GEECEE VENTURES LIMITED
209, 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

1st October, 2015

The Manager,
Listing Department
Corporate Services,
BSE Limited
Phiroze Jeejeebhhoy Towers
Dalal Street
Mumbai - 400 001.

The Manager,
Listing Department
Corporate Services,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Dear Sir/ Madam,

Sub: Submission of proceeding of Annual General Meeting held on 15th September, 2015 under Clause 31 of Listing Agreement.

In compliance with Clause 31 of the Listing Agreement, we hereby furnish the minutes of 31st Annual General Meeting of the Company held on 15th September, 2015 at Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001.

Kindly acknowledge the receipt of the same.

For GeeCee Ventures Limited

Sonali Sathe

Company Secretary

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF GEECEE VENTURES LIMITED HELD AT MAHARASHTRA CHAMBER OF COMMERCE, INDUSTRY AND AGRICULTURE, ORICON HOUSE, 6TH FLOOR, 12, K. DUBHASH MARG, FORT, MUMBAI 400 001 ON TUESDAY, THE 15TH DAY OF SEPTEMBER 2015 AT 4:00 P.M.

PRESENCE IN THE MEETING:

I. DIRECTORS PRESENT:

1.	Mr. Harisingh Shyamsukha	- Director
2.	Mr. Rohit Kothari	- Director
3.	Mr. Gaurav Shyamsukha	- Director
4.	Mr. Rakesh Khanna	- Director
5.	Mr. Pratap Merchant	- Director
6.	Mr. Suresh Tapuriah	- Director
7.	Mr. Vazathara Vasudevan Sureshkumar	- Director
8.	Ms. Neelam Sampat	- Director

55 Attendance Slips were received from the Company's shareholders.

II. INVITEE

Mr. Nilesh Kala	- Chief Financial Officer
Mr. Gaurav Sarda	- Statutory Auditor.
Mr. Nishant Jawasa	- Scrutinizer.

III. IN ATTENDANCE

Ms. Sonali Sathe - Company Secretary

Mr. Harisingh Shyamsukha, Director was appointed as a Chairman for the meeting and occupied the Chair. The required quorum for the meeting being present, chairman called the meeting to order. Thereafter, the Chairman welcomed the members and directors present and commended the meeting.

The Company Secretary informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the e-voting facility to the Members of the Company in respect of business to be transacted at the Annual General Meeting. The e-voting commenced from 12th September 2015 at 9.00 a.m. and ended on 14th September 2015 at 5.00 p.m. and Mr. Nishant Jawasa, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process. After due scrutiny of e-votes casted for the resolutions Mr. Nishant Jawasa submitted the Scrutinizer report to the Chairman. Thereafter, the Chairman approved the same for taking on record.

Chairman informed the members that result of e-voting shall be placed on the Company's Website & on the website of CDSL within 2 day of passing of the resolutions at the AGM of the Company.

REGISTER OF DIRECTORS' SHAREHOLDING:

The Company Secretary informed the members that pursuant to provisions of section 170 of the Companies Act, 2013, the Register of Directors' Shareholding alongwith the Register of Members and Register of Share Transfer are kept open at the meeting for the inspection of members till the conclusion of the meeting.

REGISTER OF CONTRACTS

The Company Secretary informed the members that pursuant to provisions of Section 189 of the Companies Act, 2013 read with Rule 16 of Companies (Meetings of Board & its Powers) Rules,

2014, the Register of Contract is kept open at the meeting for the inspection of members till the conclusion of the meeting.

NOTICE:

With the permission of the members present, the Notice convening the Meeting was taken as read.

CHAIRMAN'S SPEECH:

Mr. Harisingh Shyamsukha, Chairman addressed the Shareholders.

AUDITORS' REPORT:

At the direction of the Chairman, Ms. Sonali Sathe, Company Secretary, read out the Auditors' Report.

Thereafter, the Chairman requested the members to consider the business set out in the notice convening the meeting and requested Ms. Sonali Sathe to move the resolutions.

ORDINARY BUSINESS:

1. APPROVAL OF ACCOUNTS AND REPORTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015:

The Chairman invited members to offer any comment on the performance of the Company during the year under review. Some Shareholders enquired about the details of the working, future plans of the Company and sought clarifications in respect of the Accounts, to which, appropriate replies were given by the Mr. Gaurav Shyamsukha & Mr. Rohit Kothari, directors of the Company.

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2015 and Profit and Loss Account of the Company for the year ended on 31st March 2015 along with the Auditor's Report, Directors' Report, Corporate Governance Report thereon be and are hereby received, considered, approved and adopted."

The Company Secretary then requested the shareholders who have not casted their votes electronically, to cast the same through ballot paper.

2. DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2014-2015:

The Chairman informed the Members that the Board of Directors, at its meeting held on 3rd August 2015, decided to recommend payment of Final dividend at the rate of 15 % i.e. Rs.1.50/- per equity share for the financial year ended March 31,2015.

Thereafter, he placed the following resolution for approval:

"**RESOLVED THAT** as per the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend @15 % i.e. Rs.1.50/- per Equity Shares of the Company for the year 2014-2015 to those members whose name appeared in the Register of Members as on 5th September, 2015."

The Company Secretary invited comments on the resolution. There being no comments, the Company Secretary then requested the shareholders who have not casted their votes electronically, to cast the same through ballot paper.

3. REAPPOINTMENT OF MR. ROHIT KOTHARI (DIN 00054811), AS DIRECTOR OF THE COMPANY:

The Chairman informed the members that Mr. Rohit Kothari (DIN 00054811) retires by rotation and being eligible, offered himself for reappointment.

"**RESOLVED THAT** Mr. Rohit Kothari (DIN 00054811), who retires by rotation at this Annual General meeting, being eligible, be and is hereby re-appointed as a Director of the Company."

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The Company Secretary invited comments on the resolution. There being no comments, the Company Secretary then requested the shareholders who have not casted their votes electronically, to cast the same through ballot paper.

4. REAPPOINTMENT OF MR. ASHWIN KUMAR KOTHARI (DIN 00033730), AS DIRECTOR OF THE COMPANY:

The Chairman informed the members that Mr. Ashwin Kumar Kothari (DIN 00033730) retires by rotation and being eligible, offered himself for reappointment.

"**RESOLVED THAT** Mr. Ashwin Kumar Kothari (DIN 00033730), who retires by rotation at this Annual General meeting, being eligible, be and is hereby re-appointed as a Director of the Company."

The Company Secretary invited comments on the resolution. There being no comments, the Company Secretary then requested the shareholders who have not casted their votes electronically, to cast the same through ballot paper.

5. RE-APPOINTMENT OF THE STATUTORY AUDITORS AND FIXATION OF THEIR REMUNERATION:

The Chairman informed the members that the next item on agenda relates to the reappointment of M/s. Sarda & Pareek, Chartered Accountants as Statutory Auditors of the Company from the conclusion of 31st Annual General Meeting to the conclusion of 33rd Annual General Meeting subject to ratification of the same by the members every year.

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 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) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Sarda & Pareek, Chartered Accountants (Firm Registration No. 109262W) and Statutory Auditors of the Company, be and are hereby re-appointed as the statutory auditors of the Company, to hold office from the conclusion of 31st Annual General Meeting to the conclusion of the 33rd Annual General Meeting at remuneration plus service tax as applicable and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties, as the Board of Directors may decide in this behalf."

The Company Secretary invited comments on the resolution. There being no comments, the Company Secretary then requested the shareholders who have not casted their votes electronically, to cast the same through ballot paper.

SPECIAL BUSINESS:

6. APPOINTMENT OF MS. NEELAM SAMPAT (DIN 07093487) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Chairman informed the members that Ms. Neelam Sampat (DIN 07093487) was appointed as Additional Woman Director – Independent and as per requirement of Section 149 of the Companies Act, 2013 read with its rules. But as per provisions of Section 160 of the Companies Act, 2013 additional director if any, shall hold office upto the date of Next Annual General Meeting and being eligible, can hold office as director by passing a special resolution. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Neelam Sampat being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director of the Company not liable to retirement by rotation to hold office for a term of 5 (five) consecutive years. A notice has been received from a member proposing Ms. Neelam Sampat as a candidate for the office of Director of the Company.

The following Ordinary Resolution for appointment of Ms. Neelam Sampat as an Independent Director was

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of Listing Agreement, Ms. Neelam Sampat (DIN 07093487) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th March, 2015, in terms of section 161 (1) of the Act and Article 99A of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th March, 2020."

The Company Secretary invited comments on the resolution. There being no comments, the Company Secretary then requested the shareholders who have not casted their votes electronically, to cast the same through ballot paper.

7. APPOINTMENT OF VAZATHARA VASUDEVAN SURESHKUMAR (DIN 00053859) AS WHOLE TIME DIRECTOR OF THE COMPANY:

The Chairman of the Company informed the members that Mr, Vazathara Vasudevan Sureshkumar is involved in day to day activities of the Company and therefore it is recommended to redesignate him as a Whole Time Director of the Company.

"**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and the relevant provisions of Articles of Association of the Company and subject to the approval of Central Government or other Government authority if required, the approval of the members be and is hereby accorded for appointment of Mr. VazhatharaVasudevan Sureshkumar (DIN 00053859) as Whole Time Director of the Company for the period of five years with effect from 28th May, 2015 on the terms and conditions as set out in the agreement and given in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms & conditions including scope of remuneration of Mr. Vazathara Vasudevan Sureshkumar (DIN 00053859), Whole-time Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by the Companies Act, 2013.

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

8. TO MAKE PAYMENT OF REMUNERATION TO MR. ASHWIN KUMAR KOTHARI (DIN 00033730), NON-EXECUTIVE DIRECTOROF THE COMPANY:

The Chairman informed the members that Mr. Ashwin Kumar Kothari (DIN 00033730) was re-appointed as a whole time director for the term of three years with effect from 1st January 2014 to 31st December, 2016. He has been in the whole time employment of the company since inception. His experience of business has helped the company to develop and grow. Due to his age, he is now not able to devote much time as he used to devote earlier. But the Company still needs his guidance. The Board in their meeting held on 28th May, 2015 has changed the designation of the Mr. Ashwin kumar Kothari from Chairman & Whole Time Director to Chairman – Non-executive director. But the remuneration payable to him will be the same as per agreement entered by the company with him but subject to approval of the members at the General Meeting. The following resolution was proposed to be passed by the members:

"**RESOLVED THAT** pursuant to the provisions of Section 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Companies (A

Remuneration of Managerial Personnel) Rules, 2014, and Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to relevant provisions of Articles of Association of the Company and approval of Nomination & Remuneration Committee & Board of Directors 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 pay remuneration to Mr. Ashwin Kumar Kothari(DIN 00033730) of Rs. 64.65 lakhs per annum on such terms & conditions as set out in the agreement.

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

9. TO MAKE PAYMENT OF REMUNERATION TO MR. HARISINGH SHYAMSUKHA (DIN 00033325), NON-EXECUTIVE DIRECTOROF THE COMPANY:

The Compliance Officer informed the members that Mr. Harisingh Shyamsukha (DIN 00033325) was re-appointed as a whole time director for the term of three years with effect from 1st January 2014 to 31st December, 2016. He has been in the whole time employment of the company since inception. His experience of business has helped the company to develop and grow. Due to his age, he is now not able to devote much time as he used to devote earlier. But the Company still needs his guidance. The Board in their meeting held on 28th May, 2015 has changed the designation of the Mr. Harisingh Shyamsukha from Whole Time Director to Non-executive director. But the remuneration payable to him will be the same as per agreement entered by the company with him but subject to approval of the members at the General Meeting. The following resolution was proposed to be passed by the members:

"**RESOLVED THAT** pursuant to the provisions of Section 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to relevant provisions of Articles of Association of the Company and approval of Nomination & Remuneration Committee & Board of Directors 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 pay remuneration to Mr. Harisingh Shyamsukha (DIN 00033325) of Rs. 64.65 lakhs per annum on such terms & conditions as set out in the agreement.

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

10. TO INCREASE THE BORROWING POWER OF THE COMPANY.

The Chairman informed the shareholders that 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). It was proposed before the shareholders to pass the following 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 the Article 56 of Articles of Association of the Company, and subject to approvals required, if any, the members hereby accords its 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.

11. TO KEEP REGISTERS AND RETURNS OF THE COMPANY AT ANY PLACE OTHER THAN REGISTERED OFFICE ADDRESS OF THE COMPANY:

The Chairman informed the members that it is necessary to shift the old accords pertaining to the company to any other additional place than registered office so that current records can be maintain in proper ways. Accordingly, the Chairman placed the resolution before shareholders to seek the approval of members at the Meeting.

"**RESOLVED THAT** pursuant to provisions of Section 94(1) of the Companies Act 2013 and all other applicable provisions and relevant Rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act and other records/documents also at 1 & 2, Western India House, 1st Floor, Sir P.M. Road, Fort, Mumbai – 400 001, (place other than Registered Office where the Registers, returns and other documents are proposed to be kept) and such registers shall remain open for inspection by members during business hours on all working days.

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

The poll results were notified to the Stock Exchange (i .e. NSE and BSE) in the format p prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

12. CLOSURE OF MEETING:

Since the business of the meeting was over, the Chairman declared the meeting closed.

13. VOTE OF THANKS:

There being no other business, the meeting concluded with a vote of thanks to the Chair.

Place: Mumbai
Date: 01.10.2015

CHAIRMAN.