

GEEKAY WIRES LIMITED

CIN: U28999TG1989PLC010271

Registered Office: H.No. 11-70/5, 2nd Floor, G. P. Complex, Shivalayam Road, Balanagar,
Hyderabad-500018

Email: maresh.reddy@geekaywires.com Website: www.geekaywires.com Tel. No.: 040-23778090

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed **Mr. Kashinath Sahu**, Practicing Company Secretary, at **M/s Kashinath Sahu & Co.** as the Scrutinizer ("Scrutinizer") for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instruction printed on the Postal Ballot Form and return the same duly completed, recording your assent or dissent, in the enclosed self-addressed Business Reply Envelope not later than **17.00 hours** on **25th March, 2018**. Postage will be borne and paid by the Company. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the date mentioned above, it will be considered that no reply has been received from the members.

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the notes forming part of this notice.

Upon completion of scrutiny of the Ballot forms (including e voting), the Scrutinizer will submit his report to the Chairman or any other authorized director of the Company. The result of the ballot shall be declared on or before **27th March, 2018** and communicated to the Stock Exchange, Depositories, Registrar and Share Transfer Agent, and shall also be displayed on the Company's website, www.geekaywires.com

A brief report on the Postal ballot (including e-voting) conducted shall be recorded in the Minutes Book and signed by the Chairman within thirty days from the date of passing of Resolution by Postal ballot (including e-voting).

RESOLUTIONS:

Item No: 1

APPOINTMENT OF M/s M. M PALOD & Co, AS STATUTORY AUDITORS OF THE COMPANY

“RESOLVED THAT pursuant to the provision of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification or re-enactment(s) thereof for the time being in force) **M/s. M. M. Palod & Co**, Chartered Accountants (Firm Registration No. 006027S), Hyderabad, be and are hereby appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of **M/s Anjaneylu & Co.**, Chartered Accountants, Hyderabad, present auditors of the Company, to hold the office till the conclusion of ensuing Annual general meeting of the Company, on such remuneration, out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors of the Company and the Auditors.

FURTHER RESOLVED THAT any of the Directors of the Company be and are hereby authorized to take such steps, in relation to the above, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-Forms with Registrar of Companies.”

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

**Place: Hyderabad
Date: 2nd Feb, 2018**

Sd/-

**Ghanshyam Dass
Managing Director
DIN: 01539152**

Registered Office: H.No. 11-70/5, 2nd Floor,
G. P. Complex, Shivalayam Road, Balanagar,
Hyderabad-500018

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out material facts are appended herein below.
2. In compliance with Regulation 44(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015, Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for electronic voting are annexed to this notice. E-voting is optional.
3. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on **16th February, 2018**.
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on **16th February, 2018** will be considered for the purpose of voting.
5. The Members can opt for only one mode of voting, i.e., either physical ballot or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid.
6. The Board of Directors of the Company has appointed **Mr. Kashinath Sahu**, Practicing Company Secretary as a **Scrutinizer** to scrutinize the Ballot papers received from the Members and for conducting the Postal Ballot process (including e-Voting) in a fair and transparent manner.

7. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed self addressed and stamped Business Reply envelope. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17.00 hours on **25th March, 2018** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall also be disabled for voting thereafter.
8. The results of the Postal Ballot will be announced on or before **27th March, 2018** and the date of declaration of results shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
9. The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchange, Depositories, Registrar and Share Transfer Agent, and shall also be displayed on the Company's website, www.geekaywires.com
10. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hours to 13:00 hours up to the date of declaration of the result of Postal Ballot.

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

Sd/-

**Ghanshyam Dass
Managing Director
DIN: 01539152**

Registered Office: H.No. 11-70/5, 2nd Floor,
G. P. Complex, Shivalayam Road, Balanagar,
Hyderabad-5000018

**Place: Hyderabad
Date: 2nd Feb, 2018**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 1

M/s. **Anjaneylu & Co.**, Chartered Accountants, Hyderabad, have tendered their resignation from the position of Statutory Auditors due to preoccupation, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. **M. M. Palod & Co.**, Chartered Accountants, Hyderabad, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. **Anjaneylu & Co.**, Chartered Accountants, Hyderabad.

M/s. **M. M. Palod & Co.**, Chartered Accountants, Hyderabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

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

Sd/-

**Ghanshyam Dass
Managing Director
DIN: 01539152**

**Place: Hyderabad
Date: 2nd Feb, 2018**

Registered Office: H.No. 11-70/5, 2nd Floor,
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POSTAL BALLOT FORM

[Please read the instructions carefully before completing the form]

Ballot No. : _____

1. Name(s) of Shareholder (s), : _____
including joint-holders, if any(in block letters)
2. Name(s) of the Joint-Holder(s), if any : _____
3. Registered address of Shareholder : _____
4. Registered Folio No./DP ID No./Client ID No. : _____
5. No. of shares held : _____

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated **02nd February 2018** of Geekay Wires Limited (the "Company") by convening/sending my/our assent or dissent to the said resolutions by placing a tick (✓) mark in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Appointment of M/s M. M. Palod & Co, as Statutory Auditors of the Company			

Place:

Date:

Signature of the Shareholder

Note: Last date for receipt of Postal Ballot Form by Scrutinizer: March 25, 2018

EVSN (Electronic Voting Sequence Number)	E-Voting Starting Date	E-Voting Ending Date
180213004	9:00 AM on February 24, 2018	5:00 PM on March 25, 2018

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

INSTRUCTIONS:

1. GENERAL INFORMATION

- a. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b. Members can opt for only one mode of voting i.e. either by physical Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Kashinath Sahu, Practicing Company Secretary, in the enclosed postage prepaid self-addressed envelope.
- b. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- e. Completed Postal Ballot Forms should reach the Scrutinizer not later than 17.00 hours. On **25th March 2018**. Postal Ballot Forms received after this date will be considered invalid.
- f. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

3. PROCESS FOR THE MEMBERS OPTING FOR E-VOTING ARE AS FOLLOWS:

E-voting shall commence from **24th February 2018** at 09.00 A.M and would end at **25th March 2018** at 17.00 hours.

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **16th February 2018** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **24th February, 2018 at 09.00 A.M and ends on 25th March, 2018**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **16th February, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant, **Geekay Wires Limited** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTION(S) FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.