



# GEECEE VENTURES LIMITED

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25<sup>th</sup> September, 2018

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)

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)

Scrip Code: 532764

Symbol: GEECEE

Dear Sir/Madam,

**Sub: Amendment to Articles of Association of the Company –Article 116 (c)**

Pursuant to Reg. 30 - Part A of schedule III of the Sebi Listing Obligations and Disclosure Requirements Regulations, 2015 (Listing Regulations) and in continuation to our letter dated 8<sup>th</sup> August, 2018 with subject – Outcome of Board Meeting, please be informed that the shareholders at the 34<sup>th</sup> Annual General Meeting (AGM) of the Company held on **Monday, 24<sup>th</sup> September, 2018** has approved amendment made to the article of association of the Company by inserting Article 116 (c) after the existing article 116 (b) relating to **Chairman Emeritus and Vice Chairman Emeritus**.

**The Extract of the new inserted article 116 (c) is as follows:**

- i) The Board shall be entitled to appoint suitable person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, or in recognition of their status in the Company, as the Chairman Emeritus, Vice- Chairman Emeritus of the Company or at such other honorary position, on such terms and conditions including payment related terms, as it may deem fit, for providing guidance to the Board.
- ii) The Chairman Emeritus and Vice-Chairman Emeritus shall be entitled to receive notice of and to attend meeting of the Board or the Committees thereof but shall not be entitled to vote thereat and shall not be deemed to be a party to any decision of the Board or any Committee thereof.
- iii) The Chairman Emeritus and Vice-Chairman Emeritus shall hold office until he resigns his office or until such time as may be decided by the Board.





iv) The Chairman Emeritus and Vice-Chairman Emeritus shall not be deemed to be a director for any purpose of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.


The Copy of the Amended Article of Association is enclosed along with this letter for your ready reference.

We request you to take the aforesaid notification on your record.

Yours faithfully,

For **GeeCee Ventures Limited**



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

meeting except such business as may lawfully have been transacted at the meeting, which was adjourned.

115A

A written resolution circulated and signed by all directors shall be as valid and effective as if it had been adopted by a duly convened meeting of directors. Unless the contrary is stated therein, any such resolution shall be deemed to have been passed on the date on which it was signed by the director last signing it. A facsimile transmission of a directors' signed resolution shall be acceptable evidence that such resolution has been signed by the director whose signature appears on the facsimile transmission.

115B

Board agendas will be discussed between representatives of each of the Promoter Groups; for the avoidance of doubt, items will be included as requested by any of the parties. Draft Minutes will be circulated to all Directors not later than seven days after the meeting in question and submitted to the next Board meeting for formal approval.

116.

(a)

Mr. Ashwin Kumar Kothari shall be the Chairman of the Company. In the absence of Mr. Ashwin Kumar Kothari, the Promoter Groups shall have the right, from time to time, to elect a Chairman and a Vice-Chairman to preside at their meetings and to exercise the powers and perform the duties ordinarily vested in a Chairman.

**Chairman and Vice Chairman of the Board of Directors**

(b)

All meetings of the Directors shall be presided over by the Chairman, if present, but if at any meeting of the Directors, the Chairman be not present at the time appointed for holding the same, the Vice Chairman, if present, shall preside and if he be not present at such time, then in that case, the Directors shall choose one of the Directors then present to preside at the meeting.

**Who to preside over at meetings of the Board of Directors.**

\*\*\*\*

(c)

i) The Board shall be entitled to appoint suitable person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, or in recognition of their status in the Company, as the Chairman Emeritus, Vice-Chairman Emeritus of the Company or at such other honorary position, on such terms and conditions including payment related terms, as it may deem fit, for providing guidance to the Board.

**Chairman and Vice-Chairman Emeritus**

- ii) The Chairman Emeritus and Vice-Chairman Emeritus shall be entitled to receive notice of and to attend meeting of the Board or the Committees thereof but shall not be entitled to vote thereat and shall not be deemed to be a party to any decision of the Board or any Committee thereof.
- iii) The Chairman Emeritus and Vice-Chairman Emeritus shall hold office until he resigns his office or until such time as may be decided by the Board
- iv) The Chairman Emeritus and Vice-Chairman Emeritus shall not be deemed to be a director for any purpose of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.

- 117.
- (a) The Board may, subject to the provisions of the Companies Act and these Articles delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
  - (b) Any committee so formed shall, in the exercise of the powers so delegated, confirm to any regulations that may be imposed on it by the Board.

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**\*\*\*\*Article altered and inserted vide Special Resolution passed at the 34<sup>th</sup> Annual General Meeting of the Company held on 24<sup>th</sup> Day of September, 2018.**