

GEEKAY WIRES LIMITED
CIN: L63000TG1989PLC010271
Regd. Address: 11-70/5, G.P Complex,
Balanagar, Hyderabad - 500 018
Email: geekaywires@gmail.com
Telephone: +91- 40 – 23778090

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Shareholders of GEEKAY WIRES LIMITED will be held on Saturday, **the 5th March 2022 at 11:30 A.M. (IST)** through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to transact the following businesses:

SPECIAL BUSINESS

1. To Approve Re-appointment of Mr. Ghanshyam Dass (DIN: 01539152) as Chairman & Managing Director of the Company for a further period of 5 yrs

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

“RESOLVED That pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, along with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Ghanshyam Dass (DIN: 01539152) as the Chairman & Managing Director of the Company for a further period of 5 yrs with effect from 8th March, 2022 to 7th March 2027, not liable to retire by rotation, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Extra-Ordinary General Meeting, including remuneration to be paid in any financial year, during his said tenure within the overall limits of Section 197 read with Schedule V to the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the Managing Director.”

“RESOLVED Further That the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

2. To Approve Re-appointment of Mr. Ashish Kandoi (DIN: 00463257) as Whole-time Executive Director of the Company for a further period of 5 yrs

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

“RESOLVED That pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, along with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory

modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Ashish Kandoi (DIN: 00463257) as the Whole time Executive Director of the Company for a further period of 5 yrs with effect from 8th March, 2022 to 7th March 2027, liable to retire by rotation, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Extra-Ordinary General Meeting, including remuneration to be paid in any financial year, during his said tenure within the overall limits of Section 197 read with Schedule V to the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the said Director.”

“RESOLVED Further That the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

3. To Approve Re-appointment of Mr. Anuj Kandoi (DIN: 00463277) as Whole-time Executive Director of the Company for a further period of 5 yrs.

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

“RESOLVED That pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, along with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Anuj Kandoi (DIN: 00463277) as Whole Time Executive Director of the Company for a further period of 5 yrs with effect from 8th March, 2022 to 7th March 2027, liable to retire by rotation, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Extra-Ordinary General Meeting, including remuneration to be paid in any financial year, during his said tenure within the overall limits of Section 197 read with Schedule V to the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution)] to alter and vary terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the Managing Director.”

“RESOLVED Further That the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

4. To Approve Re-appointment of Ms. Swetha Kabra (DIN: 07754149) as Independent Director for a Second term of five consecutive years.

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 Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Swetha Kabra (DIN: 07754149), Independent Director of the Company, who gave consent for re-appointment and submitted a declaration to the Company that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from March 8, 2022 till March 7, 2027”

“RESOLVED Further That the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

5. To Approve Re-appointment of Mrs.Tara Devi Veitla(DIN: 07754163) as Independent Director for a Second term of five consecutive years.

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 Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Tara Devi Veitla (DIN: 07754163), Independent Director of the Company, who gave consent for re-appointment and submitted a declaration to the Company that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from March 8, 2022 till March 7, 2027”

6. To increase Borrowing powers of the Board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 300 Crores (Rupees Three Hundred Crores only) for the Company notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from

the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 300 Crores (Rupees Three Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

"RESOLVED Further That the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

Date: 11-02-2022

Place: Hyderabad

**By Order of the Board
for GEEKEY WIRES LIMITED**

**Sd/-
Sonu Kumar
Company Secretary**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs ('MCA') permitted conducting Extra Ordinary General Meeting ("EGM") through VC/OAVM and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 10/2021 dt. 23rd June 2021 & Circular No. 20/2021 dt 8th December 2021 (collectively referred to as 'MCA Circulars') has prescribed the procedures and manner of conducting the EGM through VC/OAVM (facility without the physical presence of the Shareholders at a common venue). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the EGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained at Note **No. 17** and also available on the website of the Company at www.geekaywires.com

2. An Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the item No. 1 to 6 pursuant to Section 102 (1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed to this Notice.

3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the registered e-mail address of the Scrutinizer i.e. kashinathshahucs@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com.

4. The additional details of Directors retiring by rotation/ seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as **Annexure I** and forms part of this Notice.

5. In line with the MCA Circulars and SEBI Circular dated 12th May 2020, the Notice calling the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice will also be made available on the Company's website at www.geekaywires.com, websites of the National Stock Exchange of India Limited at www.nseindia.com and Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsl.com

6. The deemed venue for EGM shall be the Registered Office of the Company i.e. 11-70/5, G.P Complex, Balanagar, Hyderabad - 500 018 and the proceedings of the EGM shall be deemed to be made there at.

7. In case of joint holders attending the EGM, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company, will be entitled to vote.

8. Shareholders holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, etc., to their Depository Participant(DP).

Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and M/s Bigshare Services Private Limited, the Registrars and Share Transfer Agent ("RTA"), to provide efficient and better services. Shareholders holding shares in physical form are requested to intimate such changes to the Company or RTA.

Shareholders holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Shareholder can contact the Company or RTA for further assistance.

Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the RTA by writing to the Registrar and Transfer Agents/s Big share Services Private Limited with details of folio number, Name of Shareholder, complete address, self attested scanned copy of Aadhar Card, self attested scanned copy of Pan Card at bsshyd@bigshareonline.com immediately to receive copies of Annual Report in electronic mode.

The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) are *M/s Bigshare Services Private Limited*, 306, Right Wing, 3rd Floor Amrutha Ville, Opp. Yashoda Hospital Somajiguda Rajbhavan Rd, Hyderabad – 500082, Telephone: +91-040-2337 4967,+91-04023370295,Email: bsshyd@bigshareonline.com.

9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kashinathsahucs@yahoo.co.in or compliance.geekaywires@gmail.com

10. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address by writing to RTA at bsshyd@bigshareonline.com or to the Company at compliance.geekaywires@gmail.com for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

11. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

M/s Bigshare Services Private Limited,306, Right Wing, 3rd Floor Amrutha Ville, Opp. Yashoda Hospital Somajiguda Rajbhavan Rd, Hyderabad – 500082 or can email at bsshyd@bigshareonline.com.

12. Members desirous of obtaining information / details about any agenda items are requested to write to the Company at compliance.geekaywires@gmail.com at least one week before the meeting, so that proper information can be made available at the time of meeting.

13. Submission of PAN: Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-

- a) Legal Heirs'/Nominees' PAN Card for transmission of shares,
- b) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
- c) Joint Holders' PAN Cards for transposition of shares.

14. VOTING THROUGH ELECTRONIC MEANS:

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **February 26, 2022** (cut-off Date) only shall be entitled to vote at the General Meeting by availing the facility.

In compliance with provisions of Section 108 of the Companies Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars, the Company is pleased to provide members facility to exercise their right to vote during the EGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (“CDSL”).

A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the EGM through electronic means.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to evoting@cdsl.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

15. CDSL e-Voting System – For Remote e-voting and e-voting during EGM

1. In view of the massive outbreak of the COVID-19 pandemic and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs (‘MCA’) permitted conducting Extra Ordinary General Meeting (“EGM”) through VC/OAVM and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 10/2021 dt. 23rd June 2021 & Circular No. 20/2021 dt 8th December 2021 (collectively referred to as ‘MCA Circulars’) has prescribed the procedures and manner of conducting the EGM through VC/OAVM (facility without the physical presence of the Shareholders at a common venue). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of

participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.geekaywires.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system) during the AGM i.e. www.evotingindia.com.

16. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins **on Wednesday, 2nd March, 2022 at 9 AM IST and ends on Friday, 4th March, 2022 at 5 PM IST**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **26th February, 2022** (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

(iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting

facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once</p>

	the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

After entering these details appropriately, click on “SUBMIT” tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

Click on the EVSN for GEEKAY WIRES LIMITED.

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.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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.

NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address compliance.geekaywires@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

17. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
5. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
6. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
7. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Shareholders who are desirous to speak in EGM through VC should get pre-registered with company by sending email to compliance.geekaywires@gmail.com 72 hours before the date of EGM, shareholder

should send a mail mentioning the company name and EGM date in subject line and their name, demat account number/folio number, email id, mobile. On receipt of request from shareholder, company's RTA shall share a link with shareholder for joining the meeting before 48 hours before of the date of EGM. The shareholders who do not wish to speak during the EGM but have queries may send their queries at least one week in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance.geekaywires@gmail.com. These queries will be replied to by the company suitably by email.

10. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

11. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

18. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to bsshyd@bigshareonline.com or to the Company at compliance.geekaywires@gmail.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

OTHER INSTRUCTIONS

The remote e-voting shall be available during the following voting period:

Date of Commencement of E-voting	March 02,2022 at 09:00 A.M. (IST)
Date of End of E-voting	March 04,2022 at 05:00 P.M. (IST)

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** i.e. **Saturday, 26th February, 2022**.

Mr. Kashinath Sahu, Practicing Company Secretary (FCS: 4790 CP: 4807) and Proprietor M/s. Kashinath Sahu & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.geekaywires.com and on the website of CDSL <https://www.evoting.cdsl.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. Simultaneously the results shall also be forwarded to the National Stock Exchange of India Limited, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,2013.

ITEM NO. 1

Mr. Ghanshyam Dass was appointed as the Chairman & Managing Director of the Company, not liable to retire by rotation, for a period of five years effective 8th March 2017 to 7th March 2022 and the said appointment was approved by the Shareholders at the Extra Ordinary General Meeting of the Company held on 8th March, 2017. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 10th February, 2022, re-appointed Mr. Ghanshyam Dass (DIN: 01539152) as the Chairman & Managing Director, not liable to retire by rotation, for a further period of 5 (Five) Years with effect from 8th March, 2022 to 7th March, 2027 subject to approval of the Shareholders of the Company at the ensuing Extra Ordinary General Meeting. The Company has received from Mr. Ghanshyam Dass his consent to act the Managing Director of the Company in form DIR-2 and also declaration that he is not disqualified from been appointed as a Directors in Form DIR-8. The Board, while re-appointing Mr. Ghanshyam Dass as Managing Director of the Company, considered his background, experience and contributions to the Company.

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Act, read with applicable Rules framed thereunder and the Articles of Association of the Company, the Board on the recommendation of the NRC, has re-appointed Mr. Ghanshyam Dass as the Chairman & Managing Director of the Company for a further period of 5 yrs with effect from 8th March, 2022 to 7th March, 2027 upon the terms and conditions hereinafter indicated, subject to the approval of the Shareholders at this Extra Ordinary General Meeting of the Company.

Mr. Ghanshyam Dass has vast experience in managing the business affairs of the company and in view of his indispensable position & increased responsibilities in Managing the Whole of the Affairs of the Company. Under the dynamic leadership and able guidance of Mr. Ghanshyam Dass, Your Company has been growing exponentially over the past few years. This growth, to a large extent, is attributable to the incessant hard work and dedication of Mr. Ghanshyam Dass. As the Managing Director of the Company, his contribution is immense and has been instrumental in Growth of the Company both in terms of revenue and profits.

Your Board proposes to re-appoint Mr. Ghanshyam Dass (DIN: 01539152), as Chairman & Managing Director of the Company for a further period of 5 yrs and pay appropriate remuneration commensurating with the size of the company.

The additional details of Mr. Ghanshyam Dass as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure I** forming part of this Notice.

Remuneration and other terms and conditions

Salary – Rs.2,50,000/- p.m. inclusive of all Perquisites & Allowances

Other terms:

The terms and conditions of the said appointment may be altered and varied from time to time by

the Board as it may, in its discretion, deem fit, subject to a maximum overall remuneration payable to Mr. Ghanshyam Dass in accordance with the applicable provisions of the Act or any amendments thereto made hereinafter in this regard.

In the year of inadequacy of profits, Mr. Ghanshyam Dass shall be entitled to Remuneration in accordance with Schedule V of the Companies Act, 2013

The Board of Directors of the Company or any Committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Ghanshyam Dass (DIN: 01539152) as Chairman & Managing Director of the Company

All the Directors, being related to each other, are interested in the said resolution in the resolutions set out at Item No.1 in the Notice.

Your Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 1 of the notice.

ITEM NO. 2

Mr. Ashish Kandoi was appointed as the Whole time Executive Director of the Company, liable to retire by rotation, for a period of five years effective 8th March, 2017 to 7th March, 2022 and the said appointment was approved by the Shareholders at the Extra Ordinary General Meeting of the Company held on 8th March, 2017. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 10th February, 2022, re-appointed Mr. Ashish Kandoi (DIN: 00463257) as Whole time Executive Director, liable to retire by rotation, for a further period of 5 (Five) Years with effect from 8th March, 2022 to 7th March, 2027 subject to approval of the Shareholders of the Company at the ensuing Extra Ordinary General Meeting. The Company has received from Mr. Ashish Kandoi his consent to act the Whole time Executive Director of the Company in form DIR-2 and also declaration that he is not disqualified from been appointed as a Directors in Form DIR-8. The Board, while re-appointing Mr. Ashish Kandoi as Whole time Executive Director of the Company, considered his background, experience and contributions to the Company.

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Act, read with applicable Rules framed thereunder and the Articles of Association of the Company, the Board on the recommendation of the NRC, has re-appointed Mr. Ashish Kandoi as the Whole time Executive Director of the Company for a further period of 5 yrs with effect from 8th March, 2022 to 7th March, 2027 upon the terms and conditions hereinafter indicated, subject to the approval of the Shareholders at this Extra General Meeting of the Company.

Mr. Ashish Kandoi, Whole time Director of the Company is responsible for managing the Marketing & Administration matters of the Company. He possesses appropriate skills, experience and knowledge and has more than 15 yrs of experience in the aforesaid field due to his execution capabilities, Company has been able to sustain in tough economic conditions and growth sustainably.

Your Board proposes to re-appoint Mr. Ashish Kandoi (DIN: 00463257) as Whole time Executive Director of the Company for a further period of 5 yrs and pay appropriate remuneration

commensurating with the size of the company.

The additional details of Mr. Ashish Kandoi as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure I** forming part of this Notice.

Remuneration and other terms and conditions

Salary – Rs. 2,00,000/- p.m. inclusive of all Perquisites & Allowances

Other terms:

The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, subject to a maximum overall remuneration payable to Mr. Ashish Kandoi in accordance with the applicable provisions of the Act or any amendments thereto made hereinafter in this regard.

In the year of inadequacy of profits Mr. Ashish Kandoi shall be entitled to Remuneration in accordance with Schedule V of the Companies Act, 2013

The Board of Directors of the Company or any Committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Ashish Kandoi (DIN: 00463257) as Whole time Executive Director of the Company.

All the Directors, being related to each other, are interested in the said resolution in the resolutions set out at Item No.2 in the Notice.

Your Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 2 of the notice.

ITEM NO. 3

Mr. Anuj Kandoi (DIN: 00463277) was appointed as the Whole time Executive Director of the Company, liable to retire by rotation, for a period of five years effective 8th March 2017 to 7th March 2022 and the said appointment was approved by the Shareholders at the Extra Ordinary General Meeting of the Company held on 8th March, 2017. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 10th February, 2022, re-appointed Mr. Anuj Kandoi (DIN: 00463277) as Whole time Executive Director, liable to retire by rotation, for a further period of 5 (Five) Years with effect from 8th March, 2022 to 7th March, 2027 subject to approval of the Shareholders of the Company at the ensuing Extra Ordinary General Meeting. The Company has received from Mr. Anuj Kandoi his consent to act the Whole time Executive Director of the Company in form DIR-2 and also declaration that he is not disqualified from being appointed as a Director in Form DIR-8. The Board, while re-appointing Mr. Anuj Kandoi as Whole time Executive Director of the Company, considered his background, experience and contributions to the Company.

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Act,

read with applicable Rules framed thereunder and the Articles of Association of the Company, the Board on the recommendation of the NRC, has re-appointed Mr. Anuj Kandoi as the Whole time Executive Director of the Company for a further period of 5 yrs with effect from 8th March, 2022 to 7th March, 2027 upon the terms and conditions hereinafter indicated, subject to the approval of the Shareholders at this Extra General Meeting of the Company.

Mr. Anuj Kandoi (DIN: 00463277), Whole time Director of the Company is responsible for managing the Factory Production & Administration matters of the Company. He possesses appropriate skills, experience and knowledge; inter alia, in manufacturing operations and business administration. Due to his execution capabilities, Company has been able to sustain in tough economic conditions and growth sustainably.

Your Board proposes to re-appoint Mr. Anuj Kandoi (DIN: 00463277) as Whole time Executive Director of the Company for a further period of 5 yrs and pay appropriate remuneration commensurating with the size of the company.

The additional details of Mr. Anuj Kandoi as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure-I** forming part of this Notice.

Remuneration and other terms and conditions

Salary – Rs. 1,20,000/- p.m. inclusive of all Perquisites & Allowances

Other terms:

The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, subject to a maximum overall remuneration payable to Mr. Anuj Kandoi in accordance with the applicable provisions of the Act or any amendments thereto made hereinafter in this regard.

In the year of inadequacy of profits Mr. Anuj Kandoi shall be entitled to Remuneration in accordance with Schedule V of the Companies Act, 2013

The Board of Directors of the Company or any Committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Anuj Kandoi (DIN: 00463277) as Whole time Executive Director of the Company

All the Directors, being related to each other, are interested in the said resolution in the resolutions set out at Item No.3 in the Notice.

Your Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 3 of the notice.

Item No. 4

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at Extra Ordinary General Meeting held on March 8, 2017,

appointed Ms.Swetha Kabra (DIN: 07754149) as Independent Director of the Company, for a period of 5 (Five) years from 8th March 2017 upto March 7, 2022, not liable to retire by rotation.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ re-appointment of a Director.

The Board of Directors and Nomination and Remuneration Committee, considering the expertise, experience and contribution made by Ms.Swetha Kabra during the first term and based on her performance evaluation, approved her re-appointment as Independent Director for a Second Consecutive period of 5 (five) years effective March 8, 2022 to 7th March, 2027 subject to the approval of Shareholders at this Extra General Meeting.

Ms. Swetha Kabra gave her consent for re-appointment as an Independent Director for the Second Term of Five Consecutive Years. Further, the Company has received declarations from Ms.Swetha Kabra that she continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Also, as per confirmation received from her, she is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. Ms.Swetha Kabra has confirmed that she has registered herself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Ms.Swetha Kabra is independent of the Management.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Ms.Swetha Kabra for the office of Director of the Company, not liable to retire by rotation.

Ms. Swetha Kabra is the Chairperson of Stakeholder Relationship Committee and Member of Audit, Nomination and Remuneration Committees of the Company.

Ms. Swetha Kabra, Commerce Graduate and has expertise in Sales , Marketing & Accounts domain with the experience of more than 16 years and does not hold any shares in the Company. She has immense knowledge and expertise on marketing the products, brand building, corporate communications, consumer research & analytics and creative excellence. She has contributed her experience in the above field and with her expertise and innovative method, the company was able to expand the marketing of its products efficiently, diligently.

Copy of the draft letter for appointment of Ms. Swetha Kabra as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, during business hours except Saturday, up to the date of the EGM.

The additional details of Ms. Swetha Kabra as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure I** forming part of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Ms.Swetha Kabra, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4

Your Board recommends the Resolution for approval of the Members as a **Special Resolution** as set out in the item no. 4 of the notice.

Item No. 5

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed there under, the Shareholders of the Company, at Extra Ordinary General Meeting held on March 8, 2017, appointed Mrs. Tara Devi Veitla (DIN: 07754163) as Independent Director of the Company, for a period of 5 (Five) years from 8th March 2017 upto March 7, 2022, not liable to retire by rotation.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ re-appointment of a Director.

The Board of Directors and Nomination and Remuneration Committee, considering the expertise, experience and contribution made by Mrs. Tara Devi Veitla during the first term and based on her performance evaluation, approved her re-appointment as Independent Director for a Second Consecutive period of 5 (five) years effective March 8, 2022 to 7th March, 2027 subject to the approval of Shareholders at this Extra Ordinary General Meeting.

Ms. Tara Devi Veitla gave her consent for re-appointment as an Independent Director for the Second Term of Five Consecutive Years. Further, the Company has received declarations from Ms. Tara Devi Veitla that she continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Also, as per confirmation received from her, she is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. Ms. Tara Devi Veitla has confirmed that she has registered herself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Ms. Tara Devi Veitla is independent of the Management.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Ms. Tara Devi for the office of Director of the Company, not liable to retire by rotation.

Mrs. Tara Devi Veitla is the Chairperson of Audit and Nomination and Remuneration Committees of the Company.

Mrs. Tara Devi Veitla, MBBS, Doctor by profession, Commerce Graduate and has expertise in Management & Administration domain with the experience of more than 40 years and does not hold any shares in the Company. She has immense knowledge and contributed her experience in improving the systems, controlling the management and business administration and overall affairs of the Company and ensuring the statutory compliances are done by the company timely.

Copy of the draft letter for appointment of Mrs. Tara Devi Veitla as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, during business hours except Saturday, up to the date of the EGM.

The additional details of Mrs. Tara Devi Veitla as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure- I** forming part of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mrs. Tara Devi Veitla, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Your Board recommends the Resolution for approval of the Members as a **Special Resolution** as set out in the item no.5 of the notice.

Item No. 6

Keeping in view the future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. The Board of Directors as its meeting held on 10th February 2022 proposed to increase the maximum borrowing limits from existing limit of Rs. 200 Crores to Rs. 300 Crores for the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be increased from Rs. 200 Crores to Rs. 300 Crores for the Company. Hence, the Special Resolution at Item No.6 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

By Order of the Board
for GEEKEY WIRES LIMITED

Date: 11-02-2022
Place: Hyderabad

Sd/-
Sonu Kumar
(Company Secretary)

ANNEXURE-1

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting.
[Pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Ghanshyam Dass	Ashish Kandoi
DIN	01539152	00463257
Date of Birth	21/07/1960	16/01/1985
Age	62 Years	37 Years
Date of first appointment on the Board	11/10/2012	11/10/2012
Qualifications	Under Graduate	Commerce Graduate
Experience	He has vast experience in managing the business affairs of the company and in view of his indispensable position & increased responsibilities in Managing the Whole of the Affairs of the Company. Under the dynamic leadership and able guidance of Mr. Ghanshyam Dass, the Company has been growing exponentially over the past few years.	He has more than 15 years of experience in handling manufacturing unit and trading house. He has significant industry experience and has been instrumental in the consistent growth of our Company's performance. He has diversified experience in the areas of Administration and Office Management. Mr. Ashish is responsible for managing the Marketing & Administration matters of our Company.
Terms and Conditions of Appointment	Appointment as Managing director for a period of 5yrs with effect from 08/03/2022 and shall not be liable to retire by rotation.	Appointment as whole time director for a period of 5 yrs with effect from 08/03/2022 and shall be liable to retire by rotation.
Nature of Expertise in specific functional areas	He has an expertise in managing the whole affairs of the Company	He has an expertise in Marketing and administrative matters.
Remuneration last drawn	9,90,000/-	10,20,000/-
Number of Meetings of the Board attended during the year	10	10
Inter-se relationship with other Directors and Key Managerial Personnel	He is father of Mr. Ashish Kandoi and Anuj Kandoi.	He is brother of Mr. Anuj Kandoi and son of Mr. Ghanshyam Dass
Directorship in other Companies	Kandoi Industries India Pvt Ltd	Kandoi Industries India Pvt Ltd
Membership/Chairmanship of Committees of the Board of other Listed Companies	None	None
Shareholding in Geekay Ltd Wires Limited	758325(7.26%)	547169 (5.24%)

Name of the Director	Anuj Kandoi	Swetha Kabra
DIN	00463277	07754149
Date of Birth	31/05/1986	24/08/1980
Age	36 Years	42 Years
Date of first appointment on the Board	11/10/2012	08/03/2017
Qualifications	Commerce Graduate	Commerce Graduate
Experience	He has the experience of managing the Factory Production & Administration matters of the Company. He possesses appropriate skills, experience and knowledge, inter alia, in manufacturing operations and business administration. Due to his execution capabilities, Company has been able to sustain in tough economic conditions and growth sustainably.	She has expertise in Sales , Marketing & Accounts domain with the experience of more than 16 years. She has immense knowledge and expertise on marketing the products, brand building, corporate communications, consumer research & analytics and creative excellence. She has contributed her experience in the above field and with her expertise and innovative method, the company was able to expand the marketing of its products efficiently, diligently.
Terms and Conditions of Appointment	Appointment as whole time director for a period of 5 yrs with effect from 08/03/2022 and shall be liable to retire by rotation.	Appointment as Independent director for second term of 5 yrs with effect from 08/03/2022 for a period of 5 yrs and shall not be liable to retire by rotation.
Nature of Expertise in specific functional areas	He possesses appropriate skills, experience and knowledge, inter alia, in manufacturing operations and business administration.	She has immense knowledge and expertise on marketing the products, brand building, corporate communications, consumer research & analytics and creative excellence.
Remuneration last drawn	8,10,000/-	NA
Number of Meetings of the Board attended during the year	6	5
Inter-se relationship with other Directors and Key Managerial Personnel	He is brother of Mr. Ashish Kandoi and son of Mr. Ghanshyam Dass	None
Directorship in other Companies	Kandoi Industries India Pvt Ltd	None
Membership/Chairmanship of Committees of the Board of other Listed Companies	None	None
Shareholding in Geekay Ltd Wires Limited	172051(1.65%)	None

Name of the Director	Tara Devi Veitla	
DIN	07754163	
Date of Birth	15/08/1955	
Age	67 Years	
Date of first appointment on the Board	08/03/2017	
Qualifications	MBBS and Commerce Graduate	
Experience	Mrs. Tara Devi veitla, MBBS, Doctor by profession, Commerce Graduate and has expertise in Management & Administration domain with the experience of more than 40 years. She has immense knowledge and contributed her experience in improving the systems, controlling the management and business administration and overall affairs of the Company and ensuring the statutory compliances are done by the company timely.	
Terms and Conditions of Appointment	Appointment as Independent director for second term of 5 yrs with effect from 08/03/2022 for a period of 5 yrs and shall not be liable to retire by rotation.	
Nature of Expertise in specific functional areas	She has immense knowledge and contributed her experience in improving the systems, controlling the management and business administration and overall affairs of the Company and ensuring the statutory compliances are done by the company timely.	
Remuneration last drawn	NA	
Number of Meetings of the Board attended during the year	7	
Inter-se relationship with other Directors and Key Managerial Personnel	None	
Directorship in other Companies	None	
Membership/Chairmanship of Committees of the Board of other Listed Companies	None	
Shareholding in Geekay Ltd Wires Limited	None	

Place: Hyderabad
Date: 11-02-2022

By Order of the Board
For Geekay Wires Limited

Sd/-
Sonu Kumar
Company Secretary