transaction | Value of Transaction (Rs. In Crore) |
|---------------------------------|------------------------------|--|--|---|
| GeeCee Business Private Limited | Singularity Holdings Limited | Member of the Promoter and Promoter Group of | Rendering / Availing revolving Loan Facility | Rs. 60 Crores (Sanctioned Limited - Incl. Interest) |
| GeeCee Business Private Limited | Winro Commercial (India) Ltd | Listed entity | (Fixed Interest rate) | Rs. 60 Crores (Sanctioned Limited - Incl. Interest) |
| GeeCee Business Private Limited | GeeCee Fincap Limited | Wholly-owned subsidiary of Listed entity | | Rs. 60 Crores (Sanctioned Limited - Incl. Interest) |

Item No. 9: Approval of Material Related Party Transaction(s) of GeeCee Fincap Limited, a wholly-owned subsidiary with certain identified Related Parties of the Company to be valid from 38th Annual General Meeting:

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, the Company's Policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms' length basis as more specifically detailed out in Table B forming part of item no. 8 & 9 of the explanatory statement annexed to this notice, between 'Related Party' of the Company, i.e., GeeCee Fincap Limited, a wholly owned subsidiary of the Company with certain identified Related Parties of the

Company as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations and as provided in the table below and on such terms and conditions as may be mutually agreed between the related parties of the Company. Such approval taken will be valid from the ensuing 38th Annual General Meeting till the next Annual General Meeting of the Company to be held in the year 2023 or for a period of fifteen months, whichever is earlier as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time.

Material Related Party Transaction to be entered into by Subsidiaries with related parties:

| Name of the Subsidiary | Name of the Related Party | Relationship | Nature of Transaction | Value of Transaction (Rs. In Crore) |
|------------------------|---------------------------------|--|---|---|
| GeeCee Fincap Limited | Singularity Holdings Limited | Member of the Promoter and Promoter Group of Listed entity | Rendering / Availing revolving Loan Facility (Fixed Interest rate) | Rs. 60 Crores (Sanctioned Limit - Incl. Interest) |
| GeeCee Fincap Limited | Winro Commercial (India) Ltd | Listed entity | | Rs. 60 Crores (Sanctioned Limit - Incl. Interest) |
| GeeCee Fincap Limited | GeeCee Business Private Limited | Subsidiary of Listed entity | | Rs. 60 Crores (Sanctioned Limit - Incl. Interest) |

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

Place: Mumbai
Date: August 08, 2022

Dipyanti Jaiswar
Company Secretary

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. 3, 4, 5, 6, 7, 8 and 9 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 item nos. 5,6,7,8 & 9 of this notice are annexed hereto.
2. Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 and General Circular No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and Sebi Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (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 38th 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 a 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 38th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the 38th 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, the Integrated Annual Report for 2021-22, the Notice of 38th AGM and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the company/ depository participant. Members may note that this Notice and Annual Report 2021-22 will also be available on the Company's website www.geeceeventures.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 voting through electronic means facility) i.e. www.evoting.nsdl.com. Company's web-link on the above will also be provided in advertisement being published in Business Standard (English Language – All India edition) and Mumbai Lakshadeep (Marathi Language).

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2021-22 and Notice of the 38th AGM of the Company, may send request to the Company's email address at geecee.investor@gcvl.in mentioning Folio No./ DP ID and Client ID.
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 (referred to as "MCA Circulars") 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 38th 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. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
13. 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.
14. 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.
15. 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 38th AGM. Members seeking to inspect such documents can send an email to geecee.investor@gcvl.in.
16. 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 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."**
17. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-14, 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.

18. Those Members who have so far not encashed their dividend warrants for final dividend for 2014-15 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 per the provisions of the Act, dividends that are unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the relevant Rules made thereunder, shares on which dividend has remained unpaid or unclaimed for seven (7) consecutive years shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

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. For details, please refer to Corporate Governance Report which is a part of this Annual Report.

The details of unpaid / unclaimed dividend and number of shares liable to be transferred are available on our website: www.geeceeventures.com and also on the website of the Ministry of Corporate Affairs: www.mca.gov.in.

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depositor Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form.
21. 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. 5th 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.
22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Exchange of share certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.geeceeventures.com/financial-archives/download-forms.aspx>. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

23. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.geeceeventures.com/financial-archives/download-forms.aspx> Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
24. Members' holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, September 14, 2022, may cast their votes electronically. The e-voting period commences on Saturday, September 17, 2022 (9:00 a.m. IST) and ends on Tuesday, September 20, 2022 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Wednesday, September 14, 2022. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
25. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, Wednesday, September 14, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she are already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquires shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 14, 2022, may follow steps mentioned in the Notice under 'Instructions for e-voting'.

26. **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 **Saturday, September 17, 2022 at 09:00 a.m.** and ends on **Tuesday, September 20, 2022 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. **Wednesday, September 14, 2022**, 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 **Wednesday, September 14, 2022**.

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 data-bbox="454 317 1227 578">1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="454 578 1227 670">2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="454 670 1227 960">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> <li data-bbox="454 968 1227 1078">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. <li data-bbox="454 1078 1227 1170">2. 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 data-bbox="454 1170 1227 1229">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <li data-bbox="454 1229 1227 1373">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| 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. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login Method for 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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.

- 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*** |

- 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'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle 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 (geecce.investor@gcvi.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. Wednesday, September 14, 2022 may obtain the login ID and password by sending a request at 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 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. Wednesday, September 14, 2022 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 from **Monday September 12, 2022 at 09:00 a.m. to Wednesday September 14, 2022 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 on or before **Wednesday September 14, 2022**, 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 to reset the password.
- The remote e-voting period commences **Saturday, September 17, 2022 at 09:00 a.m. and ends on Tuesday, September 20, 2022 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. **Wednesday September 14, 2022** 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, 2nd 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. **Wednesday September 14, 2022**. 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 Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website 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**

Dipyanti Jaiswar
Company Secretary

Place: Mumbai

Date: August 08, 2022

REGISTERED OFFICE:

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

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3:

At the 33rd Annual General Meeting (33rd AGM) held in the year 2017 M/s. MRB & Associates – Chartered Accountants (Firm Registration No. 136306W) were appointed as the statutory auditors for a period of 5 years commencing from 33rd AGM until the conclusion of 38th AGM to be held in the year 2022 and accordingly as the tenure of the Statutory Auditors is expiring at this AGM and as they are eligible under Section 141 of the Companies Act, 2013 to get re-appointed, the Audit Committee and the Board of Directors at their respective meetings held on May 25, 2022 has recommended their re-appointment as the statutory auditors of the Company for the second and final term of five consecutive years from conclusion of this AGM i.e. 38th AGM till the conclusion of the 43rd AGM to be held in the year 2027.

M/s. MRB & Associates have submitted their consent and eligibility under Section 139 and 141 of the Companies Act, 2013 to act as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:-

| | |
|-------------------------|--|
| Term of Appointment | Re-appointed for a period of 5 consecutive years commencing from the conclusion of 38 th AGM till the conclusion of 43 rd AGM to be held in the year 2027. |
| Proposed Fees | Proposed Fees of Rs. 4,25,000 (Rupees Four Lakh Twenty Five Thousand only) from F.Y. 2022-2023 onwards for a period of 3 years and thereafter with increase in the fees for the balance period of 2 years and/or such other remuneration as may be decided by the Board of Directors from time to time in addition to applicable taxes and reimbursement of out of pocket expenses, if any. |
| Basis of recommendation | On the basis of the performance evaluation done by the Audit Committee and on being satisfied by the quality of work done by M/s. MRB & Associates their re-appointment was recommended by the Audit Committee and the Board of Directors. |
| Auditor credentials | MRB & Associates is a Chartered Accountancy partnership firm promoted by Mr. Manish Bohra FCA, CMA and MBF having a professional experience of over 20 years in fund raising, preparation of financial statements, maintaining statutory books of accounts, taxation and ERP implementation. The Firm is engaged in providing services in the field of Audit & Assurance, Tax and Compliance Audit, Appeals & Assessment, Transfer Pricing, Legal & Secretarial and Accounting & Outsourcing Services of Business Process. |

The said appointment of MRB & Associates shall be pursuant to applicable provisions of the Companies Act 2013, SEBI (LODR) Regulations, 2015 and terms as contained in SEBI circular No. CIR/CFD/CMD/1/114/2019 dated October 18, 2019.

Board Recommendation:

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

Disclosure of Interest:

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 4:

The Board at its meeting held on May 25, 2022 approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), as the Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2023 at a remuneration of Rs. 1,00,000 (Rupees One Lakh Only) plus applicable taxes and out of pocket expenses, as recommended by the Audit Committee of the Company. In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

Board Recommendation:

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 2022-2023 for approval of the Members.

Disclosure of Interest:

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:

Mr. Harisingh Shyamsukha (Din: 00033325), aged 72 years is a qualified Chemical Engineer from Jadhavpur University, West Bengal. He has a career spanning over 28 years in Chemical Manufacturing and is the Co-founder director of the company. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. He has also been in the whole time employment of the Company since inception and has promoted the Company. He has career spanning over 28 years in Chemical Manufacturing and has been looking after the business development of the Company. He has been the Whole Time Director for more than 12 years with term not exceeding five years /three years at a time. Mr. Harisingh Shyamsukha has contributed in developing the business of the Company and has been guiding the Company in new business strategies and ideas. His guidance has aided the Company in adopting the methodologies that are very cost effective and profitable to the Company. Being associated with the Company since inception, Mr. Harisingh Shyamsukha has immensely contributed in the growth and establishment of the Company. Prior to the selling of chemical business in the year 2009 to Lanxess India Private Limited, Mr. Harisingh Shyamsukha was involved in setting up and development of the chemical business of the Company. His involvement in the Company has immensely contributed in building and maintaining an image for the Company.

The Present term of Mr. Harisingh Shyamsukha, Whole Time Director of the Company will expire on May 17, 2023 and thus after taking into account these factors the Board of Directors at its meeting held on August 08, 2022 after taking in to account recommendation of the Nomination and Remuneration Committee and subject to approval of members have approved re-appointment of Mr. Harisingh Shyamsukha (Din: 00033325) as the Whole Time Director of the Company for a further period of 3 (Three) years, from May 18, 2023 to May 17, 2026 on terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee of the Board at its meeting held on the same day.

It is proposed to seek the member's approval for re-appointment of and remuneration payable to Mr. Harisingh Shyamsukha as the Whole-Time Director of the Company in terms of the applicable provisions of the Act. It is proposed to seek the Members approval for the re-appointment of and remuneration payable to Mr. Harisingh Shyamsukha as Whole-Time Director of the Company in terms of the applicable provisions of the Act.

Further Section 196 (3) of the Companies Act, 2013, inter alia provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time Director or Manager unless it is approved by the members by passing special resolution. Part 1 of Schedule V to the Act contains similar relaxation. In accordance with these provisions as Mr. Harisingh Shyamsukha is aged more than 70 years as at the date of re-appointment approval of members through special resolution is proposed.

Mr. Harisingh Shyamsukha has long term experience in the business development of the Company and has been providing suggestions on various business activities of the Company and thus considering this the Board of Directors and the Nomination and Remuneration Committee of the Company has approved and recommended re-appointment of Mr. Harisingh Shyamsukha as the Whole Time Director of the Company.

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

1. Period:

Three years w.e.f May 18, 2023 to May 17, 2026

2. Salary:

Salary: Rs. 37.50 lakhs per annum and with annual increment not exceeding 33% of the Basic Salary w.e.f May 18, 2023 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.
- Payment towards furnishing, gas, electricity and water, Personal Accident Cover and Club membership Fees. The amount to be paid towards Medical Benefits, Leave Travel Concessions, Personal Accident Cover and Club Membership Fees as approved by the Remuneration Committee, Provision of use of Company's car for official duties and telephone at residence shall not be included in computation of perquisites and allowances.
- Gratuity: 15 days of basic salary for each completed year of service.
- Leave encashment: 30 days @100% of Basic Salary + HRA (on yearly basis).
- Commission to be payable as per the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.

Mr. Harisingh 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.

Minimum Remuneration: Notwithstanding anything herein, where in any financial year during 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 as per Companies Act, 2013 and such other Acts/ Regulations in force. Mr. Harisingh 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 shareholders approval at general meeting will pay Managerial Remuneration to Mr. Harisingh 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 38th Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on August 08, 2022 has recommended the remuneration payable to Harisingh Shyamsukha (Din: 00033325) 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 of the above Director is provided in the Annexure to this Notice.

Also the specified information while seeking approval/consent of the shareholders as required under Schedule V is provided separately along with explanatory statement no.6.

Board Recommendation:

The Board of Directors based on the recommendation received from the nomination and remuneration committee, recommends resolution in relation to re-appointment of Mr. Harisingh Shyamsukha as the Whole Time Director as set out at Item No. 5 of this Notice for approval of the Members by way of Special Resolution.

Disclosure of Interest:

Mr. Harisingh Shyamsukha, Whole Time Director is deemed to be interested in this item of business since it relates to his re-appointment. Mr. Gaurav Shyamsukha is also deemed to be interested, being relative of Mr. Harisingh Shyamsukha. Also Mr. Ashwin Kumar Kothari and Mr. Rohit Ashwin 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. 6:

Mr. Sureshkumar Vasudevan Vazhathara Pillai (Din: 00053859), aged 64 years, holds Bachelor's 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 the same field. He has been associated with the Company for more than 20 years and during such association he has served as the sales and marketing head. He was appointed on the Board of the Company as the Additional Director w.e.f March 30, 2015 and thereafter as the Whole Time Director. He leads the sales and marketing department of the Company. His leadership in the sales and marketing has supported the Company in creating awareness among the customers, building market strategy, framing new techniques for marketing and establishing the market. His contribution has helped the Company to achieve growth and high prospectus in the field of real estate.

Being associated with the Company, Mr. Sureshkumar Vasudevan Vazhathara Pillai (Din: 00053859) has contributed in enhancing the productivity and growth of the Company. The Present term of Mr. Sureshkumar Vasudevan Vazhathara Pillai as the Whole Time Director of the Company will expire on May 27, 2023 and thus after taking into account these factors the Board of Directors at its meeting held on August 08, 2022 after considering the recommendation of the Nomination and Remuneration Committee and subject to approval of members have approved re-appointment of Mr.

Sureshkumar Vasudevan Vazhathara Pillai (Din: 00053859) as the Whole Time Director of the Company for a further period of 3 (Three) years, from May 28, 2023 to May 27, 2026 on terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee of the Board at its meeting held on the same day.

It is proposed to seek the Member's approval for the re-appointment of and remuneration payable to Mr. Sureshkumar Vasudevan Vazhathara Pillai 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 Mr. Sureshkumar Vasudevan Vazhathara Pillai are as under:

1) Period :

Three years w.e.f May 28, 2023 to May 27, 2026

2) Salary:

Basic Salary: Rs. 21.63 Lacs per annum with an annual increment not exceeding 33% of the Basic Salary w.e.f. May 28, 2023

3) Perquisites:

- HRA: not more than 50% of the Basic Salary.
- Leave Travel Allowance: Subject to the maximum of 10% of the Basic Salary.
- Leave encashment: 35 days on Basic + HRA.
- Special Allowance: Not more than 50% of the CTC
- Sodexo: Rs. 31,200 per annum
- Employers Contribution to the PF: up to 12% of the Basic Salary
- Employers Contribution to Superannuation Fund - 15% of Basic Salary
- Gratuity: 15 days of basic salary for each completed year of service.
- Commission payable as per the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.

Mr. Sureshkumar Vasudevan Vazhathara Pillai 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.

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. Sureshkumar Vasudevan Vazhathara Pillai 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 shareholders approval at general meeting will pay Managerial Remuneration to Mr. Sureshkumar Vasudevan Vazhathara Pillai 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 38th Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on August 08, 2022 has recommended the remuneration payable to Mr. Sureshkumar Vasudevan Vazhathara Pillai (Din: 00053859) as the 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 of the above Director is provided in the Annexure to this Notice.

Board Recommendation:

The Board of Directors based on the recommendation received from the nomination and remuneration committee, recommends resolution in relation to re-appointment of Mr. Sureshkumar Vasudevan Vazhathara Pillai as the Whole Time Director as set out at Item No. 6 of this Notice for approval of the Members by way of Special Resolution.

Disclosure of Interest:

Mr. Sureshkumar Vasudevan Vazhathara Pillai, Whole Time Director is deemed to be interested in this item of business since it relates to his re-appointment. No other Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

The specified information while seeking approval/consent of the shareholders in respect of the remuneration payment as required under Schedule V in respect Mr. Harisingh Shyamsukha and Mr. Sureshkumar Vasudevan Vazhathara Pillai is provided hereunder:

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 | As per audited financial results for the year |

(Rs. in lakhs)

| | Particulars | 2021-22 | 2020-21 |
|----|---|----------------|----------------|
| | Paid up Capital | 2091.17 | 2091.17 |
| | Reserves & Surplus | 49069.27 | 44135.45 |
| | Revenue from Operations | 9312.96 | 4168.83 |
| | Other Income | 78.07 | 228.35 |
| | Total Revenue | 9391.03 | 4397.18 |
| | Total Expenses | 6986.93 | 2716.68 |
| | Profit before Taxation | 2404.10 | 1680.50 |
| | Tax Expenses/ (Income) including Deferred Tax | 579.35 | 420.27 |
| | Profit After Tax | 1824.75 | 1260.23 |
| 5. | Foreign investments or collaborators, if any | Nil | Nil |

II. INFORMATION ABOUT THE APPOINTEE:

| | Particulars | Mr. Sureshkumar Vasudevan Vazhathara Pillai | Mr. Harisingh Shyamsukha | | |
|----|---------------------------------|---|---|----------------|----------------|
| 1. | Background details | Mr. Sureshkumar Vasudevan Vazhathara Pillai, aged 64 years, is the Whole-Time Director of the Company. He 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. . He has been associated with the Company for more than 20 years and during such association he has served as the sales and marketing head. | Mr. Harisingh Shyamsukha aged 72 years, is the Whole-Time Director of the Company. He is a qualified Chemical Engineer from Jadhavpur University, West Bengal. He has a career spanning over 28 years in Chemical Manufacturing and is the Co-founder director of the company. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. | | |
| 2. | Past remuneration | (Rs. In Lakhs) | | | |
| | Particulars | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| | Salary | 61.93 | 60.47 | 68.76 | 63.83 |
| | Perquisites | 0.30 | 0.29 | 4.51 | 0.40 |
| | Commission | - | - | - | - |
| | Total | 62.22 | 60.76 | 73.27 | 64.23 |
| 3. | Recognition or awards | There were no recognition/ awards issued to any of the Directors. | | | |
| 4. | Job profile and his suitability | He leads the sales and marketing department of the Company. He has been associated with the Company for more than 30 years and during such association he has served as the sales and marketing head. | He has a career spanning over 28 years in Chemical Manufacturing and is the Co-founder director 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. Sureshkumar Vasudevan Vazhathara Pillai and Mr. Harisingh 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. Sureshkumar Vasudevan Vazhathara Pillai is 142 Shares aggregating to 0.00 % of the total share capital of the Company. Mr. Sureshkumar Vasudevan Vazhathara Pillai is not related to any of the directors or other managerial personnel of the Company. | Besides the remuneration paid/ payable as stated above the present shareholding of Mr. Harisingh Shyamsukha is 7,86,195 aggregating to 3.76 % of the total share capital of the Company. Mr. Harisingh Shyamsukha (Whole Time Director) is father of Mr. Gaurav Shyamsukha. Other than as stated above no other director has any indirect pecuniary relationship with the Company or other managerial personnel. Other than above Mr. Rohit Ashwin 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 2023 to 2026 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 " attached to the annual report for the year 2021-22:
 - (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.

Board Recommendation:

The Board recommends the Resolutions in relation to re-appointment of Mr. Harisingh Shyamsukha and Mr.

Sureshkumar Vasudevan Vazhathara Pillai as the Whole Time Directors as set out at Item No. 5 and 6 of this Notice for approval of the Members by way of Special Resolution.

Nature of concern or interest of Directors:

Mr. Harisingh Shyamsukha and Mr. Sureshkumar Vasudevan Vazhathara Pillai - Whole Time Director are deemed to be interested in this item of business since it relates to their re-appointment. Mr. Gaurav Shyamsukha is also deemed to be interested, being relative of Mr. Harisingh Shyamsukha. Also Mr. Ashwin Kumar Kothari and Mr. Rohit Ashwin Kothari are deemed to be interested in resolution No. 5.

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

Annexure to the Notice

Details of Mr. Rohit Ashwin Kothari, Mr. Harisingh Shyamsukha and Mr. Sureshkumar Vasudevan Vazhathara Pillai 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:

| Name of the Director | Mr. Rohit Ashwin Kothari | Mr. Harisingh Shyamsukha | Mr. Sureshkumar Vasudevan Vazhathara Pillai |
|--|---|--|---|
| Din | 00054811 | 00033325 | 00053859 |
| Age | 47 years | 72 years | 64 years |
| Designation | Non-Executive Director | Whole Time Director | Whole Time Director |
| Date of first appointment on the Board | 29-04-2006 | 12-05-1993 | 30-03-2015 |
| Qualification | Chartered Accountant and MBA from Babson University, USA | Chemical Engineer from Jadhavpur University, West Bengal. | Bachelor of Commerce from Kerala University and Diploma in Marketing and Management from Mumbai University |
| Brief Resume of the Director | Mr. Rohit Ashwin Kothari aged 47 years is the Non - Executive Director of the Company. He is a Chartered Accountant and MBA from Babson University, USA having about 15 years of experience in various businesses. He leads company various segments and is spending time on development of new projects. Additionally, he is also building financial services business of the Company. | Mr. Harisingh Shyamsukha aged 72 years, is the Whole-Time Director of the Company. He is a qualified Chemical Engineer from Jadhavpur University, West Bengal. He has a career spanning over 28 years in Chemical Manufacturing and is the Co-founder director of the company. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. He has also been in the whole time employment of the Company since inception and has promoted the Company. | Mr. Sureshkumar Vasudevan Vazhathara Pillai aged 64 years is the Whole Time Director of the Company. He 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. |
| Expertise in specific functional area | Finance and accounts | Experience in Chemical Manufacturing | Sales and Marketing |
| Shareholding in the Company (including shareholding as a beneficial owner) | 14900 shares agg. to 0.07% of the total paid up share capital of the Company | 786195 shares agg. to 3.76% of the total paid up share capital of the Company | 142 Shares agg. to 0.00 % of the total share capital of the Company |

| Name of the Director | Mr. Rohit Ashwin Kothari | Mr. Harisingh Shyamsukha | Mr. Sureshkumar Vasudevan Vazhathara Pillai |
|--|---|--|--|
| Directorships held in other bodies corporate as on March 31, 2022 | Unlisted Companies ➤ GeeCee FinCap Limited ➤ Four Dimensions Advisors Private Limited | Unlisted Companies ➤ GeeCee Business Private Limited ➤ Elrose Mercantile Private Limited ➤ Chematek Fine Chemicals India Private Limited | Unlisted Companies ➤ Rosy Agriculture Private Limited ➤ Mountain Side Agriculture Private Limited ➤ Arcies Laboratories Limited ➤ GeeCee FinCap Limited ➤ Oldview Agriculture Private Limited ➤ Neptune Farming Private Limited ➤ Retold Farming Private Limited |
| Membership / Chairmanships of committees of other companies as on March 31, 2022 | Nil | Nil | Member GeeCee FinCap Limited Nomination and Remuneration Committee Credit Committee Lending Committee IT Strategy Committee Chairman GeeCee FinCap Limited Asset Liability Management Committee Risk Management Committee IT Steering Committee |
| Listed entities from which the person has resigned from the directorship in the past three years | Mansoon Trading Company Limited | Crux Investments Private Limited | Saraswati Commercial (India) Ltd |
| Inter-se relationship with other Directors and Key Managerial Personnel | Mr. Rohit Ashwin Kothari is son of Mr. Ashwin Kumar Kothari. Mr. Harisingh Shyamsukha and Mr. Gaurav Shyamsukha are deemed to be related. | Mr. Gaurav Shyamsukha is son of Mr. Harisingh Shyamsukha. Mr. Ashwin Kumar Kothari and Mr. Rohit Ashwin Kothari are deemed to be related to each other. | Mr. Sureshkumar Vasudevan Vazhathara Pillai is not related to any of the Director/ Key Managerial Personnel. |
| Number of Board Meetings Attended during the year | 2 | 3 | 4 |
| Remuneration Last drawn and to be paid | Nil | 73.27 lakhs | 62.22 lakhs |
| Terms & Conditions of re-appointment/ variation of remuneration | None | Please refer explanatory statement no.5 | Please refer explanatory statement no.6 |

ITEM NO. 7:

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such

transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The Company had in the past provided a similar loan facility in favour of the related parties with the approval of the audit committee and the Board. However as Company proposes to enter into certain business transactions with some of its related parties during Financial Year 2022-2023 and as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f April 1, 2022 i.e. 10% of the annual consolidated turnover prior approval of the members is required.

Further the members are hereby informed that though postal ballot approval taken for material related party transactions on June 26, 2022 is valid for a financial year i.e. 2022-23, it is found appropriate for the company to align the validity of the approval upto next annual general meeting instead of financial year as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and thus approval for same transactions with certain modification(s)/ alteration(s) is being proposed to the members all over again as a fresh approval.

Thus in views of the above, below are the list of proposed transactions seeking approval from the members:

| Sr. No. | Name of the Related Parties | Nature of transactions |
|---------|--------------------------------------|--|
| 1. | Singularity Holdings Limited | Rendering / Availing revolving Loan Facility (Fixed Interest rate) |
| 2. | Winro Commercial (India) Ltd | |
| 3. | Saraswati Commercial (India) Limited | |
| 4. | GeeCee Business Private Limited | |
| 5. | GeeCee Nirmaan LLP | Rendering revolving Loan Facility (Fixed Interest rate) |
| 6. | GeeCee Comtrade LLP | |

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally an update on the actual related party transactions entered during every quarter is provided to the Audit Committee. Approval of the Members of the Company is therefore required for Item No.7 in terms of Regulation 23 of the SEBI Listing Regulations by way of passing of an Ordinary Resolutions for approval to the aforesaid Material Related Party Transactions to be entered from the ensuing 38th Annual General Meeting.

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

| Particulars | Singularity Holdings Limited | Winro Commercial (India) Ltd | Saraswati Commercial (India) Limited | GeeCee Comtrade LLP | GeeCee Nirmaan LLP | GeeCee Business Private Limited |
|---|--|--|--|-----------------------------------|-----------------------------------|--|
| Type, material terms and particulars of the proposed transaction; | Rendering / Availing revolving Loan Facility | Rendering / Availing revolving Loan Facility | Rendering / Availing revolving Loan Facility | Rendering revolving Loan Facility | Rendering revolving Loan Facility | Rendering / Availing revolving Loan Facility |

| | | | | | | |
|--|---|---|---|---|---|---|
| Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | Singularity Holdings Limited-Promoter Group Company | Winro Commercial (India) Ltd-Promoter Group Company | Saraswati Commercial (India) Limited - Promoter Group Company | GeeCee Comtrade LLP -Subsidiary Company | GeeCee Nirmaan LLP- Associate (JV Co.) | GeeCee Business Private Limited -Subsidiary Company |
| Tenure of the proposed transaction (particular tenure shall be specified); | From 38 th Annual General Meeting till the next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier | | | | | |
| Value of the proposed transaction; | Rs. 150 Crores (sanctioned limit -incl. interest) | Rs. 150 Crores (sanctioned limit -incl. interest) | Rs. 150 Crores (sanctioned limit -incl. interest) | Rs. 10 Crore (sanctioned limit -incl. interest) | Rs. 10 Crore (sanctioned limit -incl. interest) | Rs. 60 Crore (sanctioned limit -incl. interest) |
| *The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction; | 156.53% | 156.53% | 156.53% | 10.44% | 10.44% | 62.61% |
| **The percentage of the subsidiary/associate standalone turnover for the immediately preceding financial year that is represented by the value of the proposed transaction | Not Applicable | | | 1029.55% | ***0 | 458015.27% |
| Details of Source of Funds in connection with the proposed transaction | Owned Funds / Borrowed Funds | | | | | |
| Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments | <p>Company may avail temporary loan from banks or other financial institutions</p> <p>Nature of Indebtness : Inter Corporate Deposits/Loan against Shares</p> <p>Cost of Funds: Prevailing market rate at the time of incurring financial indebtedness</p> <p>Tenure: Less Than a year</p> | | | | | |
| Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | <p>Terms of Loan: As per agreements</p> <p>Tenure: Less than a year</p> <p>Interest Rate: Rate of interest shall not be lower than cost of funding to the company.</p> <p>Repayment schedule: On Demand</p> <p>Whether secured or unsecured: Unsecured</p> | | | | | |
| The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | The loan by all the Entities/ Companies shall utilize the loan for its business Operations | | | | | |
| Justification as to why the RPT is in the interest of the listed entity | <ul style="list-style-type: none"> • Revolving Loan facility repayable on demand • Interest rate as per arm's length basis with prevailing market rate • Contains Low default risk • Financial Stability of the Companies | | | | | |
| Any advance paid or received for the transaction | Nil | | | | | |

| | |
|---|--|
| The indicative base price or current contracted price and the formula for variation in the price, if any. | Interest Payable/ Receivable at Arm's Length Basis |
| Instrument for Transaction | Agreement |
| A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders | Not Applicable |

The percentage above is based on the consolidated turnover of FY 2021-22 as per audited financial statements.

** The percentage above is based on the standalone turnover of FY 2021-22 as per audited financial statements.

***As the turnover is nil the % is written as zero.

The Audit Committee, comprising of all the independent directors, of the Company has granted omnibus approval to the related party transactions entered/proposed to be entered into by the Company. Since all the transactions between the Company and the parties as provided in the table above will be entered in the ordinary course of business and at arms' length basis, the provisions of Sec 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

The aforesaid transactions in aggregate at individual level are expected to exceed 10% of the annual consolidated turnover; these transactions are therefore considered as material related party transactions as per Listing Regulations. Thus in terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions entered /to be entered between the Company and the parties as provided in table above from 38th Annual General Meeting till the next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.

The members may note that, as at date no transactions have been entered into between the related parties as set out at Item No. 7.

Board Recommendation:

Based on the recommendations of the Audit Committee, the Board recommends the Ordinary Resolution as set out at Item No.7 of this Notice for approval of the Members by way of Ordinary Resolution.

Nature of Concern or Interest of Directors:

Mr. Gaurav Shyamsukha, Mr. Rohit Ashwin Kothari, Mr. Ashwin Kumar Kothari and Mr. Harisingh Shyamsukha being the members of promoter and promoter group and Mr. Sureshkumar Vasudevan Vazhathara Pillai being KMP of the company are deemed to be interested in the resolution and thus will not on vote on this resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ITEM NO. 8 & 9:

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Further as per Regulation 23 (4), if transaction to which the subsidiary of the listed entity is a party and the listed entity is not a party and if the transaction exceeds the threshold limits of material related party transaction than those transactions will be required to be approved by the shareholders of the listed entity. Thus as 2 subsidiaries of the Company seems to enter into material related party transactions with the related parties of this Company, it is required for the Company to obtain shareholders' approval for such transaction.

As per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 as the approval for related party transaction taken from the shareholders at this AGM shall remain valid until the next AGM or for a period of 15 months whichever is earlier, below transactions to be entered into between a subsidiary i.e. GeeCee Business Private Limited and a wholly owned subsidiary i.e. GeeCee Fincap Limited with their respective related parties is being proposed to the members of this Company for their approval.

Material Related Party Transactions proposed to be entered by Subsidiaries with related parties:

| Sr. No. | Name of the Subsidiary | Name of the Related Parties | Nature of transactions |
|---------|---------------------------------|---------------------------------|--|
| 1. | GeeCee Business Private Limited | Singularity Holdings Limited | Rendering / Availing revolving Loan Facility (Fixed Interest rate) |
| | | Winro Commercial (India) Ltd | |
| | | GeeCee Fincap Limited | |
| 2. | GeeCee Fincap Limited | Singularity Holdings Limited | |
| | | Winro Commercial (India) Ltd | |
| | | GeeCee Business Private Limited | |

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally an update on the actual related party transactions entered during every quarter is provided to the Audit Committee. Approval of the Members of the Company is therefore required for Item No. 8 & 9 in terms of Regulation 23 of the SEBI Listing Regulations by way of passing of an Ordinary Resolutions for approval to the aforesaid Material Related Party Transactions to be entered from the ensuing 38th Annual General Meeting.

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

| Name of the Subsidiary | GeeCee Business Private Limited | | | GeeCee Fincap Limited | | |
|--|--|---|--|---|---|---|
| | Singularity Holdings Limited | Winro Commercial (India) Ltd | GeeCee Fincap Limited | Singularity Holdings Limited | Winro Commercial (India) Ltd | GeeCee Business Private Limited |
| Type, material terms and particulars of the proposed transaction; | Rendering / Availing revolving Loan Facility | Rendering / Availing revolving Loan Facility | Rendering / Availing revolving Loan Facility | Rendering / Availing revolving Loan Facility | Rendering / Availing revolving Loan Facility | Rendering / Availing revolving Loan Facility |
| Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | Singularity Holdings Limited- (Promoter Group Company of the listed entity) | Winro Commercial (India) Ltd- (Promoter Group Company of the listed entity) | GeeCee Fincap Limited – (Wholly Owned Subsidiary of the listed entity) | Singularity Holdings Limited- (Promoter Group Company of the listed entity) | Winro Commercial (India) Ltd- (Promoter Group Company of the listed entity) | GeeCee Business Private Limited – (Subsidiary of the listed entity) |
| Tenure of the proposed transaction (particular tenure shall be specified); | From 38 th Annual General Meeting till the next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier | | | | | |
| Value of the proposed transaction; | Rs. 60 Crores (Sanctioned Limit- Incl. Interest) | Rs. 60 Crores (Sanctioned Limit- Incl. Interest) | Rs. 60 Crores (Sanctioned Limit- Incl. Interest) | Rs. 60 Crore (Sanctioned Limit- Incl. Interest) | Rs. 60 Crore (Sanctioned Limit- Incl. Interest) | Rs. 60 Crore (Sanctioned Limit- Incl. Interest) |
| *The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction; | 62.61% | 62.61% | 62.61% | 62.61% | 62.61% | 62.61% |
| **The percentage of the subsidiary/associate standalone turnover for the immediately preceding financial year that is represented by the value of the proposed transaction | 458015.27% | | | 1901.38% | | |
| Details of Source of Funds in connection with the proposed transaction | Owned Funds / Borrowed Funds | | | | | |

| | |
|---|---|
| Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments | Company may avail temporary loan from banks or other financial institutions Nature of Indebtness : Inter Corporate Deposits/Loan against Shares Cost of Funds: Prevailing market rate at the time of incurring financial indebtedness Tenure: Less than 1 year |
| Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | Terms of Loan: As per agreements Tenure: Less than a year Interest Rate: Rate of interest shall not be lower than cost of funding to the company. Repayment schedule: On Demand Whether secured or unsecured: Unsecured |
| The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | The loan by all the Entities/ Companies shall utilize the loan for its business Operations |
| Justification as to why the RPT is in the interest of the listed entity | <ul style="list-style-type: none"> • Revolving Loan facility repayable on demand • Interest rate as per arm's length basis with prevailing market rate • Contains Low default risk • Financial Stability of the Companies |
| Any advance paid or received for the transaction | Nil |
| The indicative base price or current contracted price and the formula for variation in the price, if any. | Interest Payable/Receivable at Arm's Length Basis |
| Instrument for Transaction | Agreement |
| A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders | Not Applicable |

* The percentage above is based on the consolidated turnover of FY 2021-22 as per audited financial statements.

** The percentage above is based on the standalone turnover of FY 2021-22 as per audited financial statements.

As per the provisions of Regulation 23 (2) the Audit Committee, comprising of all the independent directors, of the Company has granted omnibus approval to the related party transactions entered/proposed to be entered between subsidiary companies of GeeCee Ventures Limited (hereinafter referred to as the “company”) and Related Parties of the company. Since all the transactions between the Company and the parties as provided in the table above will be entered in the ordinary course of business and at arms’ length basis, the provisions of Sec 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

The aforesaid transactions in aggregate at individual level are expected to exceed 10% of the annual consolidated turnover; these transactions are therefore considered as material related party transactions as per Listing Regulations. Thus in terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions entered /to be entered between the Company and the parties as provided in table above from 38th Annual General Meeting till the next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.

The members may note that, as at date no transactions have been entered into between the related parties as set out at Item No. 8 & 9.

Board Recommendation:

Based on the recommendations of the Audit Committee, the Board recommends the Ordinary Resolution as set out at Item No.8 & 9 of this Notice for approval of the Members by way of Ordinary Resolution.

Nature of Concern or Interest of Directors:

Mr. Gaurav Shyamsukha, Mr. Rohit Ashwin Kothari, Mr. Ashwin Kumar Kothari and Mr. Harisingh Shyamsukha being the members of promoter and promoter group and Mr. Sureshkumar Vasudevan Vazhathara Pillai being KMP of the company are deemed to be interested in the resolution and thus will not on vote on this resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.8 & 9 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Annexure to the Notice & Explanatory Statement No. 7

Details of shareholding of the promoters, directors of GeeCee Ventures Limited hereinafter referred to the Company as per Para 1.2.5 of Secretarial Standard on General Meetings is provided herein below:

| Name of the Related Party | Designation in the Company | Shareholding | | |
|---------------------------|-------------------------------------|------------------------------|------------------------------|--------------------------------------|
| | | Singularity Holdings Limited | Winro Commercial (India) Ltd | Saraswati Commercial (India) Limited |
| Mr. Ashwin Kumar Kothari | Chairman and Non-Executive Director | Nil | 28,500 | 61,081 |
| | | | 2.28% | 5.93% |
| Mr. Rohit Ashwin Kothari | Non-Executive Director | 99,725 | 14,280 | 42,141 |
| | | | 1.17% | 1.14% |

| | | | | |
|--|---|-----------|----------|----------|
| Ms. Meena Ashwin Kothari | Member of Promoter Group and Relative of Director | Nil | Nil | 19,347 |
| Ms. Tejal Rohit Kothari | | Nil | Nil | 1.88% |
| Ashwin Kumar Kothari (HUF) | Member of Promoter Group | 87,660 | 6,200 | 59,343 |
| Ashwin Kumar Kothari (Smaller) HUF | | 1.03% | 0.49% | 5.76 |
| Pannalal C Kothari (HUF) | | 94,500 | 10,000 | 59,366 |
| Mr. Harisingh Shyamsukha | | 1.11% | 0.80 % | 5.76% |
| Four Dimensions Securities (India) Limited | | 1,30,000 | 250 | 50,979 |
| Winro Commercial (India) Ltd | | 1.53% | 0.02% | 4.95% |
| Saraswati Commercial (India) Limited | | Nil | Nil | 11 |
| Singularity Holdings Limited | | | | 0.00% |
| Winro Commercial (India) Ltd | | 7,17,631 | 3,25,050 | 2,05,787 |
| Singularity Holdings Limited | | 8.45% | 25.95% | 19.98% |
| Singularity Holdings Limited | | 34,37,798 | N.A. | 1,83,529 |
| Singularity Holdings Limited | | 40.47% | | 17.82 % |
| Singularity Holdings Limited | | 13,50,166 | 1,00,150 | N.A. |
| Singularity Holdings Limited | | 15.90% | 8.00 % | |
| Singularity Holdings Limited | | N.A. | 1,10,150 | 7,861 |
| Singularity Holdings Limited | | | 8.79% | 0.76% |

-----Intentionally left blank-----

Annexure to the Notice & Explanatory Statement No. 8 & 9

Details of shareholding of the promoters, directors of the Subsidiary Companies of GeeCee Ventures Limited hereinafter referred to the Company as per Para 1.2.5 of Secretarial Standard on General Meetings is provided herein below:

| Name of the Related Party | Designation in the Subsidiary Companies -(GeeCee Business Private Limited and Geecee Fincap Limited) | Shareholding | | |
|--|---|------------------------------|------------------------------|---|
| | | Singularity Holdings Limited | Winro Commercial (India) Ltd | GeeCee Fincap Limited |
| GeeCee Ventures Limited | Holding Company | Nil | Nil | 37,49,993 99.99% |
| Four Dimensions Securities (India) Limited | Member of Promoter Group | 7,17,631 8.45% | 3,25,050 25.95% | Nil |
| Saraswati Commercial (India) Limited | | 13,50,166 15.90% | 1,00,150 8.00% | Nil |
| Harisingh Shyamsukha | | Director | Nil | Nil |
| Sandeep Kejariwal | | Nil | Nil | 1 (As registered owner for GeeCee Ventures Limited) 0.00% |
| Arun Pawar | | Nil | Nil | 1 (As registered owner for GeeCee Ventures Limited) 0.00% |
| Gaurav Shyamsukha | | Nil | Nil | 1 (As registered owner for GeeCee Ventures Limited) 0.00% |
| Rohit Ashwin Kothari | | 99,725 1.17% | 14,280 1.14% | 1 (As registered owner for GeeCee Ventures Limited) 0.00% |
| Suresh Kumar Vasudevan Vazhathara Pillai | | Nil | Nil | 1 (As registered owner for GeeCee Ventures Limited) 0.00% |

| Name of the Related Party | Designation in the Subsidiary Company (GeeCee Fincap Limited) | Shareholding | | |
|---------------------------|--|------------------------------|------------------------------|---------------------------------|
| | | Singularity Holdings Limited | Winro Commercial (India) Ltd | GeeCee Business Private Limited |
| GeeCee Ventures Limited | Holding Company | Nil | Nil | 26,460 63% |
| Rohit Ashwin Kothari | Director | 99,725 1.17% | 14,280 1.14% | Nil |

By Order of the Board of Directors
For GeeCee Ventures Limited

Place: Mumbai

Date: August 08, 2022

Dipyanti Jaiswar
Company Secretary

REGISTERED OFFICE:

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



NOTICE OF CANDIDATURE

To,
The Board of Directors
GeeCee Ventures Limited
209-210, Arcadia Building,
2nd Floor, 195, NCPA Marg, Nariman Point,
Mumbai – 400 021

Dear Sir/Madam,

I Mr. Ashwin Kumar Kothari, in my capacity as a member of your Company holding 9,86,910 fully paid up Equity shares of the Company, hereby notify that I intend to propose candidature of **Mr. Sureshkumar Vasudevan Vazhathara Pillai**, holding (Din 00053859) for the office of Wholetime Director of **GeeCee Ventures Limited** at its forth coming 38th Annual General Meeting of the Company.

Thanking you,

For GeeCee Ventures Limited

Ashwin Kumar Kothari
DP ID - IN301549
Client ID – 17542883
August 07, 2022

NOTICE OF CANDIDATURE

To,
The Board of Directors
GeeCee Ventures Limited
209-210, Arcadia Building,
2nd Floor, 195, NCPA Marg, Nariman Point,
Mumbai – 400 021

Dear Sir/Madam,

I Mr. Ashwin Kumar Kothari, in my capacity as a member of your Company holding 9,86,910 fully paid up Equity shares of the Company, hereby notify that I intend to propose candidature of **Mr. Harisingh Shyamsukha**, holding (Din 00033325) for the office of Wholetime Director of **GeeCee Ventures Limited** at its forth coming 38th Annual General Meeting of the Company.

Thanking you,

For GeeCee Ventures Limited

Ashwin Kumar Kothari
DP ID - IN301549
Client ID – 17542883
August 07, 2022