

AGM NOTICE

NOTICE

By order of the Board of Directors

Notice is hereby given that the 12th Annual General Meeting (post demerger) of the Members of **GEODESIC LIMITED** will be held on Monday, 11th February, 2013 at 11.00 am at Sri Sri Radha Damodar Charitable Trust, Gaurang Hall, Ground Floor, Hare Krishna Land, Juhu, Mumbai - 400049 to transact the following business:

Ordinary Business

Item no. 1 – Adoption of Accounts

To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2012 and the Profit and Loss Account for the financial year ended 30th June, 2012 and the Reports of the Directors and Auditors thereon, along with relevant enclosures.

Item no. 2 – Declaration of Dividend

To declare Dividend on Equity Shares @ ₹ 2/- per share of FV ₹ 2/-.

Item no. 3 – Re-appointment of Mr. Pankaj Kumar

To appoint a Director in place of Mr. Pankaj Kumar, who retires from office by rotation and being eligible, offers himself for re-appointment.

Item no. 4 – Re-appointment of Mr. Vinod Sethi

To appoint a Director in place of Mr. Vinod Sethi, who retires from office by rotation and being eligible, offers himself for re-appointment.

Item no. 5 – Appointment of Statutory Auditors

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT the Company's Auditors, M/s. Borkar & Muzumdar, Chartered Accountants, Mumbai (Regn no. 101569W), who retire, but being eligible, offer themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at a remuneration fixed by the Board of Directors of the Company.”

Special Business:

Item no. 6 - To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

Appointment of Mrs. Radhika Pereira as a Director on the Board of the Company

“RESOLVED THAT Mrs. Radhika Pereira, Additional Director, appointed pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 74 of the Articles of Association of the Company to hold office till the conclusion of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing u/s 257 of the Act from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Place: Mumbai

Kiran Kulkarni
Managing Director

Date: 17th January, 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Item No. 6 of the Notice as set out above, is annexed hereto.
3. Members attending the Meeting should bring duly-filled Attendance Slips sent herewith and the corporate members are requested to also send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Members who hold shares in electronic form are requested to bring their Client ID and DP ID or Folio numbers for easy identification and attendance at the meeting. Members are further requested to quote their Folio/Client ID & DP ID nos. in all correspondences.
4. The Register of Members and Share Transfer Book of the Company will remain closed from 27th December, 2012 to 31st December, 2012 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
5. The certificate from the Auditors of the Company in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 for the Geodesic Employees Stock Option Plan 2002 will be available for inspection at the Annual General Meeting.

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6. According to the provisions of Section 206A of the Companies Act, 1956, Dividend as recommended by the Board of Directors (subject to the consent of the lender banks/ bondholders) if declared at the Meeting, will be payable to those members whose names appear on the physical Register of Members as on 31st December, 2012 and in respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of 26th December, 2012 as per the details furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
7. In case of Joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. Members willing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary, at the Company's Registered Office or to the RTA. Company has uploaded on its website names of members who have not claimed dividend for previous years. Members are requested to note that dividends not encashed or claimed within 7 years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956 and no claim shall lie against the Company and the said fund.
9. Members are requested to intimate the following information to the below mentioned authorities accordingly:

i. Electronic Clearing Service (ECS):

- a. Members holding shares in **dematerialised mode** are requested to instruct their respective Depository Participants regarding the Bank Accounts in which they wish to receive the dividend and the same bank details as furnished by the respective Depositories to the Company will be used for the purpose of distribution of dividend through ECS as directed by the Stock Exchange. The Company/Registrar and Share Transfer Agents will not act on any direct request from members holding shares in dematerialized form for change/deletion of such Bank details.
- b. Members holding shares in physical form desirous of availing the facility of Electronic Credit of Dividend (ECS), may advise the Company with their ECS mandates in the prescribed form, which can be downloaded from the com-

pany's website or can be obtained from the Registrar and Transfer Agents, M/s. Universal Capital Securities Private Limited.

- c. Non-Resident Indian shareholders are requested to inform the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the particulars of the NRE Account with a Bank in India, if not furnished earlier.

ii. Change of Address:

- a. Members are requested to notify immediately any change of address to their respective Depository Participants in case they hold shares in **dematerialized form**.
- b. Members are requested to notify immediately any change of address to the Registrar and Share Transfer Agents of the Company if the shares are held in **physical form**.
- c. **Non-Resident Indian Shareholders** are requested to inform the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the change in the Residential Status on return to India for permanent settlement.

iii. Consolidation of holdings:

Members holding shares in more than one folio in identical order of names are requested to write to Company's Registrar and Share Transfer Agents enclosing their Share Certificates to enable them to consolidate the holdings in one folio to facilitate better service.

10. Members desiring any information as regards the accounts, are requested to write to the Company Secretary at least 7 days prior to the date of the Meeting so that the information required may be made readily available at the Meeting.
11. The Members are requested to update their Email Ids with their DPs/Brokers in order to get the Annual Reports and other correspondences from the Company via Email in accordance with the Green Initiative taken by the Ministry of Corporate Affairs in Corporate Governance.
12. Members are requested to send all communications relating to shares to the Company's Registrar & Share Transfer Agents at the following address:

M/s Universal Capital Securities Private Limited

21 Shakil Niwas, Opp Satya Saibaba Temple,
Mahakali Caves Road,
Andheri (E), Mumbai – 400 093

Phone: +91-22-28221966 Fax: 28211996

Email: info@unise.in

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ANNEXURE TO NOTICE

Explanatory Statements as required under Section 173 (2) of the Companies Act, 1956.

Item No. 6

Pursuant to provisions of Section 260 of the Companies Act, 1956, Mrs. Radhika Pereira was appointed as Additional Director at the meeting of the Board of Directors held on 30th September, 2011. In terms of Article 74 of Articles of Association of the Company, Mrs. Radhika Pereira holds office until conclusion of the ensuing Annual General Meeting.

The Company has received a notice in writing along with the necessary amount as deposit in accordance with the provisions of section 257 of the Companies Act 1956, from a member proposing candidature of Mrs. Radhika Pereira for directorship of the Company.

A member of the Bombay High Court Bar Association, Radhika is the Founder and Managing Partner of Dudhat Pereira & Associates, Advocates. She has worked with Mulla & Mulla, Craigie Blunt & Caroe, Arthur Anderson & Co and as a Partner in Udwardia & Udeshi. Radhika is an expert in project finance for infrastructure projects and development, intellectual property rights related issues and transactions relating to entertainment, information technology and pharmaceutical industry, property laws and real estate transactions, ADR mechanism strategy, legal risk management, private equity, off-shore fund structuring and contractual documentation. She was part of the core group committee established by the Government of Maharashtra to make recommendations on legal issues relating to privatization. She is Honorary Member of the Board of Institute of Intellectual Property Rights and also its teaching faculty. She has

also been rendering lectures since 2006 on ancient Indian spiritual scriptures.

The Board is of the opinion that her rich experience will certainly help the Company achieve its vision and grow simultaneously. A phenomenal personality like Mrs. Radhika Pereira as a director on the Board would prove to be a strong asset to the Company.

Accordingly, the Board recommends the acceptance of the Resolution as set out in Item No. 6 of the Notice of the Meeting.

None of the Directors, other than Mrs. Radhika Pereira, is concerned or interested in the above resolution.

By order of the Board of Directors

Place: Mumbai

Kiran Kulkarni

Date: 17th January, 2013

Managing Director

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Information required under Clause 49 IV (E) (v) and G (i) of the Listing Agreement (relating to Corporate Governance) with respect to the Directors retiring by rotation and seeking re-appointment in the ensuing Annual General Meeting

Name of the Appointee	Pankaj Kumar	Vinod Sethi	Radhika Pereira
Date of Birth	4 th March 1957	22 nd May, 1962	29 th June, 1970
Qualification	B. E. (Electronic & Communication)	B. Tech – Chemical, MBA	LLM from Harvard Law School
Date of Joining the Board	13 th July, 2001	14 th October, 2003	30 th September, 2011
Directorship in other Companies	☐ Arum Financial Services Private Limited	☐ KCP Sugar & Industries Corporation Limited ☐ ISMT Ltd ☐ GG Dandekar Machine Works Limited ☐ Advanta India Limited ☐ United Phosphorus Limited	☐ Tips Industries Limited ☐ Jain Irrigation Systems Limited
Chairmanship and Membership on the Committee(s) of the Board of Directors of other Companies*	Name of the Company	Name of the Company	Name of the Company
	Chairmanship	Chairmanship	Chairmanship
	Membership	Membership	Membership
		Geodesic Limited GG Dandekar Machine Works Ltd Advanta India Ltd Axsys Healthtech Ltd	Audit Committee Audit Committee Audit Committee
Category	Number of Shares (Equity)	Percentage to paid-up capital (Equity)	Number of Shares (Equity)
Own Name	93,16,111	10.31	-
Held in the name of other persons/companies and having beneficial interest in such shares	89,718	0.10	-

* This excludes chairmanship/membership held in companies other than public companies

Mr. Pankaj Kumar is a Co-founder of the Company having more than 24 years of IT industry experience. He is a bachelor in Engineering with specialisation in electronic and communication. From its incubation period, Pankaj envisioned and worked towards making Geodesic an idea-driven, technology-focussed, product-oriented organization. Alumni of IIT Roorkee, in his early years, he was a technology design and customer engineer. Prior to Geodesic, Pankaj had been an advisor to SCO. When he switched over to Sales and Marketing, his marketing strategies and distribution channels network resulted in a 75% market share in the Intel Unix market in India. He also lent his expertise in ORG Systems, Upton India Limited, Telecommunication Consultants India Limited, Zenith Computers and The Santa Cruz Operations. Involved in many other prestigious projects, a few of them included implementation of ALPM (Advance Ledger Posting Machines) in banks, the first total zonal office computerization; public video-text services in Delhi and setting up distribution of software products through channels.

Mr. Vinod Sethi is B. Tech. from IIT, Mumbai and MBA from University of New York. He has international exposure and expertise in financial markets, he is considered as an expert in investment banking. He had been with Morgan Stanley for 11 years and has shouldered responsibilities of Managing Director of Morgan Stanley. He acted as their chief investment officer and used to oversee all investments of Morgan Stanley in India. He is a renowned name in the capital market. Finance, global perspective, strategic and investment planning are his expertise.

Ms. Radhika Pereira is a member of the Bombay High Court Bar Association. She is the Founder and Managing Partner of Dudhat Pereira & Associates, Advocates. She has worked with Mulla & Mulla, Craigie Blunt & Caroe, Arthur Anderson & Co and as a Partner in Udvardia & Udeshi. Radhika is an expert in project finance for infrastructure projects and development, intellectual property rights related issues and transactions relating to entertainment, information technology and pharmaceutical industry, property laws and real estate transactions. ADR mechanism strategy, legal risk management, private equity, off-shore fund structuring and contractual documentation. She was part of the core group committee established by the Govt of Maharashtra to make recommendations on legal issues relating to privatization. She is Honorary Member of the Board of Institute of Intellectual Property Rights and also its teaching faculty. She has also been rendering lectures since 2006 on ancient Indian spiritual scriptures.

ATTENDANCE SLIP**GEODESIC LIMITED**

Registered Office: B-3 Lunic Industries, Opp. State Bank of India, Cross Road B, MIDC, Andheri (East), Mumbai – 400093.

DP. ID*	
Client ID*	

Folio No.	
No. of shares	

I/ We hereby record my/our presence at the **12th ANNUAL GENERAL MEETING** (post demerger) of the Company held on Monday, 11th February, 2013 at 11.00 am at Sri Sri Radha Damodar Charitable Trust, Gaurang Hall, Ground Floor, Hare Krishna Land, Juhu, Mumbai - 400049.

Full Name of the Shareholder in Block Letters: _____

Name of proxy (if any) in block letters: _____

Signature of the Attending Member/ Proxy

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

PROXY FORM**GEODESIC LIMITED**

Registered Office: B-3 Lunic Industries, Opp. State Bank of India, Cross Road B, MIDC, Andheri (East),
Mumbai – 400093.

DP. ID*	
Client ID*	

Folio No.	
No. of shares	

I/We _____ of _____ in the district of _____ being member/members of **GEODESIC LIMITED** hereby appoint(s) _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to vote for me/ us on my/ our behalf at the **12th ANNUAL GENERAL MEETING** (post demerger) of the Company to be held on Monday, 11th February, 2013 at 11.00 am at Sri Sri Radha Damodar Charitable Trust, Gaurang Hall, Ground Floor, Hare Krishna Land, Juhu, Mumbai - 400049.

Signed this _____ day of _____ 2013

Signature _____

Note: - In order to be effective the Proxy form duly completed must be deposited at the **Registered Office** of the Company not less than 48 hours before the time of holding the meeting.

* Applicable for shares held in dematerialised form.