



# GEECEE VENTURES LIMITED

209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021. India  
Phone : 91-22-4019 8600 • Fax : 91-22-4019 8650 • CIN-L24249MH1984PLC032170  
E-mail : gcvl@gcvl.in • Website : www.geeceeventures.com

31<sup>st</sup> August, 2019

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

Scrip Code: 532764

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

Symbol: GEECEE

**Sub: Submission of the Annual Report for the financial year 2018-19 and Notice of Annual General Meeting**

Dear Sir/Madam,

Pursuant to the requirements of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the financial year 2018-19 along with the Notice of Thirty-Fifth (35<sup>th</sup>) Annual General Meeting of the Company to be held on Wednesday, September 25, 2019 at 4:00 p.m. at Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400 001 which are being dispatched/ sent to the Members by the permitted mode(s).

Further, the aforesaid Annual Report along with Notice of Annual General Meeting has also been uploaded on the website of the Company at <https://www.geeceeventures.com/investor-relation/financial-results-and-annual-report.aspx>

We request you to take the aforesaid on records.

Thanking you,  
Yours faithfully,  
For GeeCee Ventures Limited

  
\_\_\_\_\_  
Dipyanti Kanojia  
Company Secretary & Compliance Officer  
Encl: As above.



## NOTICE

Notice is hereby given that the **Thirty-Fifth (35<sup>th</sup>)** Annual General Meeting (“AGM”) of the members (“Members”) of GeeCee Ventures Limited (“Company”) will be held on **Wednesday, September 25, 2019 at 04:00 p.m. at Oricon House, 6<sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai – 400 001** to transact the following business: -

### **ORDINARY BUSINESS:**

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

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.

#### **2. Re-appointment of Mr. Rohit Kothari**

To appoint a Director in place of Mr. Rohit Kothari (Din: 00054811) who retires by rotation and being eligible, offers himself for re-appointment.

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

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

### **SPECIAL BUSINESS:**

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

##### **Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2020**

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) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Kishore Bhatia and Associates (Firm registration number 00294) Practicing Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-2020 amounting to ₹ 88,000/- (Rupees Eighty Eight Thousand only) plus taxes at the rate applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

**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.”

#### **5. Ordinary Resolution**

##### **Appointment of Mr. Vallabh Prasad Biyani (Din: 00043358) as an Independent Director of the Company**

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

**“RESOLVED THAT** Mr. Vallabh Prasad Biyani (Din: 00043358) who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 27, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 99A of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the appointment of Mr. Vallabh Prasad Biyani, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from December 27, 2018 to December 26, 2023 be and is hereby approved and also continue as an Independent Director of the Company after he attains the age of 75 years.

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

## 6. Ordinary Resolution

### **Appointment of Ms. Rupal Ketan Desai (Din: 08496829) as an Independent Director of the Company**

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

**“RESOLVED THAT** Ms. Rupal Ketan Desai (Din: 08496829), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 30, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 99A of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the appointment of Ms. Rupal Ketan Desai, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from June 30, 2019 to June 29, 2024 be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution)

be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

#### **7. Special Resolution**

##### **Re-appointment of Mr. Rakesh Khanna (Din: 00040152) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17 (1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rakesh Khanna (Din: 00040152) who was appointed as an Independent Director of the Company for a term of five consecutive years by the shareholders at their meeting held on September 10, 2014 and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from September 10, 2019 upto September 09, 2024.

**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.”

#### **8. Special Resolution**

##### **Re-appointment of Mr. Suresh Tapuriah (Din: 00372526) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Suresh Tapuriah (Din: 00372526) who was appointed as an Independent Director of the Company for a term of five consecutive years by the shareholders at their meeting held on September 10, 2014 and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from September 10, 2019 upto September 09, 2024 and also continue as an Independent Director of the Company after he attains the age of 75 years.

**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.”

**9. Special Resolution****Re-appointment of Mr. Gaurav Shyamsukha (Din: 01646181) as the Whole Time Director of the Company**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) read with Schedule V of the Act and subject to the approval of the Central Government as may be required, approval of the members be and is hereby accorded for re-appointment of Mr. Gaurav Shyamsukha (Din: 01646181), as the Whole Time Director of the Company for a period of 3 (Three) years with effect from May 01, 2019 to April 30, 2022 in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 (1) of the Companies Act, 2013, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement annexed to this Notice.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to alter and vary the terms and conditions of the said re-appointment, remuneration and/or agreement in such manner and to such extent as may be agreed between the Board of Directors and Executive Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

**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.”

**10. Special Resolution****Re-appointment of Mr. Vazhathara Vasudevan SureshKumar (Din: 00053859) as the Whole Time Director of the Company**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) read with Schedule V of the Act and subject to the approval of the Central Government as may be required, Mr. Vazhathara Vasudevan SureshKumar (Din: 00053859), the Whole Time Director of the Company whose period of office is liable to expire on May 27, 2020 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 (1) of the Companies Act, 2013, approval of the members be and is hereby accorded for re-appointment Mr. Vazhathara Vasudevan SureshKumar (Din: 00053859), as the Whole Time Director of the Company for a period of 3 (Three) years with effect from May 28, 2020 to May 27, 2023 on the terms and conditions including remuneration as set out in the Statement annexed to this Notice.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to alter and vary the terms and conditions of the said re-appointment, remuneration and/or agreement in such manner and to such extent as may be agreed between the Board of Directors and Executive Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Vazhathara Vasudevan SureshKumar 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.”

**11. Re-appointment of Mr. Harisingh Shyamsukha (Din: 00033325) as the Whole Time Director of the Company**

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (“Act”)and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) read with Schedule V of the Act, and subject to the approval of the Central Government as may be required, Mr. Harisingh Shyamsukha (Din: 00033325), the Whole Time Director of the Company whose period of office is liable to expire on May 17, 2020 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(1) of the Companies Act, 2013, approval of the members be and is hereby accorded for re-appointment of Mr. Harisingh Shyamsukha (Din: 00033325), as the Whole Time Director of the Company for a period of 3 (Three) years with effect from May 18, 2020 to May 17, 2023 on the terms and conditions including remuneration as set out in the Statement annexed to this Notice and continue as Whole Time Director on attaining age of 70 years.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to alter and vary the terms and conditions of the said re-appointment, remuneration and/or agreement in such manner and to such extent as may be agreed between the Board of Directors and Executive Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

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

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

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

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

“**RESOLVED THAT** in supersession of earlier resolution passed in this regard and pursuant to the provisions of

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

**RESOLVED FURTHER THAT** 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."

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

**Dipyanti Kanojia**  
Company Secretary

Place: Mumbai  
Date: August 07, 2019

**REGISTERED OFFICE:**

209-210, Arcadia Building, 2nd  
Floor, 195, Nariman Point,  
Mumbai – 400 021  
Tel. No. 022 4019 8600  
Email: geecee.investor@gcvl.in  
Website: www.geeceeventures.com

**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 to 12 set out above and details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY-FIFTH (35TH) ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/ HER AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING .** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
3. The instruments of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than **48 HOURS** before the commencement of the meeting. A proxy

form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Members, Proxies and Authorized Representatives are requested to bring to the meeting the enclosed Attendance Slip duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No.
5. Corporate Members intending to attend the AGM through their authorized representatives are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. This Notice is also being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website <https://www.geeceeventures.com/investor-relation/financial-results-and-annual-report.aspx> and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.
7. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with their depository participant for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company Electronically.
8. 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.
9. Relevant documents referred to in the Notice and the explanatory statement are open for inspection by the members at the Registered Office of the Company during the normal business hours on all working days (i.e., except Saturdays, Sundays and Public Holidays) up to the date of AGM. The aforesaid documents will also be available for inspection by the members at the meeting.
10. Members are requested to send all their documents and communications pertaining to shares including dividend matters to **Link Intime India Private Limited, Share Transfer Agent of the Company at their address** at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, - 400083, (Maharashtra), Telephone No. 022 - 4918 6000, Fax No. 022 - 4918 6060 for both physical and demat segments of Equity Shares. Please quote on all such correspondence- "Unit- GeeCee Ventures Limited."
11. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, 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 name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., 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.
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants 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



No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to corporate governance report which is a part of this Annual Report.

13. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited.
14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance. To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the AGM, Financial Statements, Directors’ Report, Auditors’ Report, etc. is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company’s website [www.geeceeventures.com](http://www.geeceeventures.com). In case you wish to get a physical copy of the Annual Report, you may send your request to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in) mentioning your Folio No. /DP ID and Client ID.
15. The register of members and share transfer book of the Company will remain close from Monday, September 16, 2019 to Wednesday, September 18, 2019. (Both days inclusive).
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, M/s. Link Intime India Private Limited for assistance in this regard.
17. Benefits of Dematerialization:  
Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides, no stamp duty is payable on transfer of shares held in demat form and risks as addressed are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For other Members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode. Members may note that the Notice and the Annual Report 2018-19 will also be available on the Company’s website [www.geeceeventures.com](http://www.geeceeventures.com). To support “Green Initiative”, Members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited / their Depository Participants, in respect of shares held in physical or electronic mode respectively.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. At the thirty-third AGM held on September 29, 2017 the members approved appointment of, M/s. MRB & Associates, Chartered Accountants (Firm Registration No. 136306W) as Statutory Auditors for a period of 5 continuous years from the conclusion of Thirty –Third (33<sup>rd</sup>) Annual General Meeting till the conclusion of Thirty-Eighth (38<sup>th</sup>) Annual General Meeting of the Company to be held in the year 2022 subject to ratification of their appointment by the shareholders every year. The requirement to place the matter relating to appointment

of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the thirty-fifth AGM.

20. The route map showing directions to reach the venue of the Thirty fifth (35<sup>th</sup>) Annual General Meeting is annexed to this notice.
21. The instructions for members for voting electronically 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 Link Intime India Private Limited ("LI IPL").

#### **INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY:**

- (i) The voting period begins on Sunday, September 22, 2019. (9:00 a.m. IST) and ends on Tuesday, September 24, 2019 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 18, 2019 may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

➤ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital

letter).

| <b>For Shareholders holding shares in Demat Form or Physical Form</b> |   |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>▪ Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>   |
| DOB/ DOI  | Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.  |
| Bank Account Number   | Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>▪ Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul> |

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option

"Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

**General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 4918 6000.

**Other information**

- The remote e-voting period commences on Sunday, September 22, 2019 (9.00 a.m. IST) and ends on Tuesday, September 24, 2019 (5.00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date i.e. Wednesday, 18<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the Members, he shall not be allowed to change it subsequently.
- The facility for voting, either through electronic voting system or ballot paper shall also be made available at the meeting and Members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting.
- The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- The voting rights of Members shall be in proportion to their shares of the paid up equity

share capital of the Company as on cut-off date i.e. Wednesday, 18<sup>th</sup> September, 2019. 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 conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.geeceeventures.com](http://www.geeceeventures.com) immediately after the results are declared and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- Electronic Copy of the Annual report for 2018-19 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form to all members whose email ids are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2018-19 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form in the permitted mode.

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

**Dipyanti Kanojia**  
Company Secretary

Place: Mumbai  
Date: August 07, 2019

**REGISTERED OFFICE:**

209-210, Arcadia Building, 2nd  
Floor, 195, Nariman Point,  
Mumbai – 400 021  
Tel No. 022 4019 8600  
Email: [geecee.investor@gcvl.in](mailto:geecee.investor@gcvl.in)  
Website: [www.geeceeventures.com](http://www.geeceeventures.com)

## **ANNEXURE TO THE NOTICE**

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

#### **ITEM NO. 4:**

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), as the Cost Auditors to conduct the audit of the cost records of construction activities and supply of electricity services of the Company for the financial year 2019-20 on remuneration of Rs. 88,000/- (Rupees Eighty-Eight Thousand only) plus taxes at the rate applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

In accordance with the provisions of Section 148 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, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration paid and payable to the Cost Auditors for the financial year 2019-20 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board of Directors recommends the Resolution in relation to ratification of remuneration of cost auditor as set out at Item No. 4 of this Notice for approval of the Members by way of an Ordinary Resolution.

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

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

#### **ITEM NO. 5 & 6:**

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

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Vallabh Prasad Biyani (Din 00043358) as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from December 27, 2018 to December 26, 2023, subject to approval of the Members.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Rupal Ketan Desai (Din 08496829) as Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from June 30, 2019 to June 29, 2024, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Directors.

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

Additionally as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Mr. Vallabh Prasad Biyani,, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

The Board considers that his association would be of immense benefit to the Company as per his experience in the field of finance and account and hence it is desirable to avail services of Mr. Vallabh Prasad Biyani as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Vallabh Prasad Biyani as an Independent Director, for the approval by the shareholders of the Company.

The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days (except Saturday, Sundays & Public Holidays) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

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

**Mr. Vallabh Prasad Biyani:** Mr. Vallabh Prasad Biyani aged 70 years is Chartered Accountant and Bachelor of Commerce from University of Rajasthan. He has more than 40 years of experience in the field of Finance and accounts. He is working as an advisor in Aditya Birla Health Services Limited – Pune since 1st October, 2012.

**Ms. Rupal Ketan Desai:** Ms. Rupal Ketan Desai aged 48 years has completed her education in commerce and has been associated with the work in the areas of social activities. She also has work experience in the field of Civil Construction.

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.

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 Mr. Vallabh Prasad Biyani and Ms. Rupal Ketan Desai as Independent Directors are now being placed before the Members for their approval.

The Board recommends the Ordinary Resolutions in relation to appointment of Mr. Vallabh Prasad Biyani and Ms. Rupal Ketan Desai as the Independent Directors as set out at Item Nos. 5 and 6 of this Notice for approval of the Members by way of an Ordinary Resolution.

The Board recommends the Resolutions in relation to appointment of Mr. Vallabh Prasad Biyani and Ms. Rupal Ketan Desai as the Independent Directors as set out at Item Nos. 5 and 6 of this Notice for approval of the Members by way of an Ordinary Resolution.

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

Mr. Vallabh Prasad Biyani and Ms. Rupal Ketan Desai 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 Nos. 5 and 6 of the Notice.

**ITEM NO. 7 & 8:**

Mr. Rakesh Khanna (Din: 00040152) and Mr. Suresh Tapuriah (Din: 00372526) were appointed as the Independent Directors on the Board of the Company vide resolutions passed at the 30<sup>th</sup> Annual General Meeting held on September 10, 2014 for a term of 5 consecutive years. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent

Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

Mr. Rakesh Khanna and Mr. Suresh Tapuriah are eligible to be re-appointed as the Independent Directors for another term of upto 5 consecutive years.

In accordance with the aforesaid, the performance evaluation was carried out. Further, on the basis of the report of the performance evaluation covering various aspects including attendance and level of participation, interpersonal relationship, understanding of the roles and responsibilities, etc. and basis the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 07th August, 2019 approved the re-appointment of Mr. Rakesh Khanna and Mr. Suresh Tapuriah as the Independent Directors of the Company for a second term of 5 consecutive years with effect from September 10, 2019 upto September 09, 2024. The re-appointment of Mr. Rakesh Khanna and Mr. Suresh Tapuriah is subject to the approval by the Members at the ensuing Annual General Meeting by way of a special resolution.

The Company has received a notice in writing from a member in accordance with the provisions of Section 160(1) of the Act proposing the candidature of Mr. Rakesh Khanna and Mr. Suresh Tapuriah for the office of Independent Director. A copy of the draft Letter of Appointment for Independent Directors shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday, Sunday and Public Holidays) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The Company has received a declaration from Mr. Rakesh Khanna and Mr. Suresh Tapuriah to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties and they are independent of the management. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as the Independent Director and they are independent of the management of the Company. The Company has also received a declaration from Mr. Rakesh Khanna and Mr. Suresh Tapuriah that they are not disqualified to be re-appointed as Independent Directors under the Act and SEBI Listing Regulations.

Additionally as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Mr. Suresh Tapuriah, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

The Board considers that continuing appointment of Mr. Suresh Tapuriah would result in enhancing the efficiency of the Board and would be beneficial to the Company as he has been associated with the Company in the past and have varied experience thus it is desirable to avail services of Mr. Suresh Tapuriah as the Independent Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. Suresh Tapuriah as the Independent Director, for the approval by the shareholders of the Company.

The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday, Sundays & Public Holidays) and will also be kept open at the venue of the AGM till the conclusion of the AGM.



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

**Mr. Rakesh Khanna:** Mr. Rakesh Khanna aged 67 years is the Director on the Board of Olympic Gold Quest and several large listed and unlisted companies. He is Fellow Chartered Accountant with over 4 decades of experience in taxation, financial and general management areas in the industry, mostly multinationals, financial corporations and professional organizations. He was the Founding Partner of Ambit-RSM group (since retired).

**Mr. Suresh Tapuriah:** Mr. Suresh Tapuriah, 74 years Independent Director is a Bachelor of Chemical Engineering with First Class from Jadavpur University, Calcutta. He has been heading his family business in Mumbai and Kolkata, mainly marketing and trading of metals and chemicals. He was trained at M/s. Dennis Brothers, UK for manufacturing of fire engines and Trailer Pumps after which he started manufacturing them in India for Roberts Mclean & Co. He has also worked on a pilot plant and started manufacturing basic drug like Analgin as the first in India on commercial scale.

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.

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 Mr. Rakesh Khanna and Mr. Suresh Tapuriah as Independent Directors are now being placed before the Members for their approval.

The Board is of the view that the Company would greatly benefit from the skills, knowledge and rich and varied experience of Mr. Rakesh Khanna and Mr. Suresh Tapuriah and accordingly the Board recommends the resolutions in relation to the re-appointment of Mr. Rakesh Khanna and Mr. Suresh Tapuriah as Independent Directors of the Company as set forth in Item Nos. 7 and 8 of this Notice for approval of the Members by the Shareholders of the Company by way of a Special Resolution.

The Board recommends the Resolutions at Item Nos. 7 and 8 of this Notice for approval of the Members.

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

Save and except Mr. Rakesh Khanna and Mr. Suresh Tapuriah, being the appointees, none of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the in the Resolutions set out at Item Nos. 7 and 8 of the Notice.

**ITEM NO. 9:**

Pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on February 05, 2019 re-appointed Mr. Gaurav Shyamsukha (Din: 01646181) as the Whole Time Director of the Company with effect from May 01, 2019 to April 30, 2022 for a further term of 3 Years.

Mr. Gaurav Shyamsukha, aged 40 years, is the Whole-Time Director of the Company. He is a Chartered Accountant with more than 10 years of experience in the field of Commercial Finance & Accounting. He has been associated with the Company for more than 11 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 counselling management on corporate decisions, providing strategic guidance and oversight and supervise actively the day-to-day management and administration of the Company. Mr. Gaurav Shyamsukha was re-appointed as the Whole Time Director by the shareholders at the 32<sup>nd</sup> Annual General Meeting of the Company for a period of 3 years w.e.f May 01, 2016 to April 30, 2019. His tenure as the Whole Time Director expired on April 30, 2019.

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 May 01, 2019 to April 30, 2022 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 the same day. It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Gaurav Shyamsukha as the Whole-Time Director of the Company in terms of the applicable provisions of the Act. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director.

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

**1) Period :**

Three years w.e.f May 01, 2019 to April 30, 2022

**2) Salary:** Remuneration of ₹ 54.65 lacs per annum and with annual increment not exceeding 33% of the Basic Salary w.e.f May 1, 2019 onwards.

**3) Perquisites:**

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

**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.

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

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

In the case of non-availability or inadequacy of profits in any financial year of appointment the Company shall as per the provisions of Schedule V and subject to shareholder's approval at general meeting will pay Managerial Remuneration to Mr. Gaurav Shyamsukha as Whole Time Director of the Company, in the manner and subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

The Company has adequate profits however out of abundant caution and in view of all the relevant extant provisions

of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution is proposed to be passed at the 35<sup>th</sup> Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on February 5, 2019 has already approved the remuneration payable to Mr. Gaurav Shyamsukha (Din: 01646181) Whole-time Director of the Company.

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

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

Also the specified information while seeking approval/consent of the shareholders as required under Schedule V is provided separately along with explanatory statement no.11.

The Board recommends the Resolution in relation to re-appointment of Mr. Gaurav Shyamsukha as the Whole Time Director as set out at Item No. 9 of this Notice for approval of the Members by way of Special Resolution.

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

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

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

#### **ITEM NO. 10:**

Mr. Vazhathara Vasudevan Sureshkumar (Din: 00053859), aged 61 years, is the Whole-Time Director of the Company. He holds Bachelor degree in commerce and has also done Diploma in Marketing and Management. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. He has been associated with the Company for more than 19 years and during such association he has served as the sales and marketing head. He was appointed on the Board of the Company as the Additional Director w.e.f March 30, 2015 and thereafter as the Whole Time Director w.e.f May 28, 2015 for a term of 5 years. He leads the sales and marketing department of the Company. His leadership in the sales and marketing has supported the Company in creating awareness among the customers, building market strategy, framing new techniques for marketing and establishing the market. His contribution has helped the Company to achieve growth and high prospectus in the field of real estate.

Being associated with the Company, Mr. Vazhathara Vasudevan Sureshkumar (Din: 00053859) has contributed in enhancing the productivity and growth of the Company. The Present term of Mr. Vazhathara Vasudevan Sureshkumar, Whole Time Director of the Company will expire on May 27, 2020 and thus after taking into account these factors the Board of Directors at its meeting held on August 07, 2019 after considering the recommendation of the Nomination and Remuneration Committee and subject to approval of members approved re-appointment of Mr. Vazhathara Vasudevan Sureshkumar (Din: 00053859) as the Whole Time Director of the Company for a further period of 3 (Three) years, from May 28, 2020 to May 27, 2023 on terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee of the Board at its meeting held on the same day.

It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Vazhathara

Vasudevan Sureshkumar as a Whole-Time Director of the Company in terms of the applicable provisions of the Act. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Vazhathara Vasudevan Sureshkumar are as under:

**1) Period :**

Three years w.e.f May 28, 2020 to May 27, 2023

**2) Salary:**

**Basic Salary:** ₹ 18.37 lacs, per annum and with annual increment not exceeding 33% of the Basic Salary w.e.f May 28, 2020 onwards.

**3) Perquisites:**

- HRA: Not more than 50% of the Basic Salary.
- Leave Travel Allowance: Subject to the maximum of 10% of the Basic Salary.
- Leave encashment: 35 days on Basic + HRA.
- Special Allowance: Not more than 50% of the CTC.
- Sodexo: ₹ 31,200 per annum.
- Payment of Company's contribution to Provident Fund -12% / Superannuation Fund 15% of Basic / Gratuity Fund.
- Commission payable as per the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.

Mr. Vazhathara Vasudevan Sureshkumar shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other expenses as may be incurred by him, from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and /or which may become applicable in future and/ or any other allowance, perquisites as the Board may decide from time to time.

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

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

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

In the case of non-availability or inadequacy of profits in any financial year of appointment the Company shall as per the provisions of Schedule V and subject to shareholder's approval at general meeting will pay Managerial Remuneration to Mr. Vazhathara Vasudevan Sureshkumar 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 35<sup>th</sup> Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on February 05, 2019 has already approved the remuneration payable to Mr. Vazhathara Vasudevan Sureshkumar (Din: 00053859) Whole-time Director of the Company.

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

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

Also the specified information while seeking approval/consent of the shareholders as required under Schedule V is provided separately along with explanatory statement no.11.

The Board recommends the Special Resolution in relation to re-appointment of Mr. Vazhathara Vasudevan Sureshkumar as the Whole Time Director as set out at Item No. 10 of this Notice for approval of the Members by way of Special Resolution.

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

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

**ITEM NO. 11:**

**Mr. Harisingh Shyamsukha** (Din: 00033325), aged 69 years, is the Whole-Time Director of the Company. He is a qualified Chemical Engineer from Jadavpur University, West Bengal. He has a career spanning over 28 years in Chemical Manufacturing and is the Co-founder director of the company. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. He has also been in the whole time employment of the Company since inception and has promoted the Company. He has career spanning over 28 years in Chemical Manufacturing and has been looking after the business development of the Company. He has been the Whole Time Director for more than 12 years with term not exceeding five years /three years at a time.

Mr. Harisingh Shyamsukha has contributed in developing the business of the Company and has been guiding the Company in new business strategies and ideas. His guidance has aided the Company in adopting the methodologies that are very cost effective and profitable to the Company.

Being associated with the Company since inception of the Company, Mr. Harisingh Shyamsukha has immensely contributed in the growth and establishment of the Company. Prior to the selling of chemical business in the year 2009 to Lanxess India Private Limited, Mr. Harisingh Shyamsukha was involved in setting up and development of the chemical business of the Company. His involvement in the Company has immensely contributed in building and maintaining an image for the Company.

The Present term of Mr. Harisingh Shyamsukha, Whole Time Director of the Company will expire on May 17, 2020 and thus after taking into account these factors the Board of Directors at its meeting held on August 07, 2019 after taking in to account recommendation of the Nomination and Remuneration Committee and subject to approval of members approved re-appointment of Mr. Harisingh Shyamsukha (Din: 00033325) as the Whole Time Director of

the Company for a further period of 3 (Three) years, from May 18, 2020 to May 17, 2023 on terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee of the Board at its meeting held on the same day. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director.

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

Further Section 196 (3) of the Companies Act, 2013, interalia provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time Director or Manager unless it is approved by the members by passing special resolution. Part 1 of Schedule V to the Act contains similar relaxation. In accordance with these provisions as Mr. Harisingh Shyamsukha aged 69 years will be attaining the age of 70 years during his present tenure being completed on May 17, 2023 the members' approval through special resolution taken at the 33<sup>rd</sup> Annual General Meeting of the Company shall continue to be valid.

Additionally as per Section 196 (3) of the Companies Act, 2013 as Mr. Harisingh Shyamsukha is proposed to be re-appointed for a further period of 3 (Three) years, from May 18, 2020 to May 17, 2023 he would be attaining the age of 70 years and thus approval of members through special resolution is proposed at Item No. 11 of this notice.

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

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

**1) Period :**

Three years w.e.f May 18, 2020 to May 17, 2023

**2) Salary:**

**Basic Salary:** ₹ 37.50 lakhs per annum and with annual increment not exceeding 33% of the Basic Salary w.e.f May 18, 2020 onwards.

**3) Perquisites:**

- HRA: Not more than 50% of the Basic Salary.
- Leave Travel Allowance: Subject to the 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 (on yearly basis).
- Commission payable as per the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.

Mr. Harisingh Shyamsukha shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other expenses as may be incurred by him, from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and /or which may become applicable in future and/ or any other allowance, perquisites as the Board may decide from time to time.

**Minimum Remuneration:** Notwithstanding anything herein, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the requisite approvals, being obtained as per Companies Act, 2013 and such other Acts/ Regulations in force. Mr. Harisingh Shyamsukha will not be entitled to sitting fees for attending meetings of the Board of the Directors or any Committees thereof.

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

In the case of non-availability or inadequacy of profits in any financial year of appointment the Company shall as per the provisions of Schedule V and subject to shareholder's approval at general meeting will pay Managerial Remuneration to Mr. Harisingh Shyamsukha as Whole Time Director of the Company, in the manner and subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

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

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution is proposed to be passed at the 35th Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on 05th February, 2019 has already approved the remuneration payable to Harisingh Shyamsukha (Din: 00033325) Whole-time Director of the Company.

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

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

The Board recommends the Resolution in relation to re-appointment of Mr. Harisingh Shyamsukha as the Whole Time Director as set out at Item No. 11 of this Notice for approval of the Members by way of Special Resolution.

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

Mr. Harisingh Shyamsukha, Whole Time Director is deemed to be interested in this item of business since it relates to his re-appointment. Mr. Gaurav Shyamsukha is also deemed to be interested, being relative of Mr. Harisingh Shyamsukha. Also Mr. Ashwin Kumar Kothari and Mr. Rohit Kothari are deemed to be interested in the resolution. No other Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

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, Mr. Vazhathara Vasudevan Suresh Kumar and Mr. Harisingh Shyamsukha is provided hereunder:

**I. GENERAL INFORMATION :**

|  |  |
|--|--|
| 1. Nature of Industry  | The Company is engaged in the business of<br>a.) Construction and development of real estate.<br>b.) Generation of electricity through windmill<br>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)

| <b>Particulars</b>                              | <b>2018-19</b> | <b>2017-18</b> |
|---|----------------|----------------|
| Paid up Capital                                 | 2172.65        | 2172.65        |
| Reserves & Surplus                              | 41568.42       | 37261.27       |
| Revenue from Operations                         | 14699.00       | 18465.23       |
| Other Income                                    | 597.40         | 96.06          |
| Total Revenue                                   | 15296.40       | 18561.29       |
| Total Expenses                                  | 10886.11       | 15458.85       |
| Profit before Taxation                          | 4410.28        | 3102.44        |
| Tax Expenses/ (Income) including Deferred Tax   | 900.45         | 94.32          |
| Profit After Tax                                | 3509.83        | 3008.12        |
| 5. Foreign investments or collaborators, if any | Nil            | Nil            |



## II. INFORMATION ABOUT THE APPOINTEE :

| Sl. No. | Particulars                     | Mr. Gaurav Shyamsukha  | Mr. Vazhathara Vasudevan SureshKumar   | Mr. Harisingh Shyamsukha  |                |                |                |
|---------|---------------------------------|--|--|---|----------------|----------------|----------------|
| 1.      | Background details              | Mr. Gaurav Shyamsukha aged 40 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. | Mr. Vazhathara Vasudevan SureshKumar, aged 61 years, is the Whole-Time Director of the Company. He holds Bachelor degree in commerce and has also done Diploma in Marketing and Management. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. He has been associated with the Company for more than 19 years and during such association he has served as the sales and marketing head. | Mr. Harisingh Shyamsukha aged 69 years, is the Whole-Time Director of the Company. He is a qualified Chemical Engineer from Jadhavpur University, West Bengal. He has a career spanning over 28 years in Chemical Manufacturing and is the Co-founder director of the company. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. |                |                |                |
| 2.      | Past remuneration               | (₹ In Lakhs)   |  |   |                |                |                |
|         | <b>Particulars</b>              | <b>2018-19</b>   | <b>2017-18</b>   | <b>2018-19</b>  | <b>2017-18</b> | <b>2018-19</b> | <b>2017-18</b> |
|         | Salary                          | 57.24  | 46.37  | 55.89   | 49.28          | 63.83          | 85.41          |
|         | Perquisites                     | 0.40   | 0.15   | 0.29  | 1.42           | 0.40           | 7.5            |
|         | Commission                      | 50.00  | 58   | 1.95  | –              | –              | –              |
|         | <b>Total</b>                    | <b>107.64</b>  | <b>104.52</b>  | <b>58.13</b>  | <b>50.7</b>    | <b>64.23</b>   | <b>92.91</b>   |
| 3.      | Recognition or awards           | There were no recognition/ awards issued to any of the Directors.  |  |   |                |                |                |
| 4.      | Job profile and his suitability | He has vast experience in the field of finance and all integrities involved in the Real Estate Sector. Being Chartered Accountant has expertise in the field of accounts and finance and is responsible for advising and counselling management on corporate decisions, providing strategic guidance and oversight and supervise actively the day-to-day management and administration of the Company.                         | He leads the sales and marketing department of the Company. He has been associated with the Company for more than 19 years and during such association he has served as the sales and marketing head.  | He has a career spanning over 28 years in Chemical Manufacturing and is the Co-founder director of the company.   |                |                |                |
| 5.      | Remuneration proposed           | Currently the Company has adequate profits and the remuneration proposed is within the limits prescribed under Companies Act, 2013, however out of abundant caution and in view of all the relevant extant provisions of law relating to managerial remuneration, it is proposed to comply with the provisions Section II of Part II of Schedule V of the Companies Act, 2013.   |  |   |                |                |                |

| Sl. No. | Particulars  | Mr. Gaurav Shyamsukha   | Mr. Vazhathara Vasudevan SureshKumar  | Mr. Harisingh Shyamsukha   |
|---------|--|---|---|--|
| 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, Mr. Vazhathara Vasudevan Sureshkumar and Mr. Harisingh 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. Pre Buy Back the shareholding was 6,61,086 Equity Shares 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 Kothari and Mr. Ashwin Kumar Kothari are also deemed to be related to each other.</p> | <p>Besides the remuneration paid/ payable as stated above, the present shareholding of Mr. Vazhathara Vasudevan Sureshkumar is 142 Shares aggregating to 0.00 % of the total share capital of the Company.</p> <p>Mr. Vazhathara Vasudevan Sureshkumar is not related to any of the directors or other managerial personnel of the Company.</p> | <p>Besides the remuneration paid/ payable as stated above the present shareholding of Mr. Harisingh Shyamsukha is 7,86,195. Pre Buy Back the shareholding was 8,16,741 Equity Shares aggregating to 3.76 % of the total share capital of the Company.</p> <p>Mr. Harisingh Shyamsukha (Whole Time Director) is father of Mr. Gaurav 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 Kothari and Mr. Ashwin Kumar Kothari are also deemed to be related to each other.</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 year 2018-19, is given in the explanatory statement above.
2. The following information has been disclosed in the Board of Directors' Report under the heading "Corporate Governance/MGT-9" attached to the annual report for the year 2018-19:
  - (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, Mr. Vazhathara Vasudevan SureshKumar and Mr. Harisingh Shyamsukha as the Whole Time Directors as set out at Item No. 9, 10 & 11 of this Notice for approval of the Members by way of Special Resolution.

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

Mr. Gaurav Shyamsukha, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Ashwin Kumar Kothari are deemed to be interested in resolution nos. 09 and 11. Also Mr. Vazhathara Vasudevan SureshKumar is interested in resolution no. 10.

Except mentioned above, none of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in Resolution nos. 09, 10 & 11.

**ITEM NO. 12:**

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

The resolution as set out at Item No. 12 of the notice is placed for your approval of the aforesaid limits of borrowing by the Board upto an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only) or equivalent thereof in any foreign currency(ies). As per Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution.

The Board recommends the Resolutions in relation to power to borrow funds as set out at Item No. 12 of this Notice for approval of the Members by way of Special Resolution.

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

None of the Directors and Key Managerial Personnel of the Company and the relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.12.

## Annexure to the Notice

Details of Mr. Vallabh Prasad Biyani, Ms. Rupal Ketan Desai, Mr. Rakesh Khanna, Mr. Suresh Tapuriah, Mr. Gaurav Shyamsukha, Mr. Vazhathara Vasudevan Suresh Kumar, Mr. Harisingh Shyamsukha and Mr. Rohit Kothari being appointed and re-appointed 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. Vallabh Prasad Biyani  | Ms. Rupal Ketan Desai   | Mr. Rakesh Khanna   | Mr. Suresh Tapuriah  |
|--|--|---|---|--|
| Din  | 00043358   | 08496829  | 00040152  | 00372526   |
| Age  | 70 years   | 47 years  | 67 years  | 74 years   |
| Designation  | Additional Independent Director  | Additional Independent Director   | Independent Director  | Independent Director   |
| Date of first appointment on the Board   | 27 <sup>th</sup> December, 2018  | 30 <sup>th</sup> June, 2019   | 3 <sup>rd</sup> February, 2006  | 29 <sup>th</sup> January, 2009   |
| Qualifications   | Chartered Accountant and Bachelor of Commerce from University of Rajasthan.  | Education in Commerce   | Chartered Accountant and Bachelor of Commerce from Mumbai University.   | Bachelor's in Chemical Engineering from Jadavpur University, West Bengal.  |
| Brief Resume of the Director   | Mr. Vallabh Prasad Biyani is Chartered Accountant and has more than 40 years of experience in the field of Finance and accounts. He is working as an advisor in Aditya Birla Health Services Limited – Pune since 1 <sup>st</sup> October, 2012. | Ms. Rupal Ketan Desai has completed her education in commerce and has been associated with the work in the areas of social activities. She also has work experience in the field of Civil Construction. | Mr. Rakesh Khanna is the Director on the Board of Olympic Gold Quest and several large listed and unlisted companies. He is Fellow Chartered Accountant with over 4 decades of experience in taxation, financial and general management areas in the industry, mostly multinationals, financial corporations and professional organizations.  | Mr. Suresh Tapuriah, Independent Director has been heading his family business in Mumbai and Kolkata, mainly marketing and trading of metals and chemicals. He was trained at M/s. Dennis Brothers, UK for manufacturing of fire engines and Trailer Pumps after which he started manufacturing them in India for Roberts Mclean & Co. He has also worked on a pilot plant and started manufacturing basic drug like Analgin as the first in India on commercial scale.  |
| Expertise in specific functional area  | Finance and accounts   | Has general experience in the Civil Construction  | Finance, accounts, and taxation.  | Business Strategy and Planning.  |
| Shareholding in the Company  | 1  | Nil   | Nil   | Nil  |
| Directorships held in other bodies corporate as on 31 <sup>st</sup> March 2019 | Nil  | Nil   | <b>Listed Companies</b> <ul style="list-style-type: none"> <li>• Amforge Industries Limited</li> </ul> <b>Unlisted Companies</b> <ul style="list-style-type: none"> <li>• Geltec Private Limited</li> <li>• Universal Medicare Private Limited</li> <li>• GeeCee FinCap Limited (Formerly known as GCIL Finance Limited)</li> <li>• Foundation for Promotion of Sports and Games</li> <li>• ITI Asset Management Limited</li> </ul> | <b>Listed Companies</b> <ul style="list-style-type: none"> <li>• Mansoon Trading Company Limited</li> </ul> <b>Unlisted Companies</b> <ul style="list-style-type: none"> <li>• Verite Software Private Limited</li> <li>• Raajita Audio Video Company Private Limited</li> <li>• Consilium Communications Private Limited</li> <li>• Knop Trading Co. Private Limited</li> <li>• Birla Group Holdings Private Limited</li> <li>• Global Holdings Private Limited</li> <li>• India build Real Estates Private Limited</li> <li>• Rajeeta Determined Traders Private Limited</li> <li>• Systemtrac Traders Private Limited</li> <li>• Aditya Birla Health Services Limited</li> <li>• India Polo Promotion Foundation</li> <li>• GeeCee FinCap Limited (formerly known as GCIL Finance Limited)</li> </ul> |

| Name of the Director  | Mr. Vallabh Prasad Biyani  | Ms. Rupal Ketan Desai   | Mr. Rakesh Khanna   | Mr. Suresh Tapuriah  |  |   |
|---|--|---|---|--|--|---|
| Membership / Chairmanships of committees of other companies as on 31st March 2019 | Nil  | Nil   | <b>Member</b>   |  |  |   |
|   |  |   | Amforge Industries Limited  | Audit Committee and Nomination Remuneration Committee  | Aditya Birla Health Services Limited                           | Audit Committee / CSR Committee/Nomination and Remuneration Committee |
|   |  |   | GeeCee Fincap Limited   | Nomination Remuneration Committee  | GeeCee FinCap Limited (Formerly known as GCIL Finance Limited) | Audit Committee and Nomination Remuneration Committee                 |
|   |  |   | <b>Chairman</b>   |  |  |   |
|   |  |   | GeeCee FinCap Limited   | Audit & IT Strategy Committee  |  |   |
| Inter se relationship with other Directors and Key Managerial Personnel           | The Directors are not related to any of the Directors/ Key Managerial Personnel of the Company.  |   |   |  |  |   |
| Number of Board Meetings Attended during the year.                                | 1  | Nil   | 5   | 5  |  |   |
| Remuneration Last drawn and to be paid  | As the Independent Directors they are entitled to sitting fees for attending meetings of the Board/Committees from time to time within the limits set out in the Companies Act, 2013. Other than sitting fees and reimbursement of conveyance expenses on actuals no other payment is made to the Independent Directors. |   |   |  |  |   |
| Terms & Conditions of re-appointment/ variation of remuneration                   | Appointed as the Independent Director for a period of 5 years i.e. from December 27, 2018 to December 26, 2018.  | Appointed as the Independent Director for a period of 5 years i.e. from June 30, 2019 to June 29, 2024. | Re-appointed as the Independent Director for a second term of a period of 5 years i.e. from September 10, 2019 to September 09, 2024. | Re-appointed as the Independent Director for a second term of a period of 5 years i.e. from September 10, 2019 to September 09, 2024 . |  |   |

| Name of the Director                   | Mr. Gaurav Shyamsukha     | Mr. Vazhathara Vasudevan Suresh Kumar  | Mr. Harisingh Shyamsukha                                  | Mr. Rohit Kothari  |
|--|---------------------------|--|---|--|
| Din                                    | 01646181                  | 00053859   | 00033325  | 00054811   |
| Age                                    | 40 years                  | 61 years   | 69 years  | 44 years   |
| Designation                            | Whole Time Director       |  |   |  |
| Date of first appointment on the Board | 1 <sup>st</sup> May, 2013 | 30 <sup>th</sup> March, 2015   | 12 <sup>th</sup> May, 1993                                | 29 <sup>th</sup> April, 2006                             |
| Qualifications                         | Chartered Accountant      | Bachelor of Commerce from Kerala University and Diploma in Marketing and Management from Mumbai University | Chemical Engineer from Jadhavpur University, West Bengal. | Chartered Accountant and MBA from Babson University, USA |

| Name of the Director   | Mr. Gaurav Shyamsukha  | Mr. Vazhathara Vasudevan Suresh Kumar   | Mr. Harisingh Shyamsukha   | Mr. Rohit Kothari  |
|--|--|---|--|--|
| Brief Resume of the Director   | Mr. Gaurav Shyamsukha aged 40 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.   | Mr. Vazhathara Vasudevan Sureshkumar aged 61 years is the Whole Time Director of the Company. He holds Bachelor degree in commerce and has also done Diploma in Marketing and Management. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field.  | Mr. Harisingh Shyamsukha aged 69 years, is the Whole-Time Director of the Company. He is a qualified Chemical Engineer from JadHAVpur University, West Bengal. He has a career spanning over 28 years in Chemical Manufacturing and is the Co-founder director of the company. He has expertise in Marketing, Investment and Trading and also has experience of about 31 years in same field. He has also been in the whole time employment of the Company since inception and has promoted the Company. | Mr. Rohit Kothari aged 44 years is the Non - Executive Director of the Company. He is a Chartered Accountant and MBA from Babson University, USA having about 15 years of experience in various businesses. Presently as the chief executive, he leads company's various segments and is spending time on development of new projects. Additionally, he is also building financial services business of the Company. |
| Expertise in specific functional area  | Finance and accounts   | Sales and Marketing   | Experience in Chemical Manufacturing   | Finance and accounts   |
| Shareholding in the Company  | Present Shareholding is 6,36,362 (3.04%). Pre Buy Back the shareholding was 6,61,086 Equity Shares aggregating to 3.04 % of the total share capital of the Company.  | Present shareholding is 142 Shares aggregating to 0.00 % of the total share capital of the Company.   | Present shareholding is 7,86,195 (3.76%). Pre Buy Back the shareholding was 8,16,741 Equity Shares aggregating to 3.76 % of the total share capital of the Company.  | Present Shareholding is 23,14,900 (11.07%). Pre- Buy Back the shareholding was 24,04,844 Equity Shares aggregating to 11.07 % of the total share capital of the Company.   |
| Directorships held in other bodies corporate as on 31 <sup>st</sup> March 2019 | <b>Unlisted Companies</b> <ul style="list-style-type: none"> <li>▪ Neptune Farming Private Limited</li> <li>▪ Retold Farming Private Limited</li> <li>▪ Oldview Agriculture Private Limited</li> <li>▪ *Mudit Farming Private Limited</li> <li>▪ *Saket Agriculture Private Limited</li> <li>▪ New Age Energy India Private Limited</li> <li>▪ GeeCee FinCap Limited (formerly known as GCIL Finance Limited)</li> </ul> *Please note that both the companies – Saket Agriculture Private Limited and Mudit Farming Private Limited are under the process of Striking off. | <b>Listed Companies</b> <ul style="list-style-type: none"> <li>▪ Saraswati Commercial (India) Limited</li> </ul> <b>Unlisted Companies</b> <ul style="list-style-type: none"> <li>▪ Rosy Agriculture Private Limited</li> <li>▪ Mountain Side Agriculture Private Limited</li> <li>▪ Arcies Laboratories Limited</li> <li>▪ GeeCee FinCap Limited (formerly known as GCIL Finance Limited)</li> </ul> | <b>Unlisted Companies</b> <ul style="list-style-type: none"> <li>▪ Papa Fine Chemicals Private Limited</li> <li>▪ GeeCee Business Private Limited</li> <li>▪ Elrose Mercantile Private Limited</li> </ul>  | <b>Listed Companies</b> <ul style="list-style-type: none"> <li>▪ Mansoon Trading Company Limited</li> </ul> <b>Unlisted Companies</b> <ul style="list-style-type: none"> <li>▪ GeeCee FinCap Limited (formerly known as GCIL Finance Limited)</li> </ul>   |

| Name of the Director  | Mr. Gaurav Shyamsukha  |   | Mr. Vazhathara Vasudevan Suresh Kumar   |   | Mr. Harisingh Shyamsukha   | Mr. Rohit Kothari  |
|---|--|---|---|---|--|--|
| Membership / Chairmanships of committees of other companies as on 31 <sup>st</sup> March 2019 | <b>Member</b>  |   | <b>Member</b>   |   | Nil  | Nil  |
|   | GeeCee FinCap Limited (Formerly known as GCIL Finance Limited)   | Audit Committee<br>Nomination & Remuneration Committee<br>Asset Liability Management Committee<br>Risk Management Committee<br>Credit Committee<br>Lending Committee<br>IT Steering Committee | Saraswati commercial (India) limited  | Risk Management Committee & Asset Liability Management Committee  |  |  |
|   |  |   | GeeCee FinCap Limited (Formerly known as GCIL Finance Limited)  | Nomination and Remuneration Committee, Credit Committee, IT Steering Committee, IT Strategy Committee and Lending Committee |  |  |
|   |  |   | <b>Chairman</b>   |   |  |  |
| GeeCee FinCap Limited (Formerly known as GCIL Finance Limited)                                | Asset Liability Management Committee and Risk Management Committee   |   |   |   |  |  |
| Inter se relationship with other Directors and Key Managerial Personnel                       | Mr. Gaurav Shyamsukha is son of Mr. Harisingh Shyamsukha. Mr. Ashwin Kumar Kothari and Mr. Rohit Kothari are deemed to be related. |   | Mr. Vazhathara Vasudevan Suresh Kumar is not related to any of the Director/ Key Managerial Personnel.        |   | Mr. Gaurav Shyamsukha is son of Mr. Harisingh Shyamsukha. Mr. Ashwin Kumar Kothari and Mr. Rohit Kothari are deemed to be related to each other. | Mr. Rohit Kothari is son of Mr. Ashwin Kumar Kothari. Mr. Harisingh Shyamsukha and Mr. Gaurav Shyamsukha are deemed to be related. |
| Number of Board Meetings Attended during the year   | 5  |   | 3   |   | 5  | 4  |
| Remuneration Last Drawn and to be paid  | Last Drawn – ₹ 107.64 Lakhs<br>Remuneration to be paid – Please refer Item no. 9 of the Explanatory Statement                      |   | Last Drawn - ₹ 58.13 Lakhs<br>Remuneration to be paid – Please refer Item no. 10 of the Explanatory Statement |   | Last Drawn - ₹ 64.23 Lakhs<br>Remuneration to be paid – Please refer Item no. 11 of the Explanatory Statement                                    | Nil  |
| Terms & Conditions of re-appointment/variation of remuneration                                | Please refer explanatory statement no.9  |   | Please refer explanatory statement no.10  |   | Please refer explanatory statement no.11   | Appointed as a Director liable to retire by rotation.  |

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

Mr. Gaurav Shyamsukha, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Ashwin Kumar Kothari are deemed to be interested in resolution nos. 09 and 11. Mr. Vazhathara Vasudevan SureshKumar is interested in resolution no. 10.

Except mentioned above, none of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed resolution nos. 09, 10 & 11.

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

**Dipyanti Kanojia**  
Company Secretary

Place: Mumbai  
Date: August 07, 2019

**Registered Office:**

209-210, Arcadia Building, 2<sup>nd</sup> Floor, 195, Nariman Point, Mumbai - 400 021.  
Tel No. 022 4019 8600 | Email: geecee.investor@gcvi.in  
Website: www.geeceeventures.com