GEECEE VENTURES LIMITED

209-210, Arcadia,195, Nariman Point, Mumbai - 400 021. India
Phone : 91-22-6670 8600 • Fax : 91-22-6670 8650
E-mail : gcvl@gcvl.in • Website : www.geeceeventures.com / CIN-L24249MH1984PLC032170

August 29, 2016

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

Re: BSE – Scrip Code: 532764

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

NSE: GEECEE

Dear Sir/Madam,

Sub: Notice of the 32nd Annual General Meeting - Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 enclosed herewith please find notice of the 32nd Annual General Meeting of the Company to be held on Tuesday, 20th September, 2016.

The Notice along with Annual Report is displayed on the website of the Company.

Kindly take the same on your records.

Thanking you,
Yours Truly,
For GeeCee Ventures Limited

GeeCee Ventures Limited Mumbai

Dipyanti Kanojia
Company Secretary and Compliance Officer
Place: Mumbai

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of GeeCee Ventures Limited will be held on Tuesday, the 20th day of September 2016 at 4:00 P.M. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Fort, Mumbai – 400 001 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt :

   a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, 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 31st March, 2016, together with the Report of the Auditors thereon.

2. To confirm the payment of Interim Dividend on Equity Shares for the financial year ended 31st March, 2016

3. To appoint Mr. Harisingh Shyamsukha (Din 00033325) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

4. To appoint Mr. Rohit Kothari (DIN 00054811) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

5. Ratification of Appointment of Auditors

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

   "RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Sarda & Pareek, Chartered Accountants (Firm Registration No.109262W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 33rd AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company for financial year 2016-17 on such remuneration as may be mutually agreed between the Audit Committee/ Board of Directors of the Company and the Auditors.**"**

SPECIAL BUSINESS:

6. To Re-appoint Mr. Gaurav Shyamsukha (DIN: 01646181) as Whole Time Director of the Company and to consider and if thought fit, to pass the following resolution as a **Special Resolution**.

   "RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 152, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and the relevant provisions of Articles of Association of the Company and subject to the approval of Central Government or other Government authority if required, the 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 three years with effect from 1st May, 2016 to 30th April, 2019 upon the terms and conditions as set out in the agreement and detailed in the explanatory statement attached hereto.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms & conditions including scope of remuneration of Mr. Gaurav Shyamsukha (DIN: 01646181), Whole-Time Director, including the monetary value thereof, to the extent recommended by the nomination and

remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and is hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

7. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provision of Section 20(2) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and relevant rules prescribed thereunder and such other provisions as may be applicable, upon receipt of a request from a member for serving /delivery of any document by the Company by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member in advance fees of Rs. 100/- (Rupees Hundred Only) for each such document inclusive of all expenses to be incurred by the Company for sending / delivery of such document pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of service mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be considered by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the director or key managerial personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance and further to do all acts, deeds, matters and things as may be necessary , proper or desirable or expedient to give effect to the above resolution."

By Order of the Board of Directors

For GeeCee Ventures Limited

Sd/-
Dipyanti Kanojia
Company Secretary

Place: Mumbai
Date: July 28, 2016

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

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item Nos. 6 and 7 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 Paragraph 1.2.5 of 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–second 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 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. The members / proxies & Authorized Representative are requested to bring duly filled in Attendance Slips for attending the Meeting and Members/proxies are also requested to bring a copy of the Annual Report along with them at the Meeting.
5. This Notice is being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.
6. Green Initiative - Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice by email and others are being sent by courier.
7. 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.
8. Relevant documents under Section 170, and 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) between 3.00 p.m. to 5.00 p.m. up to the date of AGM. The aforesaid documents will also be available for inspection by the members at the meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 12, 2016 to Tuesday, September 13, 2016 (both days inclusive).
10. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Private Limited, Share Transfer Agent of the Company at their address** at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, (Maharashtra), Telephone No. 022 - 2596 3838, Fax No. 022 - 2594 6969 for both physical and demat segments of Equity Shares. Please quote on all such correspondence- "Unit- GeeCee Ventures Limited." **For Shareholders queries Telephone, 022-25946970 Email** ID-rnt.helpdesk@linkintime.co.in.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agent Link Intime India Private Limited, Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.
12. The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2007-2008, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed their dividend warrant(s) in respect of the financial years 2008-09 to 2015-16 are requested to make their claim to the Registrar and Share Transfer Agent of the Company who shall arrange to send the unclaimed dividend amount.
13. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on April 18, 2016 on the website of

the Company and the same can be accessed through the link: http://www.geeceeventures.com/investor-relation/unclaimed-and-unpaid-dividend.aspx

14. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish a copy of PAN card for all the above mentioned transactions.
15. 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/ Company.
16. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For other Members, physical copies are being sent. To support "Green Initiative", Members who have not registered email addresses are requested to register the same with the Company's Registrar and Transfer Agent Link Intime India Private Limited/ Depository Participants, in respect of shares held in physical /electronic mode respectively.
17. The route map showing directions to reach the venue of the Thirty–second Annual General Meeting is annexed to this notice.
18. In terms of Section 152 of the Act, Mr. Harisingh Shyamsukha (DIN:00033325) and Mr. Rohit Kothari (DIN 00054811) Directors, retires by rotation at the Meeting and being eligible, had offered themselves for re-appointment. The Board of Directors of the Company commend their re-appointment. Details of Directors retiring by rotation, as required 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:

Particulars	Mr. Harisingh Shyamsukha
Date of Birth	15/10/1949
Designation	Non-Executive Director
Date of Appointment	12/05/1993
Qualifications	Chemical Engineer from Jadhavpur University, West Bengal
Expertise in specific functional area	Chemical Manufacturing
Shareholding in the Company	8,16,741 Equity Shares
Directorships held in other bodies corporate as on 31st March 2016	• Elrose Merchantile Pvt Ltd.
	• Saraswati Commercial (India) Limited
	• Crux Investments Private Limited
	• Papafine Chemicals Private Limited
	• GeeCee Business Private Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2016	Saraswati Commercial (India)Limited
	• Audit Committee
	• Stake Holders Relationship Committee
Relationship with other Directors and Key Managerial Personnel Number of Board Meetings Attended during the year.	Mr. Gaurav Shyamsukha is son of Mr. Harisingh Shyamsukha.

Number of Board Meetings Attended during the year.	3
Remuneration Drawn	64.65 lakhs

Particulars	Mr. Rohit Kothari
Date of Birth	10-12-1974
Designation	Non-Executive Director
Date of Appointment	29-04-2006
Qualifications	Chartered Accountant and MBA
Expertise in specific functional area	Financial Field
Shareholding in the Company	2, 82,667 Equity Shares.
Directorships held in other bodies corporate as on 31st March 2016	Sushree Trading Limited
	Mansoon Trading Company Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2016	Nil
Relationship with other Directors and Key Managerial Personnel	Son of Mr. Ashwin Kumar Kothari
Number of Board Meetings Attended during the year.	5
Remuneration Drawn	Nil

19. **Information and instructions relating to E-voting are as under:**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:-

(i) The voting period begins on 17th September, 2016 at 9.00 a.m. and ends on 19th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/ Address Stickers indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant **GEECEE VENTURES LIMITED** on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required

to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

Other Instructions:

1. The remote e-voting period commences on 17th September, 2016 (9.00 a.m. IST) and ends on 19th September, 2016 (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. 13th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, he shall not be allowed to change it subsequently.
2. The facility for voting, through ballot paper shall be made available for the members attending the meeting who have not cast the votes through remote evoting.
3. 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.
4. 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. Tuesday, 13th September, 2016. 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.
5. Mr. 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.
6. 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 three 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.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.geeceeventures.com immediately after the results are declared and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
8. Electronic copy of the Annual Report for 2015-16 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 2015-16 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**
Sd/-
Dipyanti Kanojia
Company Secretary

Place: Mumbai
Date: July 28, 2016

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

ANNEXURE TO THE NOTICE

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

ITEM NO. 6

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 30th May, 2016 re-appointed Mr. Gaurav Shyamsukha (Din: 01646181) as the Whole Time Director of the Company with effect from 1st May, 2016, for a further term of 3 Years.

Mr. Gaurav Shyamsukha (Din: 01646181) 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 was appointed as the Whole Time Director by the shareholders at the annual general meeting of the Company held on 3rd September, 2013 for a period of 3 years w.e.f 1st May, 2013 and since his tenure as the Whole Time Director expired on 30th April, 2016 the Nomination and Remuneration Committee and the Board of Directors recommended his re-appointment as the Whole Time Director for further period of 3 years w.e.f 1st May, 2016. His association with the Company as the Whole Time Director demonstrated good impact on the overall performance of the Company. He is a Qualified Chartered Accountant with an experience of more than 10 years and is well aware of all the business activities of the Company and is also actively involved in the business strategy.

Considering his cognizance with the Company, active involvement in the business activities and his valuable suggestions on the matters concerning core business decisions the Nomination and Remuneration Committee and the Board recommended confirmation on the re-appointment of Mr. Gaurav Shyamsukha as Whole-time Director of the Company for further period of three years with effect from 1st May, 2016 on the terms as to remuneration, allowances etc. as set out below subject to the approval of shareholders and the Central Government if required, or any other approval as may be required under any other law.

A) Period :

Three Years w.e.f. 1st May, 2016.

B) Remuneration :

Remuneration of Rs. 38.36 lacs per annum and with annual increment not exceeding 33% of the Basic Salary w.e.f 1st May, 2016 onwards.

C) Perquisites:

- HRA: not more than 50% of the Basic Salary.
- Leave Travel Allowance: Subject to maximum of 10% of the Basic Salary.

- Medical Reimbursement: Rs. 15,000/- per annum on actual basis.
- Employers Contribution to the PF: up to 12% of the Basic Salary.
- Transport Allowance : Rs. 30000/- per annum
- Uniform Allowance : Rs. 18000/- per annum
- Performance Bonus: Maximum 15% of the Basic Salary.
- 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 travelling, 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.

D) Minimum Remuneration

Notwithstanding the foregoing, if in any Financial Year during, the currency of the tenure of Mr. Gaurav Shyamsukha, the Company has no profits or its profits are inadequate, the remuneration will be paid subject to Schedule V to the Companies Act, 2013.

Details of Mr. Gaurav Shyamsukha (re-appointed as the Whole Time Director), 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:

Particulars	Mr. Gaurav Shyamsukha
Date of Birth	28-06-1979
Designation	Whole Time Director
Date of Appointment	01-05-2013
Qualifications	Chartered Accountant
Expertise in specific functional area	Financial and Business Development
Shareholding in the Company	6,61,086 Equity Shares
Directorships held in other bodies corporate as on 31st March 2016	• New Age Energy India Private Limited • Rakhee Dyechem Private Limited • GCIL Finance Limited • Retold Farming Private Limited • Neptune Farming Private Limited • OldView Agriculture Private Limited • Saket Agriculture Private Limited • Mudit Farming Private Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2016	Memberships GCIL Finance Limited –Audit Committee
Relationship with other Directors and Key Managerial Personnel	Son of Mr. Harisingh Shyamsukha
Number of Board Meetings Attended during the year.	5
Remuneration Drawn	40.95 lakhs

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 32nd Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on 30th May, 2016 has already approved the remuneration payable to 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.

The Board recommends the Special Resolution set out at Item No.6 of the accompanying Notice for the approval by the Members.

None of the Directors except Mr. Ashwin Kumar Kothari, Mr. Rohit Kothari, Mr. Gaurav Shyamsukha and Mr. Harisingh Shyamsukha is concerned or interested in this resolution.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out here in below:

I. General Information :

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

4.	Financial performance based on given indicators			
		As per audited financial results for the year		
				(₹ in lakhs)
	Particulars	**2013-2014**	**2014-2015**	**2015-2016**
	Paid up Capital	1902.65	1902.65	2172.65
	Reserves & Surplus	26116.85	26973.63	30937.71
	Revenue from Operations	1442.88	4341.70	14,419.35
	Other Income	224.43	266.51	192.44
	Total Revenue	1667.31	4608.21	14,611.80

	Total Expenses	764.77	3819.11	11,202.93
	Profit before Taxation	900.56	1293.45	3,864.14
	Tax Expenses/ (Income) including Deferred Tax	258.14	41.02	209.82
	Profit After Tax	642.42	1252.43	3,654.32
5.	Foreign investments or collaborators, if any	Nil	Nil	Nil

II. Information about the Appointee :

1.	Background details	Mr. Gaurav Shyamsukha Aged 37 years is a Chartered Accountant from the Institute of Chartered Accountants of India. He has been the Chief Financial Officer of the Company for 8 years and thereafter was appointed as the Whole Time Director of the Company for 3 years. He has vast experience in the field of finance and all integrities involved in the Real Estate Sector.	
2.	Past remuneration		
	Particulars	**2015-2016**	**2014-2015**
	Salary	38,64,558	38,64,558
	Perquisites	2,30,624	2,30,624
	Total	40,95,182	40,95,182
3.	Recognition or awards	During tenure of Mr. Gaurav Shyamsukha, Company was able to create recognition in the real estate sector.	
4.	Job profile and his suitability	Mr. Gaurav Shyamsukha has been the Chief Financial Officer of the Company for 8 years and thereafter was appointed as the Whole Time Director of the Company for 3 years. He has been closely involved in the strategy and operations of the Company since his association with the Company. He has played several leadership roles across various functions and is responsible for business development of the Company.	
5.	Remuneration proposed	As mentioned in the resolution currently the Company has adequate profits and the remuneration proposed is within the limits prescribed under Companies Act, 2013, however out of abundant caution and in view of all the relevant extant provisions of law relating to managerial remuneration, it is proposed to comply with the provisions Section II of Part II of Schedule V of the Companies Act, 2013.	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration is commensurate with the similar sized domestic companies, with the size of the Company, industry benchmarks in general, profile and responsibilities being shouldered upon Mr. Gaurav Shyamsukha.	
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration paid/ payable as stated above, Mr. Gaurav Shyamsukha holds 6,61,086 Equity Shares of the Company. He is son of Mr. Harisingh Shyamsukha, Non-Executive Director in the Company. Apart from as stated herein, he has no other direct or indirect pecuniary relationship with the Company or other managerial personnel.	

III. Other Information :

1.	Reasons of loss or inadequate profits	The proposed remuneration is well within the limits prescribed under Companies Act, 2013 and presently there are adequate profits for paying the remuneration.
2.	Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in	Since Company has adequate profits the clause is not applicable. However the prospects of the Company are expected to be favorable considering the ongoing projects.

All elements of the managerial remuneration have been disclosed in the Corporate Governance Report forming part of the Annual Report.

Your Directors recommend the resolution for your approval by way of special resolution.

ITEM NO. 7

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 7 of the accompanying notice, for the approval of the members of the Company. None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.7 of the accompanying Notice.

By Order of the Board of Directors
For **GeeCee Ventures Limited**
Sd/-
Dipyanti Kanojia
Company Secretary & Compliance Officer

Place: Mumbai
Date: July 28, 2016

REGISTERED OFFICE
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Mumbai-400021
CIN: L24249MH1984PLC032170
Website: www.geeceeventures.com