



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

September 05, 2017

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

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 cmtrade@nse.co.in

Re: BSE - Scrip Code: 532764

NSE: GEECEE

Dear Sir/Madam,

Sub: Notice of the 33rd Annual General Meeting - Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

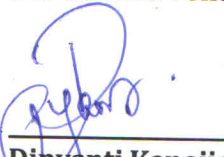
Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 enclosed herewith please find notice of the 33rd Annual General Meeting of the Company to be held on Friday, 29th September, 2017.

Further please note that Register of Members & Share Transfer Books of the Company will remain closed from September 21, 2017 to September 22, 2017 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company

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


Dipyanti Kanojia
Company Secretary and Compliance Officer
Place: Mumbai



NOTICE

Notice is hereby given that the Thirty-Third (33rd) Annual General Meeting ("AGM") of the members ("Members") of GeeCee Ventures Limited ("Company") will be held on Friday, September 29, 2017 at 11:00 a.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, 2017, 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, 2017, together with the Report of the Auditors thereon.
2. 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. To appoint a Director in place of Mr. Gaurav Shyamsukha (DIN: 01646181) who retires by rotation and being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors of the Company**

To appoint Statutory Auditors and fix their remuneration and in this regard consider and, if thought fit, to pass, with or without modifications, the following resolution, as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, MRB & Associates, Chartered Accountants (Firm Registration No. 136306W) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors Sarda & Pareek, Chartered Accountants (Firm Registration no. 109262W) to hold office for a period of five years from the conclusion of this Annual General Meeting ("AGM") till the conclusion of Thirty-Eighth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), to examine and audit the accounts of the Company at such remuneration, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, in addition to applicable taxes and re-imbursement of out of pocket expenses, travelling expenses etc. incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS:

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2017 and March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration paid during the year 2016-17 and payable during the year 2017-18 to M/s. Kishore Bhatia and Associates, Practicing Cost Accountants as approved by the Board of Directors of the Company to conduct the audit of the cost records of the Construction Activities of the Company for the financial year ended 2016-17 amounting to Rs. 75000/- (Seventy Five Thousand only) per year and for 2017-18 amounting to Rs. 80000/- (Rupees Eighty Thousand only) per year along with payment of taxes as applicable and re-imbursement 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 be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To Change Designation of Mr. Ashwin Kumar Kothari (Din: 00033730) from Non-Executive Director, Chairman and appoint as the Whole Time Director, Chairman of the Company and to consider and if thought fit, to pass with or without modification, 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 to change designation of Mr. Ashwin Kumar Kothari aged 75 years (Din: 00033730) from Non-Executive Director, Chairman and appoint him as the Whole Time Director, Chairman of the Company for a period of 3 years with effect from 18th May, 2017 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 of the Company be and is hereby authorized to alter or vary the terms & conditions of the said appointment including scope of remuneration in such manner as may be agreed to between the Board of Directors and Mr. Ashwin Kumar Kothari subject to the overall limits specified by the Companies Act, 2013.

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. To Change Designation of Mr. Harisingh Shyamsukha (Din: 00033325) from Non-Executive Director and appoint as the Whole Time Director of the Company and to consider and if thought fit, to pass with or without modification, 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 to change designation of Mr. Harisingh Shyamsukha aged 68 years (Din: 00033325) from non-executive director, and appoint him as the Whole Time Director of the Company for a period of 3 years with effect from 18th May, 2017 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 of the Company be and is hereby authorized to alter or vary the terms & conditions of the said appointment including scope of remuneration in such manner as may be agreed to between the Board of Directors and Mr. Harisingh Shyamsukha subject to the overall limits specified by the Companies Act, 2013.

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. Increase in borrowing power of the Company and to consider and if thought fit, to pass with or without modification, 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 for the purpose of giving effect to this resolution, the Board (including committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things to execute all such documents, instruments in writing as may be required, pursuant to the above resolution.”

By Order of the Board of Directors

For GeeCee Ventures Limited

Sd/-

Dipyanti Kanojia

Company Secretary

Place: Mumbai
Date: August 31, 2017

REGISTERED OFFICE:

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

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts concerning the business under Item Nos. 5 to 7 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 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-third (33rd) 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. 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. This Notice is also 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 referred to in the Notice and the explanatory statement are open 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. 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 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.”
10. 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.
11. The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2008-2009, 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 2009-10 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. Member's attention is particularly drawn to the “Corporate Governance” section of the Annual Report in respect of unclaimed dividend.

Pursuant to Sections 205A and 205C other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividends, remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, were required to be transferred to the Investor Education and Protection Fund (“IEPF”).

Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), both of which were applicable with effect from 7th September 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed / unpaid dividend, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company be transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred in the name of IEPF. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

However, both the unclaimed dividend amount and the shares can be claimed from the IEPF Authority by making an application in the prescribed Form IEPF - 5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with the requisite documents enumerated in Form IEPF - 5 to the Company at the Registered Office address. The IEPF Rules and the application Form IEPF-5 as prescribed by the Ministry of Corporate Affairs (MCA) for claiming back the shares / unclaimed dividend are available on the website of the MCA at www.iepf.gov.in. Details of unclaimed dividend in respect of those shares which are liable to be transferred to the IEPF are made available on the Company's website www.geeceeventures.com.

The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. 20th September 2016 on the website of the Company www.geeceeventures.com.

12. 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.
13. The Notice of the AGM along with the Annual Report 2016-17 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 who have not registered their e-mail addresses, physical copies are being sent in the permitted mode. 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.
14. The register of members and share transfer book of the Company will remain close from Thursday, September 21, 2017 to Friday, September 22, 2017. (Both days inclusive).
15. The route map showing directions to reach the venue of the Thirty-third (33rd) Annual General Meeting is annexed to this notice.
16. In terms of Section 152 of the Act, Mr. Rohit Kothari (DIN: 00054811) Director and Mr. Gaurav Shyamsukha (DIN: 01646181) Whole Time Director, retires by rotation at the Meeting and being eligible, has offered themselves for re-appointment. The Board of Directors of the Company commend their re-appointment. Details of Director 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. 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	34,64,844 Equity Shares

Directorships held in other bodies corporate as on 31st March 2017	<ul style="list-style-type: none"> • Sushree Trading Limited. • Mansoon Trading Company Limited • Kothari Ventures LLP • Kothari Premises Private Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2017	Nil
Relationship with other Directors and Key Managerial Personnel	Son of Mr. Ashwin Kumar Kothari Mr. Ashwin Kumar Kothari, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Gaurav Shyamsukha are related to each other.
Number of Board Meetings Attended during the year.	4
Remuneration Drawn	Nil

Particulars	Mr. Gaurav Shyamsukha
Date of Birth	28.06.1979
Designation	Whole Time Director
Date of Appointment	01.05.2016
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 2017	<ul style="list-style-type: none"> • New Age Energy India Private Limited • Rakhee Dyechem LLP (Formerly known as Rakhee Dyechem Private Limited) • GeeCee FinCap Limited (Formerly known as 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 2017	Memberships GeeCee FinCap Limited (Formerly known as GCIL Finance Limited) – Audit Committee
Relationship with other Directors and Key Managerial Personnel	Son of Mr. Harisingh Shyamsukha Mr. Ashwin Kumar Kothari, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Gaurav Shyamsukha are related to each other.
Number of Board Meetings Attended during the year.	5
Remuneration Drawn	*161.14 lakhs

*Remuneration includes commission of Rs. 120 lakhs for the year 2016-17 paid in the year 2017-18.

17. 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 26th September, 2017 at 9.00 a.m. and ends on 28th September, 2017 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 of 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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/ indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 by custodian 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.
- (i) 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 or call 18002005533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL) Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) Mr. Nishant Jawasa, Practicing Company Secretary (Membership No. F6557) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (C) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (D) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.geeceeventures.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National stock Exchange of India limited.
- (E) Electronic copy of the Annual Report for 2016-17 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 2016-17 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form in the permitted mode.
- (F) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

1. The remote e-voting period commences on 26th September, 2017 (9.00 a.m. IST) and ends on 28th September, 2017 (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. 22nd September, 2017, 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, 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.
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. Friday, 22nd September, 2017. 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. 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 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.
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 2016-17 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 2016-17 is being sent interalia 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: August 31 , 2017

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. 5

Pursuant to Section 148 of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014 including any amendments/modification(s) thereof, the cost audit in respect of cost records of construction activities of the Company for financial year 2016-17 had become applicable, accordingly the Board of Directors of the Company on the recommendation of the Audit Committee, at their meeting held on 23rd September, 2016 had appointed M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294) as the Cost Auditor of the Company to conduct audit of cost records made and maintained by the Company pertaining to Construction activities for the financial year 2016-17 on remuneration of Rs. 75000/- (Rupees Seventy Five Thousand only) plus service tax and re-imbursement of out of pocket expenses on actuals.

The Board of Directors of the Company, 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), to conduct the audit of the cost records of construction activities of the Company for the financial year ending 31st March, 2018 on remuneration of Rs. 80,000/- (Rupees Eighty Thousand only) plus applicable taxes and re-imbursement of out of pocket expenses on actuals.

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 ending March 31, 2017 and March 31, 2018, by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

ITEM NO. 6 & 7.

Pursuant to the provisions of Sections 196, 197 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 18th May, 2017 re-designated and appointed Mr. Ashwin Kumar Kothari (Din: 00033730)

as the Whole Time Director, Chairman of the Company and Mr. Harisingh Shyamsukha (Din: 00033325) as the Whole –Time Director with effect from 18th May, 2017, for a term of 3 Years.

Mr. Ashwin Kumar Kothari (Din:00033730) has been in the whole time employment of the Company since inception. He promoted the Company with Mr. Harisingh Shyamsukha and has been the Executive Director and Chairman of the Company since the beginning. He has been the Whole Time Director and Chairman of the Company for more than 10 years with term not exceeding five years/ three years at a time. At the 29th Annual General Meeting of the Company held on 3rd September, 2013 Mr. Ashwin Kumar Kothari was appointed as the Whole Time Director of the Company for a term of 3 years commencing from 1st January, 2014 to 31st December, 2016.

Similarly Mr. Harisingh Shyamsukha (Din: 00033325) has also been in the whole time employment of the Company since inception and has promoted the Company with Mr. Ashwin Kumar Kothari. 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 10 years with term not exceeding five years /three years at a time. At the 29th Annual General Meeting of the Company held on 3rd September, 2013 Mr. Harisingh Shyamsukha was appointed as the Whole Time Director of the Company for a term of 3 years commencing from 1st January, 2014 to 31st December, 2016.

However, in the year 2015 due to pre-occupation of Mr. Ashwin Kumar Kothari and Mr. Harisingh Shyamsukha in other activities, it was decided by the Board of Directors at their meeting held on 28th May, 2015 to relieve them from the duties of whole time director and designate them as the Non-Executive Director on the same terms and conditions of the existing agreement entered by them with the company. The remuneration as per the agreement paid to Mr. Ashwin Kumar Kothari and Mr. Harisingh Shyamsukha was also approved by the shareholders at their meeting held on 15th September, 2015. As the agreement had expired on 31st December, 2016 the said agreements were extended for a further period of 6 months commencing from 1st January, 2017 to 30th June, 2017 at the meeting of the Board of Directors held on 8th February, 2017.

Mr. Ashwin Kumar Kothari who has been re-designated and appointed by the Board of Directors and the Nomination and Remuneration Committee as the Whole Time Director, Chairman of the Company is above the age 70 years i.e. will attain age of 75 years on 14th September, 2017 and hence for his employment as the Whole Time Director, Chairman the approval of members by way of a special resolution is required.

Presently Mr. Harisingh Shyamsukha has not attained age of 70 years, however by 15th October, 2019 he will attain age of 70 years and as the term of appointment of Mr. Harisingh Shyamsukha is for 3 years commencing from 18th May, 2017, he will attain age of 70 years before the expiry of his term as the Whole Time Director and thus approval of members by way of a special resolution is required.

Section 196(3) of the Companies Act, 2013, inter alia, 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 a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation. In accordance with these provisions and keeping in view that Mr. Ashwin Kumar Kothari has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to appoint Mr. Ashwin Kumar Kothari as the Whole Time Director, Chairman.

As per Article 116 of the Articles of Association of the Company (AOA), Mr. Ashwin Kumar Kothari shall be the Chairman of the Company; hence irrespective of his appointment as the Non-Executive or Whole Time Director, Mr. Ashwin Kumar Kothari shall be / is the Chairman of the Company.

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, considering which the Board of Directors and the Nomination and Remuneration Committee of the Company approved and recommended appointment of Mr. Harisingh Shyamsukha as the Whole Time Director of the Company.

The agreement entered into between Mr. Ashwin Kumar Kothari (Whole Time Director, Chairman) and Mr. Harisingh Shyamsukha (Whole Time Director) with the Company shall be available for inspection at the registered office of the Company up to the date of AGM.

The Extract of Terms and Conditions of the appointment of Mr. Ashwin Kumar Kothari as the Whole Time Director, Chairman and Mr. Harisingh Shyamsukha is set out below:

I. Mr. Ashwin Kumar Kothari:

A) Period :

Three Years w.e.f. 18th May, 2017.

B) Remuneration :

Basic Salary of Rs. 37.50 lakhs per annum and with annual increment not exceeding 33% of the Basic Salary w.e.f 18th May, 2017 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.
- 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 to be payable as per the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.
- Mr. Ashwin Kumar Kothari 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.

Payment of Company's Contribution to Provident Fund/Pension Fund/ Superannuation Fund/ Gratuity Fund and encashment of leave (at the end of the tenure) shall not be included in the computation of remuneration or perquisites aforesaid.

Minimum Remuneration:

Notwithstanding anything herein, where in any financial year during the currency of the tenure of Mr. Ashwin Kumar Kothari as 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 required to be obtained as per Companies Act, 2013 and such other Acts/Regulations in force. Mr. Ashwin Kothari will not be entitled to sitting fees for attending meetings of the Board of the Directors or any Committees thereof.

II. Mr. Harisingh Shyamsukha:

A) Period :

Three Years w.e.f. 18th May, 2017.

B) Remuneration :

Basic Salary of Rs. 37.50 lakhs per annum and with annual increment not exceeding 33% of the Basic Salary.

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.
- 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 to be 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.

Payment of Company's contribution to Provident Fund/ Pension Fund/ Superannuation Fund/ Gratuity Fund and encashment of leave (at the end of the year) shall not be included in the computation of remuneration or perquisites aforesaid.

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 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

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

Details of Mr. Ashwin Kumar Kothari (re-designated and appointed as the Whole Time Director, Chairman) and Mr. Harisingh Shyamsukha (re- designated and 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. Ashwin Kumar Kothari	Mr. Harisingh Shyamsukha
Date of Birth	14.09.1942	15.10.1949
Designation	Whole Time Director, Chairman	Whole Time Director
Date of Appointment	18.05.2017	18.05.2017
Qualifications	Graduate in Chemical Sciences from Massachusetts Institute of Technology, USA.	Chemical Engineer from JadHAVpur University, West Bengal.
Brief Resume of the Director	He has a career spanning over 39 years in the Chemical Industry. He is founder director of the company. He looks after the business strategy of our Company. Additionally he is acting as Trustee with Aditya Birla Memorial Trust which is involved in various Philanthropic Activities in India. He has experience of constructing the entire factory along with Residential complex for Employees at Nagda.	He has a career spanning over 28 years in Chemical Manufacturing. He is the Co-founder director of the company. He has been heading the new products development and international marketing of the Company in the past.
Expertise in specific functional area	Experience in Chemical and Metal Industries and leads the management of the Company in conceiving the business strategies and undertaking new projects of the Company.	He has experience in the Chemical Manufacturing.
Shareholding in the Company	3,50,000 Equity Shares	8,16,741 Equity Shares
Directorships held in other bodies corporate as on 31st March 2017	Park Avenue Engineering Limited	Elrose Mercantile Pvt. Ltd.
	Jatayu Textiles & Industries Limited	Saraswati Commercial (India) Limited
	G.D. Birla Medical Research and Education Foundation	Crux Investments Private Limited
	Vaibhav Medical and Education Foundation	Papafine Chemicals Private Limited
	Precision Wires India Limited	GeeCee Business Private Limited
	Five-Star Trading & Investment Company Limited	Aroni Commercials Limited [Merged with Saraswati Commercial (India) Limited w.e.f. 31st March, 2017]
	Essel Mining & Industries Ltd	Retold Farming Private Limited
	Aditya Birla Health Services Limited	Mudit Farming Private Limited
	Meenakshi Steel Industries Limited	

Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2017	Membership Precision Wires India Limited – Audit Committee	Membership Saraswati Commercial (India) Limited Audit Committee and Stakeholders Relationship Committee.
Relationship with other Directors and Key Managerial Personnel	Mr. Ashwin Kumar Kothari, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Gaurav Shyamsukha are related to each other. Mr. Rohit Kothari (Non-Executive Director) is son of Mr. Ashwin Kumar Kothari	Mr. Ashwin Kumar Kothari, Mr. Harisingh Shyamsukha, Mr. Rohit Kothari and Mr. Gaurav Shyamsukha are related to each other. Mr. Gaurav Shyamsukha (Whole Time Director) is son of Mr. Harisingh Shyamsukha)
Number of Board Meetings Attended during the year.	4	5
Remuneration Drawn	64.65 lakh	64.65 lakh

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 33rd Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on 17th May, 2017 has already approved the remuneration payable to Mr. Ashwin Kumar Kothari (Din: 00033730) Whole-time Director, Chairman of the Company and Mr. 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.

The Board commends the Special Resolution set out at Item No. 6 and Item No. 7 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.) Generation of electricity through windmill c.) Mobilization of capital, investing the funds of the company in shares, stocks, debentures and other securities.
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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	2014-2015	2015-2016	2016-2017
	Paid up Capital	1902.65	2172.65	2172.65
	Reserves & Surplus	26973.63	30937.71	33602.84
	Revenue from Operations	4341.70	14,419.35	9220.46
	Other Income	266.51	192.44	313.00
	Total Revenue	4608.21	14,611.80	9533.46
	Total Expenses	3819.11	11,202.93	6459.60
	Profit before Taxation	1293.45	3,864.14	3073.86
	Tax Expenses/ (Income) including Deferred Tax	41.02	209.82	270.23
	Profit After Tax	1252.43	3,654.32	2803.63
5.	Foreign investments or collaborators, if any	Nil	Nil	Nil

II. Information about the Appointee :

1.	Background details	Mr. Ashwin Kumar Kothari is a graduate in Chemical Sciences from Massachusetts Institute of Technology, USA and has a career spanning over 39 years in the Chemical Industry. He is founder director of the company. He looks after the business strategy of our Company. Additionally he is acting as Trustee with Aditya Birla Memorial Trust which in involved in various Philanthropic Activities in India. He has experience of constructing the entire factory along with Residential complex for Employees at Nagda.	Mr. Harisingh Shyamsukha is Chemical Engineer from Jadhavpur University, West Bengal. He has a career spanning over 28 years in Chemical Manufacturing. He is the Co-founder director of the company.		
2.	Past remuneration	(Rs. in Lakhs)			
	Particulars	2016-2017	2015-2016	2016-2017	2015-2016
	Salary	60.75	60.75	60.75	60.75
	Perquisites	3.9	3.9	3.9	3.9
	Total	64.65	64.65	64.65	64.65

3.	Recognition or awards	-	
4.	Job profile and his suitability	He has a career spanning over 39 years in the Chemical Industry. He is founder director of the company. He looks after the business strategy of our Company. Additionally he is acting as Trustee with Aditya Birla Memorial Trust which is involved in various Philanthropic Activities in India. He has experience of constructing the entire factory along with Residential complex for Employees at Nagda.	He has a career spanning over 28 years in Chemical Manufacturing. He is the Co-founder director 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. Ashwin Kumar Kothari and Mr. Harisingh Shyamsukha.	
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, Mr. Ashwin Kumar Kothari holds 3,50,000 Equity Shares and Mr. Harisingh Shyamsukha holds 8,16,741 Equity Shares of the Company.</p> <p>Mr. Rohit Kothari (Non-Executive Director) is son of Mr. Ashwin Kumar Kothari and 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. Harisingh Shyamsukha, Mr. Gaurav Shyamsukha, Mr. Rohit Kothari and Mr. Ashwin Kumar Kothari are related to each other.</p>	

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 measurable terms	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 No. 6 & 7 for your approval by way of special resolution.

ITEM NO. 8.

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 Rs.500 crores (Rupees Five Hundred Crores Only).

The resolution as set out at Item No. 8 of the notice is placed for your approval of the aforesaid limits of borrowing by the Board upto an amount not exceeding Rs. 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.

Hence, the Board of Directors recommends passing of the enabling resolution mentioned at item No.8 in the notice.

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.8.

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

Sd/-

Dipyanti Kanojia

Company Secretary & Compliance Officer

Place: Mumbai
Date: August 31, 2017

REGISTERED OFFICE

209-210, Arcadia Building, 2nd
Floor, 195, Nariman Point,
Mumbai-400021
CIN: L24249MH1984PLC032170
Website: www.geeceeventures.com



GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170

Registered Office: 209-210, Arcadia Building, 2nd Floor, 195, Nariman point, Mumbai 400 021.

Phone: 91-22-6670 8600 • Fax: 91-22-6670 8650

E-mail: geecee.investor@gcvl.in, Website: www. geeceeventures.com

ATTENDANCE SLIP

(To be presented at the entrance)

33rd Annual General Meeting on Friday, September 29, 2017 At 11.00 a.m.

at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Fort, Mumbai – 400 001

D.P. Id No.	
Client Id No.	

Folio No.	
No. of shares	

Name of the attending member _____

Folio No. _____ No. of shares _____

Name of Proxy _____

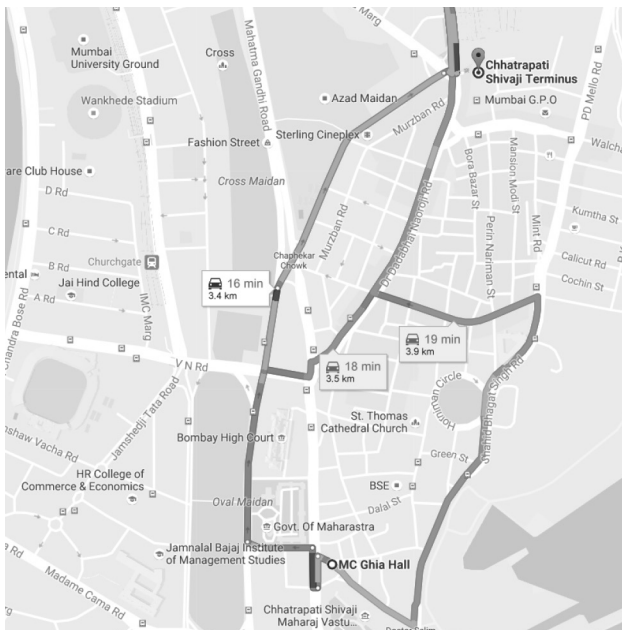
(If proxy attends instead of member)

I hereby register my presence at the 33rd Annual General Meeting of the Company to be held on Friday, 29th September, 2017 at 11.00 A.M. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Fort, Mumbai – 400 001.

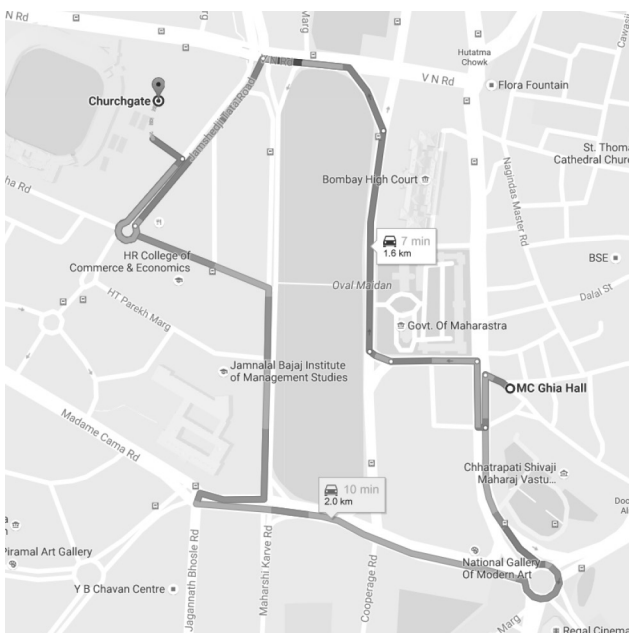
Signature of Member/ Proxy

Notes:

1. Member/Proxy holder willing to attend the meeting must bring the Attendance Slip to the Meeting.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.



Route map from CST station to venue



Route map from Churchgate station to venue



GEECEE VENTURES LIMITED

CIN: L24249MH1984PLC032170

Registered Office: 209-210, Arcadia Building, 2nd Floor, 195, Nariman point, Mumbai 400 021.

Telephone: 91-22-6670 8600 • Fax: 91-22-6670 8650

E-mail id: geecee.investor@gcvl.in, Website: www.geeceeventures.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L24249MH1984PLC032170
Name of the Company	GeeCee Ventures Limited
Registered Office	209-210, 2 nd Floor, Arcadia Building, 195, Nariman Point, Mumbai 400021.
Name of the member (s):	
Registered address:	
E-mail ID:	
Folio No./ Client ID:	
DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name: _____

Address: _____

E-mail Id: _____

Signature : _____ or failing him
- Name: _____

Address: _____

E-mail Id: _____

Signature : _____ or failing him
- Name: _____

Address: _____

E-mail Id: _____

Signature : _____

as my/our proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, 29th September, 2017 at 11.00 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Mumbai-400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	To receive, consider and adopt: <ol style="list-style-type: none"> the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon; and the Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2017, together with the Report of the Auditors thereon;
2.	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.	To appoint a Director in place of Mr. Gaurav Shyamsukha (DIN: 01646181) who retires by rotation and being eligible, offers himself for re-appointment.
4.	Appointment of Statutory Auditors of the Company.
Special Business	
5.	Ratify remuneration of Cost Auditors for the financial year ending March 31, 2017 and March 31, 2018.
6.	Change designation of Mr. Ashwin Kumar Kothari from Non-Executive Director, Chairman and appoint as the Whole Time Director, Chairman of the Company.
7.	Change designation of Mr. Harisingh Shyamsukha from Non-Executive Director and appoint as the Whole Time Director of the Company.
8.	Increase in borrowing power of the Company.

Signed this..... day of..... 2017

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at 209-210, 2nd Floor, Arcadia Building, 195, Nariman Point, Mumbai 400021 not less than 48 hours before the Commencement of the Meeting.