



GEEKAY WIRES LIMITED

CIN: L28999TG1989PLC010271

Registered Office: 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018

Tele- Fax No.: 91- 40 – 2377 8090; **Website:** www.geekaywires.com;

Email: geekaywires@gmail.com

January 25, 2019

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No: C/1, G Block,
Bandra Kurla Complex – Bandra (E),
Mumbai – 400 051

NSE Symbol: GEEKAYWIRE

SUB: Notice of EGM and News Paper Advertisement

Dear Sir(s),

Pursuant to Section 108 of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we wish to inform that the Company has on Wednesday, January 23, 2019 completed the dispatch of Notice of EGM along with explanatory statement, to all the members whose names appearing on the Register of Members/list of beneficial owners as on January 23, 2019. The EGM Notice has been uploaded on Company's Website, <http://geekaywires.com/news-and-announcements>

The Company has engaged the services of Central Depository Services (India) Limited (CSDL) for the service of providing e-voting facilities to its members. E-voting commence from Thursday, 14th February, 2019 (09.00 AM) and ends on Sunday, 17th February, 2019 (05.00 PM).

We are herewith enclosing the Notice of EGM to be held on Monday February 18, 2019 along with the Newspaper cutting of the advertisement published on January 25, 2019 for your information and record.

Thanking You

Yours Truly

For Geekay Wires Limited

Sd/-

CS Mahesh Reddy Vemula

Company Secretary and Compliance Officer



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NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF GEEKAY WIRES LIMITED WILL BE HELD ON MONDAY, FEBRUARY 18, 2019 AT 3.30 P.M, AT 11-70/5, G.P. COMPLEX, BALANAGAR, HYDERABAD, TELANGANA- 500018, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 61 and 64 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory amendment or reenactment thereof for the time being in force) and the rules framed thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for increasing the authorized share capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,60,00,000/- (Rupees Ten Crore Sixty Lakhs only) divided into 1,06,00,000 (One Crore and Six Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each, by creating 6,00,000 (Six Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing equity shares of the Company”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby jointly or severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

2. ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT subject to Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:

CLAUSE –V

“The Authorized Share Capital of the Company is Rs. 10,60,00,000/- (Rupees Ten Crore and Sixty Lakhs only) divided into 1,06,00,000 (One Crore and Six Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each”

“RESOLVED FURTHER THAT the Board of Directors of the Company be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

3. ALTERATION IN THE CLAUSE NO. 4 OF THE ARTICLES OF ASSOCIATION

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

“RESOLVED THAT pursuant to section 14 of the Companies Act, 2013, Article No. 4 of the Articles of Association of the Company be altered by substituting it with the following new clause: 4.

- (i) The Authorised Share Capital of the Company shall be as laid down in Memorandum of Association of the Company.
- (ii) Subject to the provisions of the Companies Act 2013 and the applicable Rules made thereunder, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.”

4. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “Act”) read with provisions of Chapter V – “Preferential Issue” of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the “ICDR Regulations”), (including any statutory modification thereto or reenactment thereof for the time being in force) and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India and Stock Exchanges, relevant enabling provisions of Memorandum and Articles of Association of the Company, the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to all such approval(s), consent(s), permission(s)and/or sanction(s) as may be required by law from Government of India, SEBI, Stock Exchanges, and any other appropriate Authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval(s), consent(s), permission(s) and/or sanction(s) which may be agreed to by Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue, and allot upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand)fully paid-up equity shares of the Company having face value of Rs. 10/-(Rupees Ten) each at a price of Rs. 34/- (Rupees Thirty Four)including premium of Rs. 24/- (Rupees Twenty Four)per equity share, calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law, to persons as mentioned in the below in table (hereinafter referred to as the “Proposed Allotees”) whether they are Shareholders of the Company or not, by way of a preferential allotment, for cash and based on the valuation report obtained by the Company in accordance with the applicable law, at such price being not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, at such time or times and in accordance

with the agreed terms and conditions and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Name of the Proposed Allottee	Name of the Beneficial Owner	Category	No. of Equity shares
1	Mr. Suresh Babu Jagarlamudi	N.A.	Public	2,72,000
2	Ananda Profiles Private Limited	Mr. Suresh Babu Jagarlamudi	Public	2,72,000
3	Salasar Holdings Private Limited	Mr. Yogesh Kumar Dadhich and Mr. Jagdish Prasad Sharma	Public	1,00,000
4	Sutlaj Sales Private Limited	Mr. Surajit Saha	Public	1,00,000
5	Ganpati Stocks Private Limited	Mr. Prabhu Dayal Randar and Mr. Yogesh Kumar Randar	Public	1,00,000
6	Rishikesh Commercial Company Private Limited	Mr. Parmeshwar Lal Tiwari Mr. Berisal Singh	Public	1,00,000
7	Tropex Suppliers Private Limited	Mr. Jagdish Prasad Sharma and Mrs. Minakshi Joshi	Public	1,00,000
8	Randar Businesses Private Limited	Mr. Yogesh Kumar Randar and Mr. Dhanesh Kumar Randar	Public	1,00,000
9	Ramapati Consultants Private Limited	Mrs. Jyoti Bagla and Mrs. Uttara Bagla	Public	1,04,000
10	Worthwhile Traders Private Limited	Mr. Rajesh Kumar Doshi and Mr. Rakesh Kothari	Public	1,04,000
11	Swal Limited	Mr. Mahesh Kumar Taparia, Mr. Hari Das and Mr. Sumit Lahoti	Public	1,04,000
12	Anand Potato Cold Storage Private Limited	Mr. Rajesh Kumar Doshi and Mr. Rakesh Kothari	Public	1,04,000
13	EastMan Merchants Private Limited	Mr. Rajesh Kumar Doshi and Mr. Rakesh Kothari	Public	1,04,000
14	Mrs. Nisha Jain	N.A.	Public	1,52,000
15	Mrs. Ananda Bajaj	N.A.	Public	8,000
16	Mr. Satyanarayan Bajaj	N.A.	Public	8,000
17	Ravinder Kumar Agarwal	N.A.	Public	32,000
18	Praveen Kumar Agarwal	N.A.	Promoter Group	68,000
19	Mr. Ghanshyam Dass	N.A.	Promoter Group	68,000
20	Mrs. Saroj Bala	N.A.	Promoter Group	56,000
21	Mr. Ashish Kandoi	N.A.	Promoter Group	88,000
22	Ghanshyam Dass (HUF)	Mr. Ghanshyam Dass	Promoter Group	28,000
23	Mrs. Renu Kandoi	N.A.	Promoter Group	44,000
24	Mr. Anuj Kandoi	N.A.	Promoter Group	4,000
TOTAL				22,20,000

RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the “Relevant Date”, for determining the minimum price for issue of equity shares being issued to the Proposed Allottees, on a preferential basis, is January 18, 2019.

RESOLVED FURTHER THAT subject to the terms stated hereinabove:

- a) The Equity Shares shall be allotted in dematerialized form within a period of Fifteen (15) days from the date of receipt of the shareholders approval or in the event Equity Shares require any approvals or permissions from the regulatory authority or the Central Government, within Fifteen (15) days from the date of such approval(s) or permission(s), as the case maybe.
- b) The Equity Shares offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- c) The Equity Shares offered, issued and allotted pursuant to this resolution shall rank paripassu with the existing Equity Shares of the Company in all respects, including dividend.
- d) The Equity Shares offered, issued and allotted shall remain locked-in from such date and for such periods as specified under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) / Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the committee thereof be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to Government of India, SEBI, Stock Exchanges etc. and such other approvals, if require and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors
For Geekay Wires Limited**

sd/-

Date: January 23, 2019

Place: Hyderabad

**Mr. Mahesh Reddy Vemula
Company Secretary & Compliance Officer**

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. This Notice is being to members of the Company as appearing in Register of Members.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE BLANK PROXY FORM IS ENCLOSED.**
4. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
5. The Notice of the EGM 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 Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice of EGM will also be available on the Company's website viz. www.geekaywires.com.
6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
8. Relevant documents referred to in the Notice, statutory registers and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours on working days. Members desiring to seek information with respect to the businesses in this notice are requested to send their queries at least Seven days before the date of the meeting so that the information can be made available at the meeting.
9. The Board of Directors at their meeting held on 10th January 2019 has appointed **Mr. Kashinath Sahu**, Practicing Company Secretary as a Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
10. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The E-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password details. Members are requested to opt for only one mode of voting.
11. The remote E-voting facility for the Members shall commence from February 14, 2019 at 9:00 AM and ends by February 17, 2019 at 5:00 PM. During this period shareholders of the Company, as on Cut -off date February 11, 2019 may cast their vote electronically in the manner and process given.

12. A Member cannot exercise his vote by proxy on e-voting.
13. A route map showing directions to reach the venue of the meeting is given in this Notice.
14. Once the vote on a resolution is cast by the member, the member shall not allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
15. The Scrutinizer will submit his report to the Chairman & Managing Director after the completion of scrutiny, and the result of the voting will be announced by Managing Director/ any other Director of the Company duly authorized, on or before February 20, 2019 at 5.00 P.M. at the registered office of the Company and will also be displayed on the Company's website www.geekaywires.com and communicated to the Depositories, Registrar and Share Transfer Agent on the said date.
16. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA viz. Bigshare Services Private Limited.
17. 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 their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form and submit their PAN to the Company/ Bigshare Services Private Limited.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
19. All queries relating to Share Transfer and allied subjects should be addressed to:

BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building, Opp.
Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai – 400 059

**By Order of the Board of Directors
For Geekay Wires Limited**

sd/-

Date: January 23, 2019

Place: Hyderabad

**Mr. Mahesh Reddy Vemula
Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

ITEM NO. 1&2 :

To Increase the Authorised Share Capital of the Company and Alteration in the Capital Clause of Memorandum of Association.

The Board of Directors of the Company proposed to increase the Authorized Share Capital of the Company as mentioned in the notice in view of increase of subscribed and paid-up share capital of the Company by allotment of equity share of the Company for the requirement of funds for the business operation of the Company.

Pursuant to the provisions of the Companies Act, 2013 for increase in Authorized Share Capital and consequent alteration of Memorandum of Association requires the approval of the members by way of Ordinary Resolution. The Altered copy of Memorandum is available for inspection of the members at the registered office of the company during the working days.

None of the Directors are interested in this resolution.

ITEM NO. 3

To Alter the Articles of Association.

Pursuant to the provisions of the Companies Act, 2013, the approval of the shareholders of the Company is required for the purpose of alteration of Articles of Association.

The draft copy of amended Articles of Association of the Company is available for inspection by the members of the Company at the Registered Office of the Company during working hours.

Your approval is sought for the matters specified in the aforesaid notice by way of Special Resolution.

None of the Directors are interested in this resolution.

ITEM NO. 4:

Your Company is an ISO 9001: 2008 certified, manufacturer, exporter and supplier of the superlative wires and cables, like galvanized wire, earth wire, stay wire, ACSR steel core, cable armoured wire, guy strand, barbed wire, spring steel wire, patented wire, detonator wire, and spring steel wire etc. The growing business of your Company requires funds for its various requirements. Your Company thinks that one way of achieving this would be through the preferential allotment of Equity Shares. The Board of Directors at their meeting held on January 10, 2019 has considered & approved to issue upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand) fully paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 24/- (Rupees Twenty Four) per Equity Share.

Therefore, in terms of Section 62(1)(c) & Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand) fully paid-up equity shares of Rs.10/- (Rupees Ten Only) each of the Company to proposed allottees, at a price of Rs. 34/-

(Rupees Thirty Four) per equity share including premium of Rs. 24/- (Rupees Twenty Four) per equity share calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

(i) The object / purpose of the preferential issue:

The proceeds of the preferential issue of Equity Shares will be used by the Company for the repayment of Working Capital Loans, to improve the capital structure of the Company and for other general corporate purposes.

(ii) The total number of shares or other securities to be issued:

The Board intends to offer, issue and allot upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand) fully paid-up equity shares having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 34/- (Rupees Thirty Four) including premium of Rs. 24/- (Rupees Twenty Four) per equity share calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law.

(iii) The price or price band at / within which the allotment is proposed:

The issue price is Rs. 34/- (Rupees Thirty Four Only) per equity share calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

In accordance with Regulation 164 Chapter V of SEBI ICDR Regulations, the Equity Shares to be issued and allotted on a preferential basis shall be made at a price not less than the higher of the following:

- i) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during twenty six weeks preceding the Relevant Date; or
- ii) The average of the weekly high and low of the volume weighted average prices of the related shares quoted on a recognized stock exchange during two weeks preceding the Relevant Date.

Accordingly, upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each will be issued at a price of Rs. 34/- (Rupees Thirty Four) including premium of Rs. 24/- (Rupees Twenty Four) per equity share, calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law.

(v) Relevant date with reference to which the price has been arrived at:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of the price per equity share to be issued on preferential basis is fixed as January 18, 2019.

(vi) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no.(ix) below.

(vii) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

Except Mr. Ghanshyam Dass, Mr. Ashish Kandoi, Mr. Anuj Kandoi, Mrs. Renu Kandoi and their respective relatives, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

(viii) Proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Securities on or before the expiry of 15 (Fifteen) days from the date of passing of this resolution by the Shareholders or where allotment of securities require any approval(s) from any regulatory authority or the Central Government, the said allotment will be completed within 15 days from the date of such approval(s) as the case may be.

(ix) The identity of the Proposed Allottees, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:

Details of the Proposed Allottees:

Sr · N o.	Proposed Allottees	Name of the Beneficial Owner	Category	Maximum no. of Equity Shares	Amount (Rs. in Lakhs)	Pre-Issue shareholding		Post-Issue shareholding	
						No. of shares	%	No. of shares	%
1	Mr. Suresh Babu Jagarlamudi	N.A.	Public	2,72,000	92.48	Nil	0.00%	2,72,000	2.57%
2	Ananda Profiles Private Limited	Mr. Suresh Babu Jagarlamudi	Public	2,72,000	92.48	Nil	0.00%	2,72,000	2.57%
3	Salasar Holdings Private Limited	Mr. Yogesh Kumar Dadhich and Mr. Jagdish Prasad Sharma	Public	1,00,000	34.00	32,000	0.38%	1,32,000	1.25%
4	Sutlaj Sales Private Limited	Mr. Surajit Saha	Public	1,00,000	34.00	1,32,000	1.58%	2,32,000	2.19%
5	Ganpati Stocks Private Limited	Mr. Prabhu Dayal Randar and Mr. Yogesh Kumar Randar	Public	1,00,000	34.00	1,24,000	1.49%	2,24,000	2.12%
6	Rishikesh Commercial Company Private Limited	Mr. Parmeshwar Lal Tiwari and Mr. Berisal Singh	Public	1,00,000	34.00	Nil	0.00%	1,00,000	0.94%
7	Tropex Suppliers Private Limited	Mr. Jagdish Prasad Sharma and Mrs. Minakshi Joshi	Public	1,00,000	34.00	Nil	0.00%	1,00,000	0.94%
8	Randar Businesses Private Limited	Mr. Yogesh Kumar Randar and Mr. Dhanesh Kumar Randar	Public	1,00,000	34.00	Nil	0.00%	1,00,000	0.94%
9	Ramapati Consultants Private Limited	Mrs. Jyoti Bagla and Mrs. Uttara Bagla	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%
10	Worthwhile Traders Private Limited	Mr. Rajesh Kumar Doshi and Mr. Rakesh Kothari	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%
11	Swal Limited	Mr. Mahesh Kumar Taparia, Mr. Hari Das and Mr. Sumit Lahoti	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%
12	Anand Potato Cold Storage Private Limited	Mr. Rajesh Kumar Doshi and Mr. Rakesh Kothari	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%
13	EastMan Merchants Private Limited	Mr. Rajesh Kumar Doshi and Mr. Rakesh Kothari	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%

14	Mrs. Nisha Jain	N.A.	Public	1,52,000	51.68	48,000	0.58%	2,00,000	1.89%
15	Mrs. Ananda Bajaj	N.A.	Public	8,000	2.72	Nil	0.00%	8,000	0.75%
16	Mr. Satyanarayan Bajaj	N.A.	Public	8,000	2.72	Nil	0.00%	8,000	0.75%
17	Ravinder Kumar Agarwal	N.A.	Public	32,000	10.88	60,000	0.72%	92,000	0.87%
18	Praveen Kumar Agarwal	N.A.	Promoter Group	68,000	23.12	Nil	0.00%	68,000	0.64%
19	Mr. Ghanshyam Dass	N.A.	Promoter	68,000	23.12	5,34,000	6.41%	6,02,000	5.71%
20	Mrs. Saroj Bala	N.A.	Promoter Group	56,000	19.04	5,51,005	6.61%	6,07,005	5.75%
21	Mr. Ashish Kandoi	N.A.	Promoter	88,000	29.92	4,24,000	5.09%	5,12,000	4.85%
22	Ghanshyam Dass (HUF)	Mr. Ghanshyam Dass	Promoter Group	28,000	9.52	5,73,500	6.88%	6,01,500	5.70%
23	Mrs. Renu Kandoi	N.A.	Promoter Group	44,000	14.96	3,14,000	3.77%	3,58,000	3.39%
24	Mr. Anuj Kandoi	N.A.	Promoter	4,000	1.36	1,51,495	1.82%	1,55,495	1.47%

(x) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

(xi) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

(xii) Shareholding pattern of the Company pre and post issue:

Sr. No.	Category	Pre Issue Shareholding		Post Issue Shareholding (After Shares Allotment)	
		Total Number of Shares held	%	Total number of shares held	%
A	Promoters' and Promoters' Group holding :				
1	Indian :				
	Individual	30,32,000	36.39%	33,88,000	32.11%
	Bodies Corporate	24,00,000	28.80%	24,00,000	22.74%
	Sub Total	54,32,000	65.19%	57,88,000	54.85%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	54,32,000	65.19%	57,88,000	54.85%
B	Non Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non Institution:				
	Bodies Corporate	7,44,000	8.93%	21,36,000	20.24%
	Directors and Relatives	76,000	0.91%	76,000	0.72%
	Indian Public	20,24,000	24.29%	24,96,000	23.65%
	Others (Including NRIs)	56,000	0.67%	56,000	0.53%
	Sub Total (B)	29,00,000	34.81%	47,64,000	45.15%
	Grand Total (A+B)	83,32,000	100.00%	1,05,52,000	100.00%

(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

(xiv) Undertaking to recomputed price: – Not Applicable

(xv) Undertaking to put under lock-in till the recomputed price is paid: – Not Applicable

(xvi) Certificate from Statutory Auditor:

A copy of the certificate from Statutory Auditor certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection on any working day between 11.00 a.m. to 01.00 p.m. after the Relevant Date and upto the date of Extraordinary General Meeting.

(xvii) Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of ICDR Regulations.

The consent of the Shareholders is sought for the issue of equity shares in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.1 of the accompanying Notice.

Except Mr. Ghanshyam Dass, Mr. Ashish Kandoi, Mr. Anuj Kandoi, Mrs. Renu Kandoi and their respective relatives, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

**By Order of the Board of Directors
For Geekay Wires Limited**

Date: January 23, 2019

Place: Hyderabad

sd/-
Mr. Mahesh Reddy Vemula
Company Secretary & Compliance Officer



GEEKAY WIRES LIMITED

CIN: L28999TG1989PLC010271

Registered Office: 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018

Tele-Fax.: +91- 40 – 23778090; **Website:** www.geekaywires.com; **Email:** geekaywires@gmail.com

ATTENDANCE SLIP

Registered Folio No./DP ID no./Client ID no.:	
DP ID - Client ID	
No. of Shares Held	

I hereby record my presence at the Extraordinary General Meeting of the Company held on Monday, February 18, 2019 at 3.30 P.M. at 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018.

.....	
Name of the member/proxy (in BLOCK Letters)	Signature of the member/proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice for reference to the EGM.



GEEKAY WIRES LIMITED

CIN: L28999TG1989PLC010271

Registered Office: 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018

Tele-Fax.: +91- 40 – 23778090; **Website:** www.geekaywires.com; **Email:** geekaywires@gmail.com

PROXY FORM

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

Extraordinary General Meeting – Monday, February 18, 2019

Name of the Member(s)	
Registered Address:	
Email-Id:	
Folio No./Client ID:	
DP ID:	

I/we, being the member (s) ofshares of the above named company, hereby appoint

1. Name.....Email:.....Address:
.....
..... Signature:_____

or failing him/her

2. Name.....Email:.....Address:
.....
..... Signature:_____ or

or failing him/her

3. Name.....Email:.....Address:
.....
..... Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, February 18, 2019 at 3.30 P.M. at 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018 and at any adjournment thereof in respect such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1	To Increase The Authorised Share Capital Of The Company			
2	Alteration In The Capital Clause Of Memorandum Of Association			
3	Alteration In The Clause No. 4 Of The Articles Of Association			
4	Issue of upto 22,20,000 Equity Shares on Preferential Basis			

Signed this..... day of.....2019

.....

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Signature of shareholder(s) Signature of Proxy holder(s)

Please
Affix
Rs.1
Revenue
Stamp

.....

Signature of Proxy holder(s)

.....

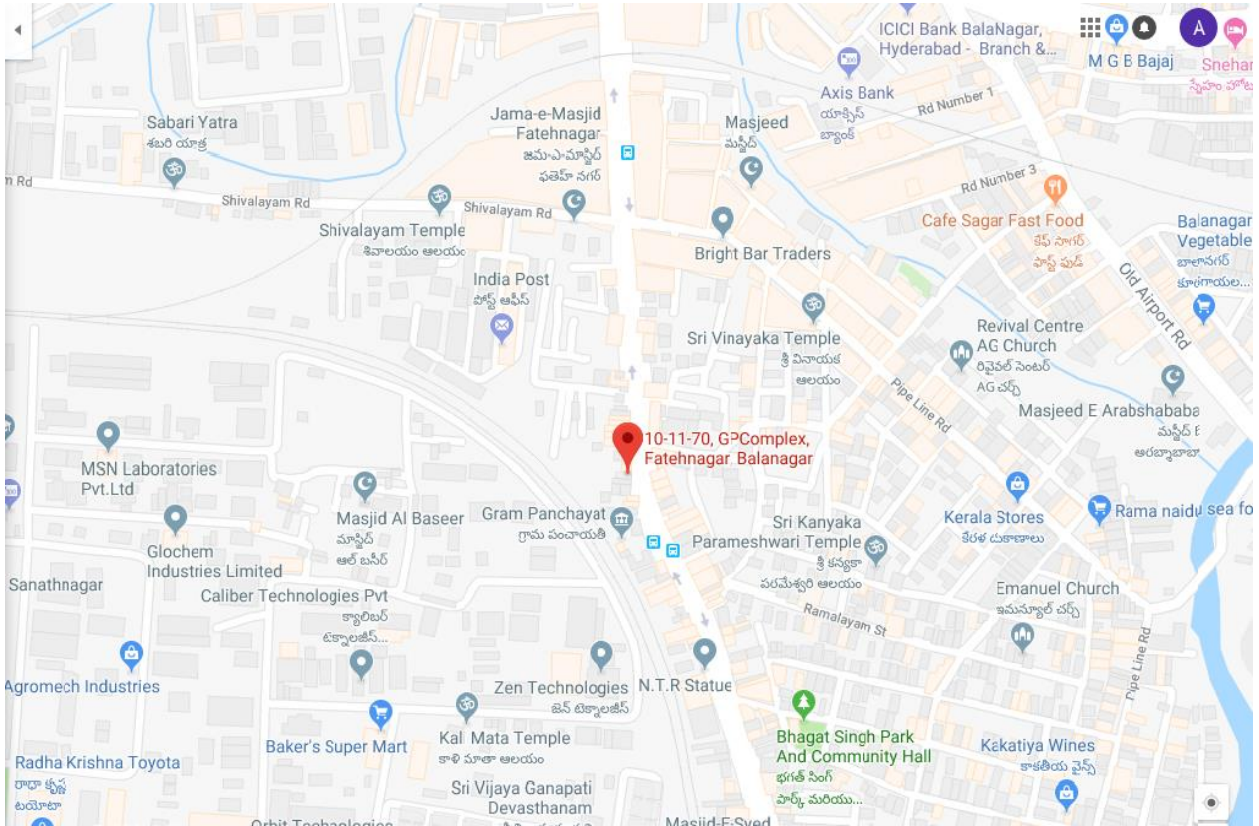
Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. The proxy need not be a member of the company. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP TO THE EGM VENUE

Venue Address: 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018



SPEED POST

If undelivered please return to:

BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai – 400 059

SBI
SBI CENTRE SECUNDERABAD
PLOT NO. 10, SECUNDERABAD
PIN CODE - 500 001
SBI CENTRE SECUNDERABAD
PLOT NO. 10, SECUNDERABAD
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NOTICE
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AP MARKED
FEED MIXING PLANT
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GEEKY WIRE LIMITED
CIN: L28999TG1000PLC010271

NOTICE
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NOTICE
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SAGARSOFT (INDIA) LIMITED
CIN: L72200TG1000PLC02823

NOTICE
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NOTICE
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SHREE DIGVIJAY CEMENT COMPANY LIMITED
CIN: L28999TG1000PLC010271

NOTICE
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30/11/18

YES BANK

SUSTAINED FINANCIAL PERFORMANCE

NET INTEREST INCOME 41.2%
ADVANCES GROWTH 42.2%
DEPOSIT GROWTH 29.7%
CASA RATIO 33.3%

GROSS NPA 2.10%
NET NPA 1.18%
ROA 1.1%
ROE 14.4%
TIER I CAPITAL ADEQUACY 12.0%
TOTAL CAPITAL ADEQUACY 17.4%

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2018

PARTICULARS (₹ in Crores)	FOR THE QUARTER ENDED 31/12/18 (Unaudited)	FOR THE QUARTER ENDED 31/12/17 (Audited)	FOR THE QUARTER ENDED 31/12/16 (Audited)	FOR THE QUARTER ENDED 31/12/15 (Audited)	FOR THE QUARTER ENDED 31/12/14 (Audited)	FOR THE QUARTER ENDED 31/12/13 (Audited)
1. Interest Earned (a)+(b)+(c)+(d)	7,998.94	7,231.23	5,070.30	21,768.21	14,524.44	20,267.42
(a) Interest/discount on advances/bills	6,248.40	5,549.59	3,846.15	16,802.65	11,073.83	15,478.24
(b) Interest on investments	1,603.80	1,561.03	1,097.70	4,515.69	2,922.09	4,102.53
(c) Interest on balances with Reserve Bank of India and other inter-bank funds	41.62	58.22	82.45	261.87	406.47	516.07
(d) Others	65.12	62.39	44.00	188.00	121.05	170.58
2. Other Income (Refer note 2)	890.87	1,473.45	1,422.26	4,058.46	3,802.86	5,223.83
3. TOTAL INCOME (1+2)	8,889.81	8,704.68	6,492.56	25,826.67	18,327.30	25,491.25
4. Interest Expended	5,292.33	4,813.68	3,181.50	14,463.11	8,941.62	12,530.36
5. Operating Expenses (i)+(ii)	1,566.92	1,824.56	1,309.25	4,850.05	3,771.00	5,121.78
(i) Payments to and provisions for employees	625.36	593.97	533.36	1,809.95	1,642.25	2,188.92
(ii) Other operating expenses	941.56	900.59	775.87	2,740.10	2,128.75	3,032.86
6. TOTAL EXPENDITURE (4+5) (excluding provisions and contingencies)	6,859.25	6,638.24	4,490.75	19,313.16	12,714.62	17,743.14
7. OPERATING PROFIT (before Provisions and Contingencies) (3-6)	1,990.56	2,066.44	2,001.81	6,513.51	5,612.68	7,748.11
8. Provisions (other than Tax) and Contingencies (net)	550.23	399.98	421.32	2,115.86	1,154.16	1,553.80
9. Profit from ordinary activities before tax (7-8)	1,440.33	1,666.46	1,580.49	4,397.65	4,458.52	6,194.31
10. Tax Expense	438.28	461.76	503.62	1,468.74	1,413.40	1,969.75
11. NET PROFIT (9-10)	1,002.05	964.70	1,076.87	3,228.91	3,045.12	4,224.56
12. Paid-up equity Share Capital (Face value of ₹ 2 each)	462.46	461.86	459.74	462.46	459.74	460.59
13. Reserves & Surplus excluding revaluation reserves						25,297.69
14. Analytical ratios:						
(i) Percentage of Shares held by Government of India	NIL	NIL	NIL	NIL	NIL	NIL
(ii) Capital Adequacy Ratio - BASEL III	16.3%	16.2%	18.4%	16.3%	18.4%	18.4%
(iii) Earning per share for the period/ year (before and after extraordinary items) (Face value of ₹ 2 each)						
- Basic (not annualized) ₹	4.33	4.18	4.70	13.98	13.30	18.43*
- Diluted (not annualized) ₹	4.30	4.06	4.61	13.85	13.02	18.06*
(iv) NPA ratios:						
- Gross NPA	5,158.02	3,866.08	2,974.34	5,158.02	2,974.34	2,626.80
- Net NPA	2,876.38	2,019.67	1,598.08	2,876.38	1,598.08	1,312.75
- % of Gross NPA	2.10%	1.60%	1.72%	2.10%	1.72%	1.28%
- % of Net NPA	1.18%	0.84%	0.91%	1.18%	0.93%	0.64%
(v) Return on assets (average) (annualized)	1.1%	1.1%	1.7%	1.7%	1.7%	1.6%

YES BANK

1,115 Branches Pan India | 1,700+ ATMs | 21,200+ YES BANKERS

YES BANK LIMITED Regd. & Corporate Office: YES BANK Tower, 15th Floor, Banjara Hills, Hyderabad 500 016, India. Website: www.yesbank.in. Tel: +91(22) 2441 4000. Fax: +91(22) 2441 4000. Email: corporate@yesbank.in, yes@yesbank.in