



August 27, 2024

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
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
cm1ist@nse.co.in cmtrade@nse.co.in
NSE: GEECEE

Dear Sir/Madam,

Sub: Notice of the 40th Annual General Meeting of the Company & E-voting Information

Enclosed herewith please find notice of the 40th Annual General Meeting of the Company to be held on Thursday, September 19, 2024 at 04:00 P.M. through Video Conference (VC) or Other Audio Visual Means (OAVM).

In accordance with Ministry of Corporate Affairs circular no. 09/2023 dated September 25, 2023 and (“SEBI”) circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 notice is being sent through electronic mode to the Members of the Company. Notice has been uploaded on the website of the company at <https://www.geeceeventures.com/uploads/Investor-relations/pdfs/notice-of-the-40th-agm-2827.pdf>

Further as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company has availed E-voting services of the National Securities and Depositories Limited (NSDL) for providing e-voting facility to its Members.

The Schedule of Events for e-voting is as follows: -

Cut-off Date	Thursday, September 12, 2024
Remote e-voting Start Date	Monday, September 16, 2024
Remote e-voting Start Time	09:00 A.M
Remote e-voting End Date	Wednesday, September 18, 2024
Remote e-voting End Time	05:00 P.M



Kindly take the same on your records.

Thank you,

Yours Faithfully,

For **GEECEE VENTURES LIMITED**

DIPYANTI JAISWAR
COMPANY SECRETARY
MEMBERSHIP NO: A41024
PLACE: MUMBAI
ENCL: AS ABOVE.

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Fortieth (40th) Annual General Meeting (“AGM”) of the (“Members”) of GeeCee Ventures Limited (“Company”) will be held on **Thursday, September 19, 2024 at 04:00 p.m.(IST)** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following businesses:-

ORDINARY BUSINESS

Item No. 1- Adoption of financial statements

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, 2024 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- Declaration of Dividend

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

“RESOLVED THAT Final Dividend at the rate of ₹ 2.00/- per Equity Share of face value of ₹10/- each (20%), fully paid-up as recommended by the Board of Directors of the Company be and is hereby declared for the financial year ended March 31, 2024 and the same be paid out of the profits of the Company.”

Item No. 3- Appointment of Mr. Sureshkumar Vazhathara Vasudevan Pillai (Din: 00053859) as Whole Time Director, liable to retire by rotation

To appoint a director in place of Mr. Sureshkumar Vazhathara Vasudevan Pillai (Din: 00053859), who retires by rotation and being eligible, seeks reappointment.

Explanation: Based on the terms of appointment, executive directors/Whole Time Directors and the non-executive directors other than the promoter directors being restricted to retire by rotation as per Articles of Association are subject to retirement by rotation. Mr. Sureshkumar Vazhathara Vasudevan Pillai, Whole Time Director, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a director.

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 and other applicable provisions of the Companies Act, 2013 the approval of members of the Company, be and is hereby accorded to reappoint Mr. Sureshkumar Vazhathara Vasudevan Pillai (Din: 00053859) as the Whole Time Director who is liable to retire by rotation.

SPECIAL BUSINESS

Item No. 4: Ratification of Cost Auditor’s Remuneration for FY 2024-2025

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 ₹ 1,00,000/- (Rupees One Lakh only) excluding applicable taxes, re-imbusement of expenses, out of pocket expenses or otherwise, payable to M/s. Kishore Bhatia and Associates (Firm registration number 00294) Practicing Cost Accountants who are re-appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2025.

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. Gaurav Shyamsukha (Din: 01646181) 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 read with Schedule V of the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [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-appoint Mr. Gaurav Shyamsukha (Din: 01646181), as the Whole Time Director of the Company for a period of 3 (three) years with effect from 1st May, 2025 to 30th April, 2028, whose period of office is liable to expire on April 30, 2025 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. Gaurav 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. Gaurav Shyamsukha, – Whole Time 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 1st May, 2025 to 30th April, 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 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: Re-appointment of Ms. Neha Bandyopadhyay (Din: 08591975) as an Independent Director

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 Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 ("the Act"), Schedule IV to the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions



of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, Ms. Neha Bandyopadhyay (Din: 08591975), who was appointed as an Independent Director of the Company by the shareholders at their meeting held on 20th September, 2020 for a term of 5 (five) consecutive years commencing from October 31, 2019 upto October 30, 2024(both days inclusive) and who being eligible for re-appointment as an independent director has given her consent along with a declaration that she meets the criteria for independence under Section 149 (6) of the Act and the rules framed thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company, Ms. Neha Bandyopadhyay (Din: 08591975) be and is hereby re-appointed as an independent director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from October 31, 2024 upto October 30, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and 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 GeeCee Ventures Limited (hereinafter referred to as the "Company") and its related parties to be valid from 40th 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. 9 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 40th Annual General Meeting till the next Annual General Meeting of the Company to be held in the year 2025 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 40th Annual General Meeting is as follows:

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

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution 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. 08: 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 40th 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. 08 & 09 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 40th Annual General Meeting till the next Annual General Meeting of the Company to be held in the year 2025 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 (₹ In Crore)
GeeCee Business Private Limited	Singularity Holdings Limited	Member of the Promoter and Promoter Group of Listed entity	Rendering / Availing revolving Loan Facility (Fixed Interest rate)	₹ 60 Crores (Sanctioned Limit -Incl. Interest)
GeeCee Business Private Limited	Winro Commercial (India) Ltd			₹ 60 Crores (Sanctioned Limit-Incl. Interest)
GeeCee Business Private Limited	Saraswati Commercial (India) Limited		Availing revolving Loan Facility (Fixed Interest rate)	₹ 5 Crores (Sanctioned Limit -Incl. Interest)
GeeCee Business Private Limited	GeeCee Fincap Limited	Wholly-owned subsidiary of Listed entity	Rendering / Availing revolving Loan Facility (Fixed Interest rate)	₹ 60 Crores (Sanctioned Limit -Incl. Interest)

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution 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. 09: 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 40th 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. 08 & 09 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 40th Annual General Meeting till the next Annual General Meeting of the Company to be held in the year 2025 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 (₹ 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)	₹ 60 Crores (Sanctioned Limit-Incl. Interest)
GeeCee Fincap Limited	Winro Commercial (India) Ltd			₹ 60 Crores (Sanctioned Limit-Incl. Interest)
GeeCee Fincap Limited	Saraswati Commercial (India) Limited			₹ 60 Crores (Sanctioned Limit-Incl. Interest)
GeeCee Fincap Limited	GeeCee Business Private Limited	Subsidiary of Listed entity		₹ 60 Crores (Sanctioned Limit-Incl. Interest)

Item No. 10: Approval for payment of Remuneration and other facilities to Mr. Harisingh Shyamsukha as the Senior President – Business Strategy:

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Harisingh Shyamsukha (Father of Mr. Gaurav Shyamsukha-Whole Time Director of the Company) holding office or place of profit as Senior President – Business Strategy, up to an amount not exceeding Rs. 5,39,063/- (Rupees Five Lakhs Thirty-Nine Thousand and Sixty-Three Only) (per month) together with other benefits, perquisites, allowances, amenities and facilities in accordance with the policy of the Company, w.e.f. 09th August, 2024 being related party as mentioned in item no.10 of an explanatory statement, be and is hereby appointed to hold office or place of profit in the Company with the designation as Senior President – Business Strategy as stated in the below table and being repetitive in nature for the financial year 2024-2025.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board of Directors / Nomination and Remuneration Committee of the Company, to finalise and decide the change in Designation/ revision in the Remuneration payable to Mr. Harisingh Shyamsukha from time to time in accordance with the Company's policy on performance measurement and appraisal and to do all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

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

Place: Mumbai
Date: August 08, 2024

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. 4, 5, 6, 7, 8, 9 & 10 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. 4, 5, 6, 7, 8, 9 & 10 of this notice are annexed hereto Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
2. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") has permitted the holding of the annual general meeting through Video Conferencing ("**VC**") or through other audio-visual means ("**OAVM**"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 40th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on **Thursday, September 19, 2024**, at 04:00 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai, Maharashtra - 400021.
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 THIS 40TH 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. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at geecce.investor@gcvl.in with a copy marked to www.evoting.nsdl.com. not later than 48 hours before the scheduled time of the commencement of the Meeting. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
5. As per the provisions under the MCA Circulars, Members attending the 40th AGM through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the 40th 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 2023-24, the Notice of 40th 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 2023-24 will also be available on the Company's website www.geecceventures.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 Pratahkal (Marathi Language).



In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2023-24 and Notice of the 40th AGM of the Company, may send request to the Company's email address at geecee.investor@gcvt.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 Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 19, 2024 by the Members electronically during the 40th AGM. Members seeking to inspect such documents can send an email to geecee.investor@gcvt.in
10. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 19 for the process to be followed for updating bank account details.
11. Members may note that the Board, at its meeting held on May 21, 2024, has recommended a final dividend of ₹2.00 per share. The record date for the purpose of final dividend for fiscal 2024 is **September 04, 2024**. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after September 20, 2024 and before October 18, 2024, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date. Members may note that pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books be and are hereby decided to be closed from Thursday, September 05, 2024 to Thursday September 12, 2024 (both days inclusive) for the purpose of Annual General Meeting.
12. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents on or before Thursday, September 05, 2024. The detailed communication regarding TDS on dividend is provided on the link: https://www.geeceeventures.com/investor-relations/default.aspx?id=1#Data_2
13. Members are requested to address all correspondence, including dividend-related matters, to registrar - Link Intime India Pvt. Ltd.

Unit – GeeCee Ventures Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra 400083.



14. Those Members who have so far not encashed their dividend warrants for final dividend for financial year 2017-18, 2020-21 & 2022-23 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.

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 40th AGM being held through VC.

15. Members’ holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on **Thursday, September 12, 2024**, may cast their votes electronically. The e-voting period commences on **Monday, September 16, 2024 (9:00 a.m. IST) and ends on Wednesday, September 18, 2024 (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 **Thursday, September 12, 2024**. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
16. 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.
17. 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, **Thursday, September 12, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.com. 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. **Thursday, September 12, 2024**, may follow steps mentioned in the Notice under ‘Instructions for e-voting’.
18. In compliance with the Circulars, the Integrated Annual Report 2023-24, the Notice of the 40th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).
19. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP,



and members holding shares in physical mode are requested to update their email addresses with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083 or may write to Company Secretary at geecce.investor@gcvi.in to receive copies of the Integrated Annual Report 2023-24 in electronic mode.

Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Private Limited either by email to rnt.helpdesk@linkintime.co.in or by post to Link Intime India Private Limited, Unit – GeeCee Ventures Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra 400083.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR -3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

20. 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.
21. 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.
22. 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 geecce.investor@gcvi.in from the date of circulation of this Notice up to the date of AGM.
23. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2014-15 and 2015-16, 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.

24. 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/uploads/Investor-relations/pdfs/nomination-registration-form-sh13-2608.pdf> 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.
25. The Scrutinizer will submit his report to the Chairman of the Board ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website https://www.geeceeventures.com/investor-relations/default.aspx?id=4#Data_16
26. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
27. **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 **Monday, September 16, 2024 at 09:00 a.m.** and ends on **Wednesday, September 18, 2024 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. Thursday, September 12, 2024**, 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 **Thursday, September 12, 2024**.

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

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

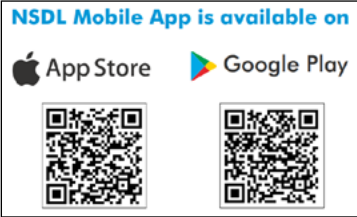
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 (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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="536 1065 895 1282" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK http://www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
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.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) 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.com 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.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 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.: 022 - 4886 7000 or send a request to Mr. Sagar Gudhate at 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 (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 (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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.

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.



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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 **Wednesday, September 11, 2024 at 09:00 a.m. to Thursday September 12, 2024 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 **Thursday September 12, 2024**, 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 **Monday, September 16, 2024 at 09:00 a.m.** and ends on **Wednesday, September 18, 2024 at 05:00 p.m.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. **Thursday, September 12, 2024** 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. **Thursday, September 12, 2024**. 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**

Place: Mumbai
Date: August 08, 2024

Dipyanti Jaiswar
Company Secretary

REGISTERED OFFICE:

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



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT FOR RESOLUTION NUMBERS 4, 5, 6, 7, 8, 9 & 10 OF THE NOTICE

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the special businesses mentioned under resolutions Nos. 4, 5, 6, 7, 8, 9 & 10 of the accompanying Notice.

ITEM NO 4 – ORDINARY RESOLUTION

Ratification of Cost Auditor's Remuneration FY 2024-25:

As per the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Kishore Bhatia and Associates (Firm registration number 00294), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2025, at a remuneration of Rs. 1,00,000/- (Rupees One Lakhs) plus applicable taxes and reimbursement of reasonable out of-pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2025.

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 2024-2025 for approval of the Members as an Ordinary Resolution.

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 – SPECIAL RESOLUTION

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

Mr. Gaurav Shyamsukha, aged 45 years, is the Whole-Time Director of the Company. He is a Chartered Accountant with more than 16 years of experience in the field of Commercial Finance & Accounting. He has been associated with the Company for more than 18 years and during such association he has served as the Chief Financial Officer for 8 years and since May, 2013 as the Whole Time Director. He is responsible for advising and counseling management on corporate decisions, providing strategic guidance and oversight and supervise actively the day-to-day management and administration of the Company. Mr. Gaurav Shyamsukha re-appointed as the Whole Time Director by the shareholders at the 37th Annual General Meeting of the Company for a period of 3 years w.e.f 1st May, 2022 will complete his tenure on 30th April, 2025 as the Whole Time Director and hence resolution at Item no. 5 is taken for his re-appointment.

His association with the Company as the Whole Time Director reflected good performance and enhanced the productivity of the Company. Thus after considering these factors the Nomination and Remuneration Committee recommended to the Board of Directors re-appointment of Mr. Gaurav Shyamsukha (Din: 01646181) as the



Whole Time Director of the Company for further period of 3 (Three) years w.e.f 1st May, 2025 to 30th April, 2028 subject to approval of the members at the ensuing Annual General Meeting on the terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee of the Board at its meeting held on 08th August, 2024. It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Gaurav Shyamsukha as a Whole-Time Director of the Company in terms of the applicable provisions of the Act.

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

1. Period:

Three years w.e.f May 01, 2025 to April 30, 2028

2. Salary:

Basic Salary: Rs. 73.87 lakhs per annum and with annual increment not exceeding 33% of the Basic Salary w.e.f 1st May, 2025 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. Gaurav Shyamsukha shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other expenses as may be incurred by him, from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and /or which may become applicable in future and/ or any other allowance, perquisites as the Board may decide from time to time.

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

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



In the case of non-availability or inadequacy of profits in any financial year of appointment the Company shall as per the provisions of Schedule V and subject to shareholders approval at general meeting will pay Managerial Remuneration to Mr. Gaurav Shyamsukha as Whole Time Director of the Company, in the manner and subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013. The Company has adequate profits however out of abundant caution and in view of all the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution is proposed to be passed at the 40th Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on August 08, 2024 has recommended the remuneration payable to Mr. Gaurav Shyamsukha (Din: 01646181) Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. Further details and current directorships as per Regulation 26 (4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings 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:

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	
			(₹ in lakhs)
	Particulars	2023-24	2022-23
	Paid up Capital	2,091.17	2,091.17
	Reserves & Surplus	59,049.70	51,143.65
	Revenue from Operations	9,373.08	3,761.45



		As per audited financial results for the year	
		(₹ in lakhs)	
Particulars	2023-24	2022-23	
Other Income	24.36	106.22	
Total Revenue	9,397.44	3,867.67	
Total Expenses	5,302.62	2,654.51	
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 aged 45 years is the Whole Time Director of the Company. He is a Chartered Accountant from the Institute of Chartered Accountants of India. He has been the Chief Financial Officer of the Company for 8 years and thereafter was appointed as the Whole Time Director of the Company since 2013. He has vast experience in the field of finance and all integrities involved in the Real Estate Sector.	
2. Past remuneration	(₹ in lakhs)	
Particulars	2023-24	2022-23
Salary	69.44	64.89
Perquisites	0	0
Commission	0	0
Others	25.36	2.50
Total	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 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 is 6,36,362 aggregating to 3.04 % of the total share capital of the Company.</p> <p>Mr. Gaurav Shyamsukha (Whole Time Director) is son of Mr. Harisingh Shyamsukha. Apart from as stated herein, he has no other direct or indirect pecuniary relationship with the Company or other managerial personnel.</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.
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 2023-24:
 - (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc. of all the directors;
 - (ii) Details of fixed component and performance linked incentives along with the performance criteria;
 - (iii) Service contracts, notice period, severance fees;
 - (iv) Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The Board recommends the Resolutions in relation to re-appointment of Mr. Gaurav Shyamsukha as the Whole Time Directors as set out at Item No. 5 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 re-appointment of Mr. Gaurav 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. Gaurav Shyamsukha, Whole Time Director is deemed to be interested in this item of business since it relates to his re-appointment. Mr. Harisingh Shyamsukha is also deemed to be interested, being relative of Mr. Gaurav Shyamsukha. Also Mr. Rohit Ashwin Kothari 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. 6 – SPECIAL RESOLUTION**Re-appointment of Ms. Neha Bandyopadhyay (Din: 08591975) as an Independent Director:**

Ms. Neha Bandyopadhyay (Din: 08591975) is currently an Independent Director of the Company.

Ms. Neha Bandyopadhyay was appointed as an Independent Director on the Board of the Company with effect from October 31, 2019 pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014. The shareholders of the Company at the 36th Annual General Meeting of the Company held on September 28, 2020 approved her appointment as an Independent Director on the Board of the Company for a period of five years with effect from October 31, 2019 till October 30, 2024 (first Term) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), and in accordance with the performance evaluation carried out by the Board of Directors covering various aspects including attendance and level of participation, interpersonal relationship, understanding of the roles and responsibilities, etc. the Board of Directors at their meeting held on August 08, 2024 approved re- appointment of Ms. Neha Bandyopadhyay as the Independent Directors of the Company for a second term of 5 (five) consecutive years commencing from October 31, 2024 upto October 30, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

A brief profile of the Independent Directors to be appointed is given below:

Ms. Neha Bandyopadhyay: Ms. Neha Bandyopadhyay aged 49 years has completed her education in commerce, MBA in Finance from Magadh University and M.Sc (Textile Designing) from Delhi University. She is a Member of Textile Association of India.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointments of Ms. Neha Bandyopadhyay as Independent Directors are now being placed before the Members for their approval.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Independent Director. The Company has received a declaration from Ms. Neha Bandyopadhyay confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Neha Bandyopadhyay has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Neha Bandyopadhyay has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.



Further, Ms. Neha Bandyopadhyay has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Ms. Neha Bandyopadhyay has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Ms. Neha Bandyopadhyay has also undertaken online proficiency self-assessment test conducted by IICA as contemplated under Section 150 (1) of the Companies Act, 2013 and applicable rules thereunder have passed such test.

The Board was satisfied that the appointment of Ms. Neha Bandyopadhyay is justified due to the following reasons:

She has varied experience in the field of teaching, working with Bank as Sales Co-ordinator, Accounts field and has also undertaken responsibilities of marketing, accounts, purchase and relationship management in the field of Design while being associated with the excellence Clothing and Institute of Design. Her experience of serving on the diversified boards of various companies. She has extensive experience in maintaining Corporate Governance in various companies.

In the opinion of the Board, Ms. Neha Bandyopadhyay fulfills the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.geeceeventures.com/uploads/Investor-relations/pdfs/terms-and-conditions-of-independent-directors-2768.pdf> and would also be made available for inspection to the Members of the Company upto Thursday, September 19, 2024, by sending a request from their registered email address to the Company at geecee.investor@gcvl.in along with their Name, DP ID & Client ID/Folio No.

In accordance with Regulation 25(2A) of the Listing Regulations and Section 149(10) of the Act, approval of Members by a special resolution is required for reappointment of an Independent Director on the Board of Directors of the Company. Further in compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Ms. Neha Bandyopadhyay as an Independent Director is now placed for the approval of the Members by a Special Resolution.

Board Recommendation:

The Board of Directors recommends the Special Resolution as set out at Item No. 6 of the Notice relating for Re-appointment of Ms. Neha Bandyopadhyay (Din: 08591975) as an Independent Director for approval of the Members as Special Resolution.

Nature of concern or interest of Directors:

Ms. Neha Bandyopadhyay and their respective relatives, are concerned or interested, in the Resolutions relating to their own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 6 of the Notice.

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 Directors are provided in the Annexure to this Notice.

ITEM NO. 7 – ORDINARY RESOLUTION

Approval of Material Related Party Transaction(s) between GeeCee Ventures Limited (hereinafter referred to as the “Company”) and its related parties to be valid from 40th Annual General Meeting:

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 the Year 2024-2025 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 1st April, 2022 i.e. 10% of the annual consolidated turnover prior approval of the members is required.

Further the members are hereby informed that approval taken for material related party transactions at 39th annual general meeting shall be valid upto 40th annual general meeting, it is found appropriate for the company to obtain approval from the members of the Company for the same transactions for another period of 1 (one year) and to be valid upto next annual general meeting or 15 (fifteen) months 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 Comtrade LLP	Rendering revolving Loan Facility (Fixed Interest Rate)
6.	GeeCee Nirmaan 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 40th 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

Particulars	Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Comtrade LLP	GeeCee Nirmaan LLP	GeeCee Business Private Limited
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 LLP	GeeCee Nirmaan LLP- Associate (JV LLP)	GeeCee Business Private Limited- Subsidiary Company
Tenure of the proposed transaction (particular tenure shall be specified);	From 40 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;	₹ 150 Crores (sanctioned Limit – Incl. interest)	₹ 150 Crores (sanctioned Limit– Incl. interest)	₹ 150 Crores (sanctioned Limit– Incl. interest)	₹ 10 Crore (sanctioned Limit– Incl. interest)	₹ 10 Crore (sanctioned Limit– Incl. interest)	₹ 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;	155.15%	155.15%	155.15%	10.34%	10.34%	62.06%
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			*0	***0	642398.29%



Particulars	Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Comtrade LLP	GeeCee Nirmaan LLP	GeeCee Business Private Limited
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><u>Nature of Indebtness :</u> Inter Corporate Deposits/Loan against Shares</p> <p><u>Cost of Funds:</u> Prevailing market rate at the time of incurring financial indebtedness</p> <p><u>Tenure:</u> 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><u>Terms of Loan:</u> As per agreements</p> <p><u>Tenure:</u> Less than a year</p> <p><u>Interest Rate:</u> Rate of interest shall not be lower than cost of funding to the company.</p> <p><u>Repayment schedule:</u> On Demand</p> <p><u>Whether secured or unsecured:</u> 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					



Particulars	Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Comtrade LLP	GeeCee Nirmaan LLP	GeeCee Business Private Limited
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 2023-24 as per audited financial statements.

** The percentage above is based on the standalone turnover of FY 2023-24 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 40th 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 of Directors recommends the Ordinary Resolution as set out at Item No. 7 of the Notice relating, to 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 40th Annual General Meeting as 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 & 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. 08 & 09- ORDINARY RESOLUTION**Approval of Material Related Party Transaction(s) of GeeCee Business Private Limited and GeeCee Fincap Limited, a subsidiary with certain identified Related Parties of the Company to be valid from 40th Annual General Meeting:**

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	
		Saraswati Commercial (India) Limited	Availing revolving Loan Facility (Fixed Interest rate)

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

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. 08 & 09 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 40th Annual General Meeting.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 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	Saraswati Commercial (India) Limited	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Business Private Limited	Saraswati Commercial (India) 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	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)	Saraswati Commercial (India) Limited (Promoter Group Company 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)	Saraswati Commercial (India) Limited (Promoter Group Company of the listed entity)
Tenure of the proposed transaction (particular tenure shall be specified);	From 40 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;	₹ 60 Crores (Sanctioned Limit- Incl. Interest)	₹ 60 Crores (Sanctioned Limit- Incl. Interest)	₹ 60 Crores (Sanctioned Limit- Incl. Interest)	₹ 5 Crores (Sanctioned Limit- Incl. Interest)	₹ 60 Crores (Sanctioned Limit- Incl. Interest)	₹ 60 Crores (Sanctioned Limit- Incl. Interest)	₹ 60 Crores (Sanctioned Limit- Incl. Interest)	₹ 60 Crores (Sanctioned Limit- Incl. Interest)



Name of the Subsidiary	GeeCee Business Private Limited				GeeCee Fincap Limited			
	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Fincap Limited	Saraswati Commercial (India) Limited	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Business Private Limited	Saraswati Commercial (India) Limited
*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;	62.06%	62.06%	62.06%	5.17%	62.06%	62.06%	62.06%	62.06%
**The percentage of the subsidiary/ associate standalone turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	642398.29			53533.19	976.85			
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 1 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							



Name of the Subsidiary	GeeCee Business Private Limited				GeeCee Fincap Limited			
	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Fincap Limited	Saraswati Commercial (India) Limited	Singularity Holdings Limited	Winro Commercial (India) Ltd	GeeCee Business Private Limited	Saraswati Commercial (India) Limited
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 2023-24 as per audited financial statements.

**The percentage above is based on the standalone turnover of FY 2023-24 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 40th 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. 08 & 09.

Board Recommendation

Based on the recommendations of the Audit Committee, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 08 & 09 of the Notice relating, to 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 40th Annual General Meeting as 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.08 & 09 of the Notice, whether the entity is a Related Party to the particular transaction or not

ITEM NO. 10- ORDINARY RESOLUTION

Approval for payment of Remuneration and other facilities to Mr. Harisingh Shyamsukha as the Senior President – Business Strategy :

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 Lacs and Fifty Thousand Only).

In this regard, Mr. Harisingh Shyamsukha (Promoter of the Company and also father of Mr. Gaurav Shyamsukha- Whole Time 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. 07th August, 2024 and was appointed by the Board of Directors as the Senior President - Business Strategy w.e.f 09th August, 2024. Thus being immediate relative of the Mr. Gaurav Shyamsukha and being appointed as the employee of the Company he will be holding office or place of profit in the Company.

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 08th August, 2024. 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 of Rs. 5,39,063/- (Rupees Five Lakhs Thirty-Nine Thousand and Sixty-Three Only) per month together with other benefits, perquisites, allowances, amenities and facilities in accordance with the Policy of the Company, w.e.f. 09th August, 2024.

Brief Profile of Mr. Harisingh Shyamsukha:

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

Further Second proviso to Section 188(1) of the Companies Act, 2013 provides that no related party shall vote to approve the related party transaction in which he is interested and thus no related party will vote on the Resolution No. 10 of the Notice. The Audit Committee and the Board of Directors of the Company have approved these Related Party Transactions.

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. 10 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 and Mr. Rohit Ashwin Kothari being the members of promoter and promoter group and Mr. SureshKumar Vasudevan Vazhathara Pillai 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. 10 of the Notice.

Necessary documents in this regard are available for inspection by the Members in electronic mode on the website of the Company at <https://www.geeceeventures.com> under the link Investor Relations

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 – Whole Time Director
- (c) Nature of relationship; Father of Mr. Gaurav Shyamsukha
- (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 & 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 2.28%	61,081 5.93%
Mr. Rohit Ashwin Kothari	Non-Executive Director	99,725 1.17%	14,280 1.14%	42,141 4.09%
Ms. Meena Ashwin Kothari	Member of Promoter Group and Relative of Director	Nil	Nil	19,347 1.88%
Ms. Tejal Rohit Kothari		5,47,000 (Preference Shares) 34.73%	Nil	Nil
Mr. Ashwin Kumar Kothari (HUF)	Member of Promoter Group	87,660 1.03%	6,200 0.49%	59,343 5.76%
Mr. Ashwin Kumar Kothari (Smaller) HUF		94,500 1.11%	10,000 0.80 %	59,366 5.76%
Pannalal C Kothari (HUF)		1,30,000 1.53%	250 0.02%	50,979 4.95%
Mr. Harisingh Shyamsukha		Nil	Nil	11 0.00%
Four Dimensions Securities (India) Limited		7,17,631 8.45% 1,00,000 (Preference Shares) 6.35%	3,25,050 25.95%	2,05,787 19.98%
Winro Commercial (India) Ltd		3,43,7798 40.47%	N.A.	1,83,529 17.82 %
Saraswati Commercial (India) Limited		13,50,166 15.90%	1,00,150 8.00 %	N.A.
Singularity Holdings Limited	N.A.	1,10,150 8.79%	7,861 0.76%	



Annexure to the Notice & Explanatory Statement No. 08 & 09

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 Company -(GeeCee Business Private Limited)	Shareholding			
		Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Fincap Limited
GeeCee Ventures Limited	Holding Company	Nil	Nil	Nil	37,49,993 99.99%
Four Dimensions Securities (India) Limited	Member of Promoter Group	7,17,631 8.45% 1,00,000 (Preference Shares) 6.35%	3,25,050 25.95%	2,05,787 19.98%	Nil
Saraswati Commercial (India) Limited	Member of Promoter Group	13,50,166 15.90%	1,00,150 8.00%	N.A.	Nil
Mr. Harisingh Shyamsukha	Director	Nil	Nil	11 (0%)	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Sandeep Kejariwal		Nil	Nil	Nil	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Arun Pawar		Nil	Nil	Nil	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Gaurav Shyamsukha		Nil	Nil	Nil	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Rohit Ashwin Kothari		99,725 1.17%	14,280 1.14%	42,141 4.09%	1 (As registered owner for GeeCee Ventures Limited) 0.00%
Mr. Sureshkumar Vasudevan Vazhathara Pillai		Nil	Nil	Nil	1 (As registered owner for GeeCee Ventures Limited) 0.00%



Name of the Related Party	Designation in the Subsidiary Company -(GeeCee Business Private Limited)	Shareholding			
		Singularity Holdings Limited	Winro Commercial (India) Ltd	Saraswati Commercial (India) Limited	GeeCee Fincap Limited
GeeCee Ventures Limited	Holding Company	Nil	Nil	Nil	26,460 63%
Mr. Rohit Ashwin Kothari	Director	99,725 1.17%	14,280 1.14%	42,141 4.09%	Nil

Annexure to the Notice & Resolution Nos. 3, 5 & 6

Details of Mr. Sureshkumar Vasudevan Vazhathara Pillai, Mr. Gaurav Shyamsukha and Ms. Neha Bandyopadhyay 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. Sureshkumar Vasudevan Vazhathara Pillai	Mr. Gaurav Shyamsukha	Ms. Neha Bandyopadhyay
Din	00053859	01646181	08591975
Age	66 years	45 years	49 years
Designation	Whole Time Director	Whole Time Director	Independent Director
Date of first appointment on the Board	30 th March, 2015	01 st May, 2013	31 st October, 2019
Qualification	Bachelor in Commerce & Diploma in Marketing and Management.	Chartered Accountant	Bachelor of Education in Mumbai University MBA in Finance from Magadh University M.Sc (Textile Designing) from Delhi University.
Brief Resume of the Director	Mr. Sureshkumar Vasudevan Vazhathara Pillai aged 66 years is the Whole Time director of the Company. He holds Bachelor's degree in commerce and has also done Diploma in Marketing and Management and leads the sales department. Overall he has experience of about 31 years in the same field. He also looks after the identification of the land and appropriate property for construction and development of those properties.	Mr. Gaurav Shyamsukha aged 45 years is the Whole Time director of the Company. He is a Chartered Accountant from the Institute of Chartered Accountants of India. He has been the Chief Financial Officer of the Company for 8 years and thereafter was appointed as the Whole Time Director of the Company since 2013. He has vast experience in the field of finance and all integrities involved in the Real Estate Sector.	Ms. Neha Bandyopadhyay is a MBA in Finance from Magadh University and M.Sc (Textile Designing) from Delhi University. Currently, she is a Member of Textile Association of India. She has taught in Jaipuria School, worked with HDFC Bank also she has worked with Nav Bharat Fuse Company.

Name of the Director	Mr. Sureshkumar Vasudevan Vazhathara Pillai	Mr. Gaurav Shyamsukha	Ms. Neha Bandyopadhyay
Expertise in specific functional area	Sales and Marketing	Finance and accounts	She has Expertise in Teaching Science, Mathematics, Madhubani, Warli painting and Music
Shareholding in the Company (including shareholding as a beneficial owner)	142 Shares agg. to 0.00% of the total shares capital of the Company	6,36,362 equity shares aggregating to 3.04% of the total share capital of the Company.	Nil
Directorships held in other bodies corporate as on 31 st March, 2024	<p>Listed Companies</p> <ul style="list-style-type: none"> • Nil <p>Unlisted Companies</p> <ul style="list-style-type: none"> • Arcies Laboratories Limited • GeeCee FinCap Limited • Rosy Agriculture Private Limited • Mountain Side Agriculture Private Limited • Oldview Agriculture Private Limited • Retold Farming Private Limited • Neptune Farming Private Limited 	<p>Listed Companies</p> <ul style="list-style-type: none"> • Nil <p>Unlisted Companies</p> <ul style="list-style-type: none"> • Neptune Farming Private Limited • Retold Farming Private Limited • Oldview Agriculture Private Limited • New Age Energy India Private Limited • GeeCee FinCap Limited 	Nil
Membership / Chairmanships of committees of other companies as on 31 st March, 2024	<p>➤ Member in Geecee Fincap Limited</p> <ul style="list-style-type: none"> • Asset Liability Management • Credit Committee • IT Strategy Committee • Lending Committee • Risk Management Committee • IT Steering Committee <p>➤ Chairman in Geecee Fincap Limited</p> <ul style="list-style-type: none"> • Asset Liability Management • Risk Management Committee 	<p>➤ Member in Geecee Fincap Limited</p> <ul style="list-style-type: none"> • Audit Committee • Asset Liability Management Committee • Risk Management Committee • Credit Committee • Lending Committee • IT Steering Committee • IT Strategy Committee 	Nil



Name of the Director	Mr. Sureshkumar Vasudevan Vazhathara Pillai	Mr. Gaurav Shyamsukha	Ms. Neha Bandyopadhyay
Listed entities from which the person has resigned from the directorship in the past three years	Nil	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Mr. Sureshkumar Vasudevan Vazhathara Pillai is not related to any of the Directors/Key Managerial Personnel of the Company	Mr. Gaurav Shyamsukha is son of Mr. Harisingh Shyamsukha.	Ms. Neha Bandyopadhyay is not related to any of the Directors/ Key Managerial Personnel of the Company
Number of Board Meetings Attended during the year	5	4	4
Remuneration Last drawn and to be paid	69.93 lakhs	94.80 lakhs	Being Independent Director, Ms. Neha Bandyopadhyay is entitled to sitting fees for attending meetings of the Board/Committees from time to time within the limits set out in the Companies Act, 2013. Other than sitting fees and reimbursement of conveyance expense on actuals no other payment is made to Ms. Neha Bandyopadhyay.
Terms & Conditions of re-appointment/ variation of remuneration	None	None	Re-appointed as the Independent Director for a second term of a period of 5 years i.e. from October 31, 2024 to October 30, 2029.
Skills and capabilities required for the role and the manner in which Ms. Neha Bandyopadhyay meets such requirements	N.A.	N.A.	As per the resolution at Item no. 6 of this Notice, read with the explanatory statement thereto.

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

Place: Mumbai
Date: August 08, 2024

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 the forth coming 40th Annual General Meeting of the Company.

Thanking you,

For GeeCee Ventures Limited

Ashwin Kumar Kothari

DP ID - IN301549

Client ID – 17542883

August 08, 2024



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 **Ms. Neha Bandyopadhyay, holding (Din 08591975)** for the office of Independent Director of GeeCee Ventures Limited at its forth coming 40th Annual General Meeting of the Company.

Thanking you,

For GeeCee Ventures Limited

Ashwin Kumar Kothari
DP ID - IN301549
Client ID – 17542883
August 08, 2024



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. Gaurav Shyamsukha, holding (Din 01646181)** for the office of Whole Time Director of GeeCee Ventures Limited at its forth coming 40th Annual General Meeting of the Company.

Thanking you,

For GeeCee Ventures Limited

Ashwin Kumar Kothari
DP ID - IN301549
Client ID – 17542883
August 08, 2024



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**, for the office of Senior President – Business Strategy of GeeCee Ventures Limited at its forth coming 40th Annual General Meeting of the Company.

Thanking you,

For GeeCee Ventures Limited

Ashwin Kumar Kothari
DP ID - IN301549
Client ID – 17542883
August 08, 2024

