

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GEEKAY WIRES LIMITED (CIN: U28999TG1989PLC010271) WILL BE HELD ON 30TH AUGUST 2018 AT 10.00 A.M. AT MINERVA GRAND HOTEL, SAROJINI DEVI ROAD, SECUNDERABAD- 500003.

TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2017-18

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

“RESOLVED THAT the Audited Financial Statements of the Company for the year 2017-18 together with the Reports of the Board of Directors’ and Auditors’ thereon of the Company for the year 2017-18 as presented to the meeting, be and hereby, approved and adopted.”

2. RE-APPOINTMENT OF RETIRING DIRECTOR

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

“RESOLVED THAT Mr. Anuj Kandoi (DIN No. 00463277), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company.”

3. TO APPOINT STATUTORY AUDITORS OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act 2013 and the Rules framed there under, as amended from time to time, the Auditors M/s M M Palod & Co., Chartered Accountants, Hyderabad [Firm Registration No. 006027S] be and hereby appointed as the Statutory Auditors of the Company for period of 3

years to hold office from the conclusion of 29th Annual General Meeting until the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2021, on such remuneration as the Board of Directors may decide from time to time.”

SPECIAL BUSINESS:

4. AUTHORISATION TO BORROW UPTO AN AMOUNT OF RS. 200 CRORES

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitutions or re-enactment thereof, if any, for the time being in force and / or other applicable acts, laws, rules, regulations and guidelines for the time being in force; the consent of the members be and is hereby accorded to the board of directors of the Company for borrowing from time to time as they may deem fit, any sum or sums of money not exceeding **Rs. 200 Crores (Rupees Two Hundred Crores Only)** [including the money already borrowed by the Company] on such terms and conditions as the board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtain from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

5. AUTHORISATION TO THE BOARD OF DIRECTORS TO CREATE CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY UPTO AN AMOUNT NOT EXCEEDING RS. 200 CRORES:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, the consent of members of the Company be and is hereby accorded to the Board of Directors of the company to mortgage and/or charge, in addition to the mortgage/charge to be created by the company, in such forms and manner with such ranking and at such time and on such terms and conditions as the Board may determine, as well as any of the movable and immovable properties of the company, both present and future and/or the whole or any part of the undertakings of the company to or in favour of the Banks/Financial Institutions / Non-Banking Financial Institutions / or any other lender, to the tune of an amount not exceeding Rs.200,00,00,000/- (Rupees Two Hundred Crores Only) on such terms and conditions and comments in respect of enforcement of security as may be stipulated in that behalf and agreed between the Board of Directors and Financial Institutions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts and deeds as required to give effect to this resolution and to file the requisite forms and documents with concerned authorities in this regard.”

For Geekay Wires Limited

Sd/-

(Ghanshyam Dass)

Managing Director

Place: Hyderabad

Date: 31st July 2018

NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and a proxy need not be a member of the Company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 shall not act as a proxy for any other person or shareholders.
2. Electronic copy of the Annual Report and the notice of the Annual General Meeting of the Company along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participant(s).
3. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
4. Members are requested to send their queries, if any on any financials or any other information relating to business to the registered office of the Company on or before 22nd August, 2018 so that management is prepared to reply to the queries on the day of AGM.
5. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered

Office 11-70/5, 2nd Floor, G.P Complex, Balanagar, Hyderabad - 500 018, for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. The Register of Members and the Share Transfer Books of the Company will remain closed from 27th August 2018 to 29th August 2018, being the date of Book closure.

6. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Our Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company is not providing e-voting facility to its shareholders.
7. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. 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, required to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's Registrar & Share Transfer Agent (Big Share Services Private Limited).
10. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2017- 18 will also be available on the Company's website at **www.geekaywires.com**. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours on all working days (except Saturday, Sunday and Public Holidays) up to the date of the Annual General Meeting of the company.

EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES ACT, 2013

Item 2: Re-appointment of Retiring Director

Brief Profile of Mr. Anuj Kandoi:

Mr. Anuj Kandoi, aged 30 years, is the Whole Time Director & Promoter of our Company. He is a Commerce Graduate and has more than 10 years of experience in handling manufacturing unit and trading house. He has a significant experience in Production & Administration matter. Mr. Anuj is responsible for Factory Production & Administration of our company.

Item 3: To Appoint Statutory Auditors of the Company

Profile of the Firm:

1. Name of the firm: M M PALOD & CO, Chartered Accountants
2. ICAI Firm Reg. No: 0060275
3. Constitution: Proprietorship

M.M Palod & Co. is a proprietary concern owned by CA. Murali Manohar Palod Since 24th July 1991. He is a fellow member of the institute of Chartered Accountants of India since 31.07.1996 with a Firm Reg. No. 006027s and Membership No. of proprietor is 200858.

He is practicing in the area of Taxation, Direct and indirect Tax since 1991. He has organized workshop on GST for its clients and Trade Organizations. He is a member of Direct Tax Committee of Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industries. He is a member of indirect Tax committee Of Hyderabad Branch of institute of Chartered Accountants of India.

He has rich experience in administration & served various social organizations whose details areas under:

President - Govats Foundation
- The Telangana & A.P Tax Bar Association in the year 2016,
- Gowmansh Nirayath virodh parishad Telangana & A.P

Past President - Rajasthani Graduates Association well reputed organization With more than 2000 life members.

Trustee - Maheshwari samaj Bhavan Trust Hyderabad - Secunderbad
- Maheshwari Seva Trust, kabootar Khana Hyderabad
- Executive Trustee RGA Swarna Jayanthi Shikshka Nyas Fund

Item 4: To approve Borrowing powers of the Company U/s 180(1)(c) of the Companies Act, 2013

The Company has to borrow monies from time to time to meet funds required for working capital as well as other business operations, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 200 Crores.

It is recommended that the resolution be passed as special resolution. None of the Directors is interested or concerned in the resolution.

Item 5: To approve powers of the Board U/s 180(1)(a) of the Companies Act, 2013.

The Company may require additional funds in the form of working capital assistance / term loans etc for efficiently managing the operations and logistics. In order to provide additional securities to the banks / financial institutions towards the enhanced financial assistance, your Company may have to create additional mortgage / charge on the immovable and movable properties as part of the terms and conditions of the lenders.

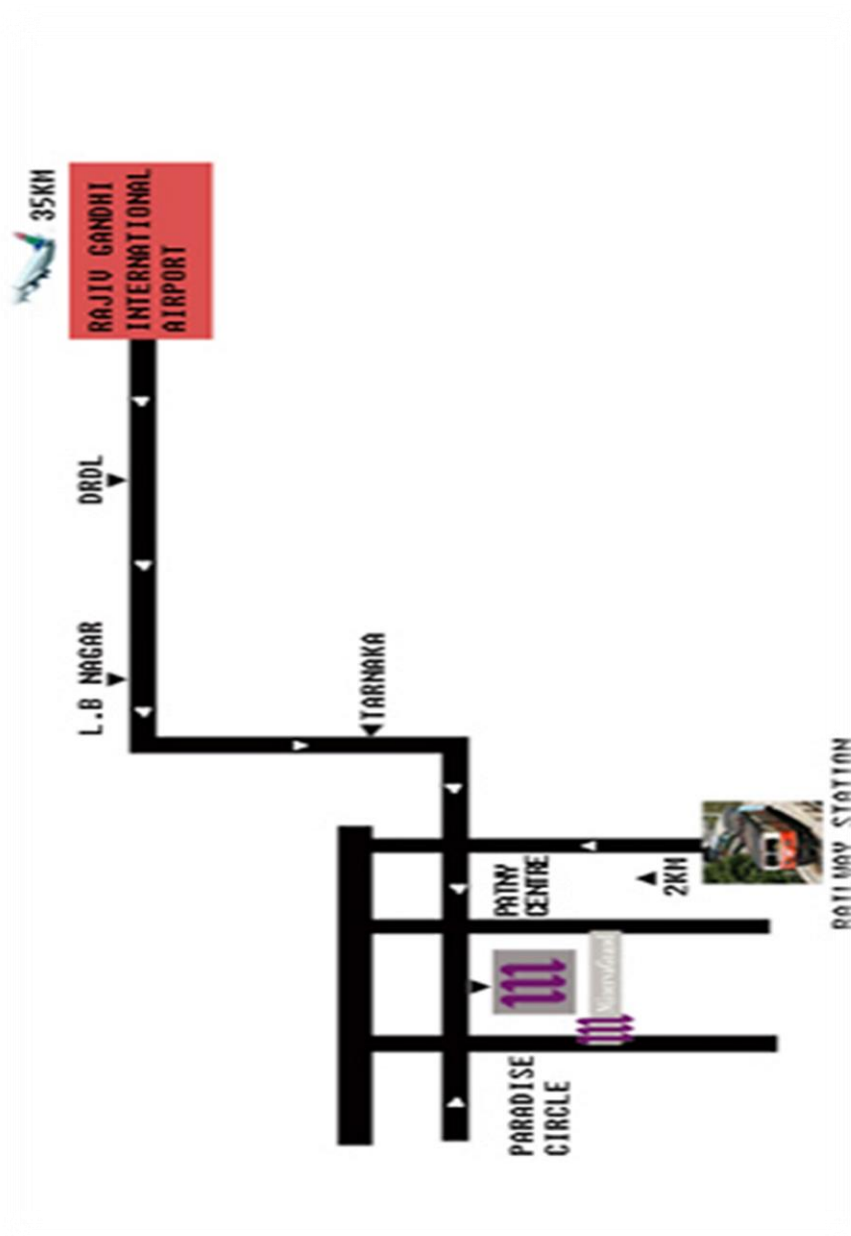
In order to authorize the Board to create mortgage / charge on the immovable and movable properties of the Company, both present and future, under the provisions of Section 180 (1) (a) of the Companies Act, 2013 the above resolution is proposed.

None of the Directors or Key Managerial Personnel or their relatives of the Company is concerned or interested in the Resolution.

The Directors recommends the resolution for approval of the Members as a special resolution.

MAP TO THE VENUE OF AGM

Hotel Minerva Grand,
S D Road, Secunderabad 500 003



GEEKAY WIRES LIMITED

(CIN: U28999TG1989PLC010271)

Regd. Office: 11-70/5, GP Complex, Balanagar, Hyderabad, Telangana – 500 018

Tel: +91- 40 – 2377 8090

Website: www.geekaywires.com; Email: Mahesh.reddy@geekaywires.co.in

ATTENDANCE SLIP FOR 29th ANNUAL GENERAL MEETING

(To be handed it over at venue of the meeting)

I certify that I am a registered shareholder/ proxy/ representative for the registered shareholder(s) of Geekay Wires Limited

DP ID	
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Folio No	
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Client ID	
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No of Shares	
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*Applicable for investors holding shares in electronic form

I hereby record my presence at the 29th Annual General Meeting of the Company to be held on - 30th Aug 2018 at 10.00 A.M at Hotel Minerva Grand, S D Road, Secunderabad , Telangana.

Name and Address of Member

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Signature of Shareholder /Proxy/Representative
(Please Specify)

Note:

1. Shareholders/ Proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the venue, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.

GEEKAY WIRES LIMITED

(CIN: U28999TG1989PLC010271)

Regd. Office: 11-70/5, GP Complex, Balanagar, Hyderabad, Telangana – 500 018

Tel: +91- 40 – 2377 8090

Website: www.geekaywires.com; Email: info@geekaywires.com

PROXY FORM

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

CIN	U28999TG1989PLC010271
Name of the Company	Geekay Wires Limited
Registered Office	11-70/5, GP Complex, Balanagar, Hyderabad – 500 018

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

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

1	Name		Signature	
	Address			
	E-Mail Id		Signature	
	of failing him			
2	Name		Signature	
	Address			
	E-Mail Id		Signature	
	of failing him			
3	Name		Signature	
	Address			
	E-Mail Id		Signature	
	of failing him			

As my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 29th Annual General Meeting of the Company, to be held on 30th August 2018 at 10.00 A.M at the Hotel Minerva Grand, S D Road, Secunderabad 500003 and at any adjournment thereof in respect of such resolution as are indicated below:

S. No.	Resolutions	For	Against	Abstain
Ordinary Business				
1	To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors			
2	Re-appointment of Mr. Anuj Kandoi who retires by rotation			
3	Appointment of M/s M M Palod & Co, Chartered Accountants as Statutory Auditors			
Special Business				
4	To approve Borrowing powers of the Company U/s 180(1)(c) of the Companies Act, 2013			
5	To approve powers of the Board U/s 180(1)(a) of the Companies Act, 2013.			

Affix Revenue
Stamp

Signed this _____ day of _____ 2018

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note: This of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.