



February 12, 2025

To  
The Listing and Compliance  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Fax No. 91-22-22722039/41/61  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
Re: BSE – Scrip Code: 532764

To  
The Listing Department  
The National Stock Exchange of India Ltd  
“Exchange Plaza”  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Fax No. 91-22-26598237/38  
[cmllist@nse.co.in](mailto:cmllist@nse.co.in) [cmtrade@nse.co.in](mailto:cmtrade@nse.co.in)  
NSE: GEECEE

Dear Sir/Madam,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we hereby submit the Postal Ballot Notice along with the Explanatory Statement dated February 04, 2025 (“Notice”), being sent to all the Shareholders /members of the Company whose names appear on the Register of Members as on **Friday, February 07, 2025 (“Cut-off date”)** seeking approval of Members on the below item of special business, through remote e-voting system:

Sr.No.	Particulars	Type of Resolution
1.	To approve re-designation and appointment of Mr. Gaurav Shyamsukha (Din: 01646181) as the Managing Director of the Company for the period of 3 (three) years and to fix his remuneration.	Special Resolution
2.	To approve payment of remuneration and other facilities to Mr. Harisingh Shyamsukha holding office or place of profit.	Ordinary Resolution

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its Members. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system.

The instructions for remote e-voting are provided in the Notice.

In view of the above please find below the schedule of events for postal ballot:

SI. No.	Activity	Date
1.	Cut/off – date / Benpos date for sending notice to the shareholders	Friday, February 07, 2025
2.	Voting through postal ballot and E-voting start date	Thursday, February 13, 2025 at 09:00 a.m. (IST)
3.	Voting through postal ballot and E-voting end date	Friday, March 14, 2025 at 05:00 p.m. (IST)
4.	Declaration of results & Scrutinizer’s report	On or Before 06:00 p.m. (IST) Tuesday, March 18, 2025



The Notice is also being made available on the website of the Company at [www.geeceeventures.com](http://www.geeceeventures.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your information and records.

Thank you,

**Yours truly,  
For GeeCee Ventures Limited**

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**Dipyanti Jaiswar  
Company Secretary  
Membership No. A41024  
Place: Mumbai**



**GeeCee Ventures Limited**

CIN: L24249MH1984PLC032170

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

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

**E-mail:** [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) **Website:** [www.geeceeventures.com](http://www.geeceeventures.com)

**POSTAL BALLOT NOTICE**

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and applicable MCA Circulars (as defined below)]

Dear Member(s),

**NOTICE** (“Notice” or “Postal Ballot Notice”) is hereby given pursuant to Section 108, 110 of the Companies Act, 2013 (“**Act**” / “**Companies Act**”) other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by Institute of Company Secretaries of India, as amended and other applicable laws and regulations (including any statutory modification or re-enactment thereof) read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular 09/2023 dated September 25, 2023 and General Circular 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI for seeking consent of the shareholders / members of GeeCee Ventures Limited (“the Company” or “GCVL”) (“Members”), on the resolutions set out below for the matter more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting only (“remote e-voting”).

In compliance with the requirements of the MCA Circulars and SEBI Circular, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot and the members are requested to convey their assent or dissent only through remote e-voting. Members may note that the Notice of the Postal Ballot will also be available on the Company’s website <https://www.geeceeventures.com/>, website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com); National Stock Exchange of India Limited (NSE) at <https://www.nseindia.com/> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members are requested to read carefully the instructions for remote e-voting given in the notes forming part of this notice.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the said resolutions, setting out the material facts and the reasons thereof, is appended to this Postal Ballot Notice. You are requested to peruse the Proposed Resolutions, along with the explanatory statement and thereafter record your assent or dissent through Postal Ballot by remote e-voting facility provided by the Company.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed Ms. Avani Gandhi, Proprietor of M/s. Avani Gandhi & Associates – Practising Company Secretaries (CP No. 16143, Peer Review No.: 1379/2021), as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and the Company has engaged services of the National Securities Depository Limited (NSDL) for facilitating the remote e-voting facility. The remote e-voting period commences on **Thursday, February 13, 2025 (09:00 AM Indian Standard Time)** and ends on **Friday,**



**March 14, 2025 (05:00 PM Indian Standard Time)** and the e-voting module will be disabled / blocked after 05:00 PM on Friday, March 14, 2025 i.e. voting shall not be allowed beyond the said date and time.

The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, **February 07, 2025**.

The Scrutinizer will submit his report to the Chairman for the meeting or any Executive Director of the Company or in their absence to the Company Secretary of the Company, as may be authorized by the Board in this regard. The results of the Postal Ballot will be declared on or before 06:00 p.m. (IST) on **Tuesday, March 18, 2025**. The results of the Postal Ballot along with the Scrutinizer's report will be posted on the website of the Company i.e., <https://www.geeceeventures.com/> and will also be communicated to BSE Limited and National Stock Exchange of India Limited (NSE) on which the equity shares of the Company are listed.

The draft of the Resolutions together with the Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning the proposed items of special business is enclosed.

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

**Place: Mumbai  
Date: February 04, 2025**

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

Registered Office:  
209/210, Arcadia Building, 2<sup>nd</sup> Floor,  
195, Nariman Point, Mumbai – 400021  
CIN: L24249MH1984PLC032170  
<https://www.geeceeventures.com/>

**SPECIAL BUSINESS:**

**1. TO APPROVE RE-DESIGNATION AND APPOINTMENT OF MR. GAURAV SHYAMSUKHA (DIN: 01646181) AS THE MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF 3 (THREE) YEARS AND TO FIX HIS REMUNERATION:**

To consider, and if thought fit, to pass 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 read with Schedule V of the Companies Act, 2013, and Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable provisions of Article of Association of the Company [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, 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-designate and appoint Mr. Gaurav Shyamsukha (Din: 01646181), who is not disqualified to be a Director under the Act and the rules made thereunder as the Managing Director of the Company for a period of 3 (three) years with effect from February 01, 2025 to February 01, 2028 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. Gaurav Shyamsukha (Din: 01646181), 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’), applicable provisions of Article of Association of the Company and the Rules made thereunder read with Schedule V of the Act, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Gaurav Shyamsukha (Din: 01646181), – Managing Director and who is also a 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 February 01, 2025 to February 01, 2028;

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Gaurav Shyamsukha (Din: 01646181) 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;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company or the Company Secretary be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.”

**2. TO APPROVE PAYMENT OF REMUNERATION AND OTHER FACILITIES TO MR. HARISINGH SHYAMSUKHA HOLDING OFFICE OR PLACE OF PROFIT:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and after taking in to account recommendation of the Nomination and Remuneration Committee (NRC) and Audit Committee (AC) and of the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Harisingh Shyamsukha holding office or place of profit, as Senior President – Business Strategy, as detailed in the Explanatory Statement attached hereto subject to remuneration not exceeding Rs. 1,00,00,000/- (Rupees One Crore Only) per annum) together with other benefits, perquisites, allowances, amenities and facilities in accordance with the policy of the Company for period of one financial year i.e. 2025-2026.

**RESOLVED FURTHER THAT** the Board of Directors has the liberty to alter and vary the present remuneration in accordance with the provisions of the Companies Act, 2013, of Mr. Harisingh Shyamsukha holding office or place of profit within the maximum limit as approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”

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

**Place: Mumbai  
Date: February 04, 2025**

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

Registered Office:  
209/210, Arcadia Building, 2<sup>nd</sup> Floor,  
195, Nariman Point, Mumbai – 400021  
CIN: L24249MH1984PLC032170  
<https://www.geeceeventures.com/>

**NOTES:**

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out all material facts and reasons for the proposed Special Business is annexed hereto.
2. The Postal Ballot Notice is being electronically sent to the members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) at the close of business hours on **Friday, February 07, 2025** and who have registered their email addresses with the Company/Depository Participant(s). It is however, clarified that all the persons who are members of the Company as on **Friday, February 07, 2025** (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolution specified in this Notice. Dispatch of the Notice shall be deemed to be completed on **Wednesday, February 12, 2025**.
3. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA / Company to enable servicing of notices / documents electronically to their email address. For members including those holding shares in physical form who have not received the notice due to change / non- registration of their e-mail address with the Company / RTA / Depository Participants, are requested to contact with RTA on [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) for registering their mail ID. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only and services of National Securities Depository Limited (“NSDL”) have been engaged for the same.
4. The Members who have not received any communication regarding this Postal Ballot remote E-Voting for any reason whatsoever, the Member is requested to contact the Company at [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) or RTA M/s MUFG Intime India Pvt Ltd. at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) between 09:00 am to 05:00 pm IST on all working days, except Sunday.
5. For Members who have not registered their email address, the postal ballot notice may also be accessed on Company’s website <https://www.geeceeventures.com/> and website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com); National Stock Exchange of India Limited (NSE) at <https://www.nseindia.com/>.
6. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on **Friday, February 07, 2025** i.e. the cut-off date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on **Friday, February 07, 2025** will be entitled to cast their votes by Postal Ballot or remote e-voting. A person, who is not a member as on, **Friday, February 07, 2025** i.e. the cut-off date, should treat this Notice for information purpose only.
7. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, February 07, 2025**.
8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.
9. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company is sending the Notice of the Postal Ballot only through electronic mode to those Members whose e-mail addresses are registered with the Company/the Registrar & Transfer Agent of the Company (‘RTA’)/ Depositories and has extended only remote e-voting facility for its Members to enable them to cast their votes electronically on the resolutions. The Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

The facility to exercise vote through remote e-voting will be available during the following period:

<b>Commencement of E-voting:</b>	<b>09:00 A.M. (IST) on Thursday, February 13, 2025</b>
<b>End of E-voting:</b>	<b>05:00 P.M. (IST) on Friday, March 14, 2025</b>

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again.

10. After completion of scrutiny of votes cast electronically, the Scrutinizer will submit the report to the Chairman of the Board or any Director/ officer authorized by the Chairman of the Board in writing, who shall counter sign the report. The results of the Voting shall be announced by the Chairman of the Board or any other Director/ officer of the Company on or before Tuesday, March 18, 2025 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, <https://www.geeceeventures.com/> besides being sent to the Stock Exchanges on the said date.
11. The resolution/s, if approved by requisite majority, shall be deemed to be passed on the last day of E-voting i.e. **Friday, March 14, 2025**.
12. All the documents referred to in the Explanatory Statement shall be made available on request for electronic inspection from 10:00 a.m. to 5:00 p.m. (IST) on all working days till the last date of voting. Members seeking to inspect such documents can send an e-mail to [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in)

**INSTRUCTIONS AND PROCESS FOR E-VOTING ARE AS UNDER: -**

The e-voting period commences on **Thursday, February 13, 2025 at 09:00 A.M IST** and ends on **Friday, March 14, 2025**. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after Friday, March 14, 2025 at 05:00 P.M. Once the vote on a resolutions is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

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

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





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where</li> </ol>

	the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

	12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

<b><u>How to cast your vote electronically on NSDL e-Voting system?</u></b>
<ol style="list-style-type: none"> <li>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.</li> <li>Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.</li> <li>Now you are ready for e-Voting as the Voting page opens.</li> <li>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.</li> <li>Upon confirmation, the message "Vote cast successfully" will be displayed.</li> </ol>

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 [gandhiofficeinfo@gmail.com](mailto:gandhiofficeinfo@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Sagar Gudhate at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 the Company at [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the Company at [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

**ITEM NO.1 – SPECIAL RESOLUTION**

**TO APPROVE RE-DESIGNATION AND APPOINTMENT OF MR. GAURAV SHYAMSUKHA (DIN: 01646181) AS THE MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF 3 (THREE) YEARS AND TO FIX HIS REMUNERATION:**

Mr. Gaurav Shyamsukha (Din: 01646181), aged 45 years, has been the Whole Time Director of the Company since May 2013. Before being appointed as the Whole Time Director, Mr. Gaurav Shyamsukha was the Chief Financial Officer of the Company and as CFO he has served the Company for more than 8 years. He is Chartered Accountant with more than 16 years of experience in the field of Commercial Finance & Accounting. Over the years as Whole Time Director, Mr. Gaurav Shyamsukha has been responsible for advising and counseling management on corporate decisions, providing strategic guidance, oversight and supervise actively on day-to-day management and administration of the Company.

His association with the Company as the Whole Time Director has reflected good performance and enhanced the productivity of the Company. His experience and knowledge has been very fruitful for the organization and as the Company has internally re-designated its key managerial personnel and senior management at its board meeting held on November 11, 2024 it was decided by the board to re-designate position of Mr. Gaurav Shyamsukha from Whole Time Director to Managing Director and thus the board of directors at their meeting held on February 04, 2025 approved re-designation and appointment of Mr. Gaurav Shyamsukha (Din: 01646181) as the Managing Director of the Company for a period of 3 (Three) years w.e.f February 01, 2025 up to February 01, 2028 on such terms and conditions and remuneration as agreed recommended by Nomination and Remuneration Committee and approved by the Board of Directors subject to its approval by the shareholders.

The Nomination and Remuneration Committee reviewed the performance of Mr. Gaurav Shyamsukha and considering the insights from all the members of the committee, approved the proposed re-designation and re-appointment. They considered the growth of the Company and the projects that were commissioned one after the other under his guidance and supervision and agreed to provide their approval for his re-designation and re-appointment as the Managing Director.

Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the Shareholders is required to be taken for appointment of a person on the Board of Directors of the Company, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Shareholders is now being sought in this regard through Postal Ballot.

Also, as per the provisions of Regulation 23 (2) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), remuneration paid to any of the Director, Key Managerial Personnel or senior management except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation, thus in terms of the said provision as Mr. Gaurav Shyamsukha (Din: 01646181) is the member of the promoter and promoter group his remuneration was approved by the members of the Audit Committee at their meeting held on February 04, 2025.

The Company has received from Mr. Gaurav Shyamsukha (Din: 01646181), his consent to act as Managing Director along with a declaration to the effect that he is not disqualified from being appointed as the Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Managing Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Gaurav Shyamsukha satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment. Further the Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Gaurav Shyamsukha (Din: 01646181) for the office of Managing Director.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Gaurav Shyamsukha (Din: 01646181) are as under:

**1. Period:**

Three years w.e.f February 01, 2025 up to February 01, 2028.

**2. Salary:**

Salary: Rs. 1.05 Crores per annum and with annual increment not exceeding 33% inclusive of following 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. Gaurav Shyamsukha (Din: 01646181) 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 Managing 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. Gaurav Shyamsukha (Din: 01646181) 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 appointment 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. Gaurav Shyamsukha (Din: 01646181) as Managing 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.

The Nomination and Remuneration Committee at its meeting held on February 4, 2025 has recommended the remuneration payable to Mr. Gaurav Shyamsukha (Din: 01646181) Managing 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 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.

The specified information while seeking approval / consent of the shareholders in respect of the remuneration payment as required under Schedule V in respect Mr. Gaurav Shyamsukha (Din: 01646181):

**I. GENERAL INFORMATION :**

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

4.	Financial performance based on given indicators		
	<b>As per audited financial results for the year</b>		
		(Rs.in lakhs)	
	<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>
	Paid up Capital	2091.17	2091.17
	Reserves & Surplus	59049.70	51143.65
	Revenue from Operations	9373.08	3761.45
	Other Income	24.36	106.22
	Total Revenue	9,397.44	3,867.67
	Total Expenses	5302.62	2654.51
	Profit before Taxation	4,094.82	1,213.16
	Tax Expenses/ (Income) including Deferred Tax	513.80	231.20
	Profit After Tax	3,581.02	981.96
5.	Foreign investments or collaborators, if any	Nil	Nil

**II. INFORMATION ABOUT THE APPOINTEE:**

	Particulars	Mr. Gaurav Shyamsukha	
1.	Background details	Mr. Gaurav Shyamsukha (Din: 01646181) aged 45 years is a Chartered Accountant from the Institute of Chartered Accountants of India. He has been the Chief Financial Officer of the Company for 8 years and thereafter was appointed as the Whole Time Director of the Company since 2013. He has vast experience in the field of finance and all integrities involved in the Real Estate Sector.	
2.	Past remuneration	<b>(Rs. In Lakhs)</b>	
	<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>
	Salary (Inclusive of all Perquisites)	94.80	67.39
3.	Recognition or awards	There were no recognition/ awards issued to any of the Directors.	
4.	Job profile and his suitability	He has vast experience in the field of finance and all integrities involved in the Real Estate Sector. Being Chartered Accountant has expertise in the field of accounts and finance and is responsible for advising and counseling management on corporate decisions, providing strategic guidance and oversight and supervise actively the day-to-day management and administration of the Company.	
5.	Remuneration proposed	Currently the Company has adequate profits and the remuneration proposed is within the limits prescribed under Companies Act, 2013, however out of abundant caution and in view of all the relevant extant provisions of law relating to managerial remuneration, it is proposed to comply with the provisions Section II of Part II of Schedule V of the Companies Act, 2013.	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The Company has no information to offer, but having regard to the versatile experience and responsibility of the position held by the above directors, the Board of Directors is of the opinion that the proposed remuneration payable to Mr. Gaurav Shyamsukha (Din: 01646181) is reasonable.	
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	<p>Besides the remuneration paid/ payable as stated above, the present shareholding of Mr. Gaurav Shyamsukha (Din: 01646181) is 6,36,362 aggregating to 3.04 % of the total share capital of the Company.</p> <p>Mr. Gaurav Shyamsukha (Din: 01646181) is son of Mr. Harisingh Shyamsukha and husband of Ms. Nidhi Shyamsukha both being the members of senior management. Apart from as stated herein, he has no other direct or indirect pecuniary relationship with the Company or other managerial personnel.</p> <p>Other than above Mr. Rohit Ashwin Kothari is also deemed to be related.</p>	



### 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 2025 to 2028 is given in the explanatory statement above.

The following information that is required to be disclosed in the Board of Directors' Report under the heading "Corporate Governance" is provided hereunder as resolution is being passed through postal ballot:

- All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc. of all the directors;
- Details of fixed component and performance linked incentives along with the performance criteria;
- Service contracts, notice period, severance fees;
- 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.

#### Details of Remuneration and sitting fees paid to the Directors as at ^February 04, 2025:

(Rs. in Lakh)

Name of the Directors	Salary	Perquisites	Performance Bonus	Sitting Fees	Commission	Others	Total
Mr. Gaurav Shyamsukha	37.63	28.80	-	-	-	-	66.43
Mr. Suresh Kumar Vasudevan Vazhathara Pillai	22.08	41.18	-	-	-	-	63.26
<b>Sub -Total (A)</b>							<b>129.69</b>
Mr. Rohit Kothari	-	-	-	-	-	-	-
<b>Sub -Total (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Mr. Vallabh Prasad Biyani	-	-	-	1.10	-	-	1.10
Ms. Neha Bandyopadhyay	-	-	-	0.70	-	-	0.70
Ms. Rupal Anand Vora	-	-	-	0.80	-	-	0.80
<b>Sub - Total (C)</b>							<b>2.60</b>
<b>Total (A+B+C)</b>							<b>132.29</b>

^Since the Postal Ballot notice is dated February 04, 2025 the remuneration and sitting fees details is considered as at date of this meeting.

**Notes:**

- 1) The Salary of Mr. Gaurav Shyamsukha includes Basic Salary and various elements of flexible compensation. The remuneration interalia includes components HRA, Leave Travel Allowance, Leave encashment, Payment of Company's contribution to Provident Fund/ Gratuity Fund, Payment towards Personal Accident cover and club membership fees and commission payable as per the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013. Payment of commission is included in the terms of appointment and agreement entered Mr. Gaurav Shyamsukha with the Company. Reimbursement of actual traveling, boarding and lodging expenses and other expenses as may be incurred by him from time to time in relation to Company's business. Either party may terminate this agreement by giving the other Six Months prior notice of termination in writing or payment of remuneration in lieu thereof.
- 2) Salary of Mr. Sureshkumar Vasudevan Vazhathara Pillai includes Basic Salary, HRA, Leave Travel Allowance, Leave encashment, Special Allowance, Happay, Payment of Company's contribution to Provident Fund / Superannuation Fund 15% of Basic / Gratuity Fund and Commission payable as per the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013. The Service Contract of Mr. Sureshkumar Vazhathara Vasudevan Pillai is terminable by giving the Company Six Months prior notice or payment of remuneration in lieu thereof.
- 3) Except for drawing remuneration none of the Directors have any other materially significant related party transactions, pecuniary relationship or transaction with the Company. The Company enters into transactions in the ordinary course of business with the companies in which the Directors hold directorship.
- 4) The Company has not granted any stock options to any of its Directors.
- 5) Criteria for making payments to non-executive directors is included in the nomination and remuneration policy which is also available on the Company's website: <https://www.geeceeventures.com/uploads/Investor-relations/pdfs/nomination-and-remuneration-policy--amended-22052019-1459.pdf>

The Board recommends the Resolutions in relation to appointment of Mr. Gaurav Shyamsukha (Din: 01646181) as the Managing Directors as set out at Item No. 1 of this Notice for approval of the Members by way of Special Resolution.

**Board Recommendation:**

The Board of Directors based on the recommendation received from the nomination and remuneration committee, recommends resolution in relation to appointment of Mr. Gaurav Shyamsukha (Din: 01646181) as the Managing Director as set out at Item No. 1 of this Notice for approval of the Members by way of Special Resolution.

**Disclosure of Interest:**

Mr. Gaurav Shyamsukha (Din: 01646181), member is deemed to be interested in this item of business since it relates to his appointment. Also Mr. Rohit Ashwin Kothari, being relative of Mr. Gaurav Shyamsukha (Din: 01646181) is 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.2 – ORDINARY RESOLUTION**

### **TO APPROVE PAYMENT OF REMUNERATION AND OTHER FACILITIES TO MR. HARISINGH SHYAMSUKHA HOLDING OFFICE OR PLACE OF PROFIT:**

The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned therein with the related party, the Company must obtain approval of the Audit Committee and the Board of Directors and in case of the value of the transactions exceeds the threshold limits as mentioned in Rule 15(3) of the Companies (Meeting of the Board and its Powers) Rules, 2014, (as amended) prior approval of Members by an Ordinary Resolution needs to be obtained.

Section 188(1)(f) of the Companies Act, 2013 provides for the Related Party's appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company. Further, the Company is required to obtain the prior approval of Members for appointment to any office or place of profit in the Company in case the monthly Remuneration to be paid exceeds Rs. 2,50,000 (Rupees Two Lakhs and Fifty Thousand Only).

In this regard, Mr. Harisingh Shyamsukha (Promoter of the Company and also father of Mr. Gaurav Shyamsukha (DIN 01646181 - Managing Director) who had served the Company as Promoter since 40 years and as the Whole Time Director for more than 30 years had stepped down as Director of the Company w.e.f. 07<sup>th</sup> August, 2024 and was appointed by the Board of Directors as the Senior President- Business Strategy w.e.f 09<sup>th</sup> August, 2024. Thus being immediate relative of Mr. Gaurav Shyamsukha (DIN 01646181) and being appointed as the employee of the Company he holds office or place of profit in the Company and thus approval from the members of the Company is required for paying remuneration to Mr. Harisingh Shyamsukha.

Prior to the appointment by the Board the appointment and remuneration of Mr. Harisingh Shyamsukha was recommended by the Nomination and Remuneration Committee (NRC) of the Board at their meeting held on February 04, 2025. The NRC Committee after taking into account rich and varied experience of Mr. Harisingh Shyamsukha and dedication towards the growth of the Company had provided their consent for his appointment subject to the approval of the Board.

The NRC committee had approved remuneration not exceeding Rs. 1,00,00,000/- (Rupees One Crore Only) per annum) together with other benefits, perquisites, allowances, amenities and facilities in accordance with the policy of the Company, w.e.f. February 01, 2025. Salary payable to Mr. Harisingh Shyamsukha includes Basic Salary, HRA, Leave Travel Allowance, Payment towards perquisites, and payment of Company's contribution to Provident Fund/Gratuity.

Further as per the provisions of Regulation 23 (2) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), remuneration paid to any of the Director, Key Managerial Personnel or senior management except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation, thus in terms of the said provision as Mr. Harisingh Shyamsukha is member of the promoter and promoter group and is appointed as an employee falling under the definition of senior management, his remuneration was approved by the members of the Audit Committee at their meeting held on February 04, 2025.

#### **Brief Profile of Mr. Harisingh Shyamsukha:**

<b>Name</b>	Mr. Harisingh Shyamsukha
<b>Date of Birth</b>	15/10/1949
<b>Qualification</b>	Chemical Engineer
<b>Brief Profile</b>	Senior President – Business Strategy - Responsible for senior leadership to strategically manage the company.

<b>Expertise in specific functional areas</b>	Having a career span over 47 years in Chemical Manufacturing. Has skills that involve the ability to think critically, analyze data, and make decisions based on a clear understanding of the business landscape, market trends, and competitive pressures. Also have experience of more than 31 years in Marketing, Investment and Trading.
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Further Second proviso to Section 188(1) of the Companies Act, 2013 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), no related party shall vote to approve the related party transaction as set at item no. 02 of this notice.

The members may note that the members of the Audit Committee and the Board of Directors of the Company have approved proposed related party transactions at item no.2 of this notice.

### **Board Recommendation**

Since the proposed Remuneration exceeds the limit prescribed under the Section 188(1)(f) of the Companies Act, 2013, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 02 of the Notice for the approval of Members of the Company as an Ordinary Resolution.

### **Nature of Concern or Interest of Directors**

Except Mr. Gaurav Shyamsukha (DIN 01646181) and Mr. Rohit Ashwin Kothari (DIN 00054811) being the members of promoter and promoter group and Mr. Suresh Kumar Vasudevan Vazhathara Pillai (DIN 00053859) being KMP of the Company no other Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the Resolution No. 02 of the Notice.

The details as required to be provided as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

- (a) Name of the Related Party: Mr. Harisingh Shyamsukha.
- (b) Name of the director or key managerial personnel who is related, if any; Mr. Gaurav Shyamsukha (DIN 01646181) –Managing Director
- (c) Nature of relationship; Father of Mr. Gaurav Shyamsukha (Immediate Relative)
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement- Remuneration to be paid as approved by the NRC Committee and the Board of Directors.
- (e) Any other information relevant or important for the members to take a decision on the proposed resolution – N.A.

**Annexure to the Notice & Resolution No 1**

**PARTICULARS OF DIRECTOR SEEKING APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS -2) SECRETARIAL STANDARD ON GENERAL MEETINGS /REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

**Item No. 1**

Name of the Director	Mr. Gaurav Shyamsukha
Din	01646181
Age	45 years
Designation	Managing Director
Date of first appointment on the Board	01 <sup>st</sup> May, 2013
Qualifications	Chartered Accountant
Brief Resume of the Director	Mr. Gaurav Shyamsukha (Din: 01646181) aged 45 years is the member of the Company. He is a Chartered Accountant from the Institute of Chartered Accountants of India. He has been the Chief Financial Officer of the Company for 8 years and thereafter was appointed as the Whole Time Director of the Company since 2013. He has vast experience in the field of finance and all integrities involved in the Real Estate Sector.
Expertise in specific functional area	Finance and accounts
Experience	More than 16 years
Shareholding in the Company (including shareholding as a beneficial owner)	6,36,362 equity shares aggregating to 3.04% of the total share capital of the Company.
Directorships held in other bodies corporate as at date of this notice.	<p>➤ <b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <p>➤ <b>Unlisted Companies</b></p> <ul style="list-style-type: none"> <li>• Neptune Farming Private Limited</li> <li>• Retold Farming Private Limited</li> <li>• Oldview Agriculture Private Limited</li> <li>• GeeCee Fincap Limited</li> <li>• New Age Energy India Private Limited</li> </ul>
Membership / Chairmanships of committees of other companies as on February 04, 2025	<p>➤ <b>Member in GeeCee Fincap Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Asset Liability Management Committee</li> <li>• Risk Management Committee</li> <li>• Investment and Credit Committee</li> <li>• IT Strategy Committee</li> </ul>
Listed entities from which the person has resigned from the directorship in the past three years	Nil
Inter se relationship with other Directors and Key Managerial Personnel	Mr. Gaurav Shyamsukha is related to Mr. Rohit Ashwin

Number of Board Meetings Attended during the year <i>(Commencing from April 2024 till February 04, 2025)</i>	4
Remuneration Last Drawn and to be paid	94.80 lakhs
Terms & Conditions of re-appointment/variation of remuneration	None
Skills and capabilities required for the role and the manner in which Independent Director meets such requirements	Not Applicable

The Board has decided to seek the approval of shareholders by postal ballot in terms of the provisions of the Listing Regulations for re-designation and appointment of Mr. Gaurav Shyamsukha (Din: 01646181)

The Board recommends the resolutions set forth in Item no. 1 for the approval of the members by way of special resolution.

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

**Place: Mumbai  
Date: February 04, 2025**

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

Registered Office:  
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CIN: L24249MH1984PLC032170  
<https://www.geeceeventures.com/>