



**GEEKAY WIRES LIMITED**  
CIN:L28999TG1989PLC010271

**Regd Office:**11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018  
**Tele-Fax.:**+91- 40 – 23778090; **Website:** www.geekaywires.com; **Email:**geekaywires@gmail.com

### **NOTICE TO THE SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF GEEKAY WIRES LIMITED WILL BE HELD ON MONDAY, FEBRUARY 18, 2019 AT 3.30 P.M,AT 11-70/5, G.P. COMPLEX, BALANAGAR, HYDERABAD, TELANGANA- 500018, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

#### **1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 61 and 64 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory amendment or reenactment thereof for the time being in force) and the rules framed thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for increasing the authorized share capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,60,00,000/- (Rupees Ten Crore Sixty Lakhs only) divided into 1,06,00,000 (One Crore and Six Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each, by creating 6,00,000 (Six Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing equity shares of the Company”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby jointly or severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

#### **2. ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

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

**“RESOLVED THAT** subject to Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:

## CLAUSE –V

*“The Authorized Share Capital of the Company is Rs. 10,60,00,000/- (Rupees Ten Crore and Sixty Lakhs only) divided into 1,06,00,000 (One Crore and Six Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each”*

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

### 3. ALTERATION IN THE CLAUSE NO. 4 OF THE ARTICLES OF ASSOCIATION

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

**“RESOLVED THAT** pursuant to section 14 of the Companies Act, 2013, Article No. 4 of the Articles of Association of the Company be altered by substituting it with the following new clause: 4.

- (i) The Authorised Share Capital of the Company shall be as laid down in Memorandum of Association of the Company.
- (ii) Subject to the provisions of the Companies Act 2013 and the applicable Rules made thereunder, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.”

### 4. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

*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 Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “Act”) read with provisions of Chapter V – “Preferential Issue” of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the “ICDR Regulations”), (including any statutory modification thereto or reenactment thereof for the time being in force) and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India and Stock Exchanges, relevant enabling provisions of Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to all such approval(s), consent(s), permission(s) and/or sanction(s) as may be required by law from Government of India, SEBI, Stock Exchanges, and any other appropriate Authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval(s), consent(s), permission(s) and/or sanction(s) which may be agreed to by Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue, and allot upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 34/- (Rupees Thirty Four) including premium of Rs. 24/- (Rupees Twenty Four) per equity share, calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law, to persons as mentioned in the below in table (hereinafter referred to as the “Proposed Allotees”) whether they are Shareholders of the Company or not, by way of a preferential allotment, for cash and based on the valuation report obtained by the Company in accordance with the applicable law, at such price being not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, at such time or times and in accordance with the agreed terms and conditions and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity shares
1.	Mr. Suresh Babu Jagarlamudi	Public	2,72,000
2.	Ananda Profiles Private Limited	Public	2,72,000
3.	Salasar Holdings Private Limited	Public	1,00,000
4.	Sutlaj Sales Private Limited	Public	1,00,000
5.	Ganpati Stocks Private Limited	Public	1,00,000
6.	Rishikesh Commercial Company Private Limited	Public	1,00,000
7.	Tropex Suppliers Private Limited	Public	1,00,000
8.	Rander Businesses Private Limited	Public	1,00,000
9.	Ramapati Consultants Private Limited	Public	1,04,000
10.	Worthwhile Traders Private Limited	Public	1,04,000
11.	Swal Limited	Public	1,04,000
12.	Anand Potato Cold Storage Private Limited	Public	1,04,000
13.	EastMan Merchants Private Limited	Public	1,04,000
14.	Mrs. Nisha Jain	Public	1,52,000
15.	Mrs. Ananda Bajaj	Public	8,000
16.	Mr. Satyanarayan Bajaj	Public	8,000
17.	Ravinder Kumar Agarwal	Public	32,000
18.	Praveen Kumar Agarwal	Promoter Group	68,000
19.	Mr. Ghanshyam Dass	Promoter Group	68,000
20.	Mrs. Saroj Bala	Promoter Group	56,000
21.	Mr. Ashish Kandoi	Promoter Group	88,000
22.	Ghanshyam Dass (HUF)	Promoter Group	28,000
23.	Mrs. Renu Kandoi	Promoter Group	44,000
24.	Mr. Anuj Kandoi	Promoter Group	4,000
	<b>TOTAL</b>		<b>22,20,000</b>

**RESOLVED FURTHER THAT** in accordance with Regulation 161 of the ICDR Regulations, the “Relevant Date”, for determining the minimum price for issue of equity shares being issued to the Proposed Allottees, on a preferential basis, is January 19, 2019.

**RESOLVED FURTHER THAT** subject to the terms stated hereinabove:

- The Equity Shares shall be allotted in dematerialized form within a period of Fifteen (15) days from the date of receipt of the shareholders approval or in the event Equity Shares require any approvals or permissions from the regulatory authority or the Central Government, within Fifteen (15) days from the date of such approval(s) or permission(s), as the case maybe.
- The Equity Shares offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- The Equity Shares offered, issued and allotted pursuant to this resolution shall rank paripassu with the existing Equity Shares of the Company in all respects, including dividend.
- The Equity Shares offered, issued and allotted shall remain locked-in from such date and for such periods as specified under the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) / Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or the committee thereof be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things

(including sub-delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to Government of India, SEBI, Stock Exchanges etc. and such other approvals, if require and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors  
For Geekay Wires Limited  
sd/-**

**Date:**January 23, 2019

**Place:**Hyderabad

**Mr. Mahesh Reddy Vemula  
Company Secretary & Compliance Officer**

## NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. This Notice is being to members of the Company as appearing in Register of Members.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE BLANK PROXY FORM IS ENCLOSED.**
4. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
5. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice of EGM will also be available on the Company's website viz. [www.geekaywires.com](http://www.geekaywires.com)
6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
8. Relevant documents referred to in the Notice, statutory registers and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours on working days. Members desiring to seek information with respect to the businesses in this notice are requested to send their queries at least Seven days before the date of the meeting so that the information can be made available at the meeting.
9. The Board of Directors at their meeting held on 10<sup>th</sup> January 2019 has appointed **Mr. Kashinath Sahu**, Practicing Company Secretary as a Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
10. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The E-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password details. Members are requested to opt for only one mode of voting.
11. The remote E-voting facility for the Members shall commence from February 14, 2019 at 9:00 AM and ends by February 17, 2019 at 5:00 PM. During this period shareholders of the Company, as on Cut -off date February 11, 2019 may cast their vote electronically in the manner and process given.

12. A Member cannot exercise his vote by proxy on e-voting.
13. A route map showing directions to reach the venue of the meeting is given in this Notice.
14. Once the vote on a resolution is cast by the member, the member shall not allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
15. The Scrutinizer will submit his report to the Chairman & Managing Director after the completion of scrutiny, and the result of the voting will be announced by Managing Director/ any other Director of the Company duly authorized, on or before February 20, 2018 at 5.00 P.M. at the registered office of the Company and will also be displayed on the Company's website [www.geekaywires.com](http://www.geekaywires.com) and communicated to the Depositories, Registrar and Share Transfer Agent on the said date.
16. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their DematAccounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA viz. Bigshare Services Private Limited.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form and submit their PAN to the Company/ Bigshare Services Private Limited.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
19. All queries relating to Share Transfer and allied subjects should be addressed to:

**BIGSHARE SERVICES PRIVATE LIMITED**

1st Floor, Bharat Tin Works Building, Opp.  
Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai – 400 059

**INSTRUCTION FOR E-VOTING**

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening Extra- Ordinary General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on February 11, 2019 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on February 14, 2019 (9.00 AM IST) and ends on February 17, 2019 (5.00 P.M. IST).

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

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

The Company has appointed Mr. Kashinath Sahu, Practising Company Secretary, to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Extra-Ordinary General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder:

**The instructions for shareholders voting electronically are as under:**

(i) The e-voting period will commence on February 14, 2019 (9.00 AM IST) and ends on February 17, 2019 (5.00 P.M. IST). 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 **February 11, 2019** 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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</li> </ul>

	Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details <b>OR</b> 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 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By Order of the Board of Directors  
For Geekay Wires Limited  
sd/-**

**Date:** January 23, 2019

**Place:** Hyderabad

**Mr. Mahesh Reddy Vemula  
Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013  
SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

**ITEM NO. 1&2 :**

To Increase the Authorised Share Capital of the Company and Alteration in the Capital Clause of Memorandum of Association.

The Board of Directors of the Company proposed to increase the Authorized Share Capital of the Company as mentioned in the notice in view of increase of subscribed and paid-up share capital of the Company by allotment of equity share of the Company for the requirement of funds for the business operation of the Company.

Pursuant to the provisions of the Companies Act, 2013 for increase in Authorized Share Capital and consequent alteration of Memorandum of Association requires the approval of the members by way of Ordinary Resolution  
The Altered copy of Memorandum is available for inspection of the members at the registered office of the company during the working days.

None of the Directors are interested in this resolution.

**ITEM NO. 3**

To Alter the Articles of Association.

Pursuant to the provisions of the Companies Act, 2013, the approval of the shareholders of the Company is required for the purpose of alteration of Articles of Association.

The draft copy of amended Articles of Association of the Company is available for inspection by the members of the Company at the Registered Office of the Company during working hours.

Your approval is sought for the matters specified in the aforesaid notice by way of Special Resolution.

None of the Directors are interested in this resolution.

**ITEM NO. 4:**

Your Company is an ISO 9001: 2008 certified, manufacturer, exporter and supplier of the superlative wires and cables, like galvanized wire, earth wire, stay wire, ACSR steel core, cable armoured wire, guy strand, barbed wire, spring steel wire, patented wire, detonator wire, and spring steel wire etc. The growing business of your Company requires funds for its various requirements. Your Company thinks that one way of achieving this would be through the preferential allotment of Equity Shares. The Board of Directors at their meeting held on January 10, 2019 has considered & approved to issue upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand) fully paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 24/- (Rupees Twenty Four) per Equity Share.

Therefore, in terms of Section 62(1)(c) & Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand) fully paid-up equity shares of Rs.10/- (Rupees Ten Only) each of the Company to proposed allottees, at a price of Rs. 34/-

(Rupees Thirty Four) per equity share including premium of Rs. 24/- (Rupees Twenty Four) per equity share calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

**(i) The object / purpose of the preferential issue:**

The proceeds of the preferential issue of Equity Shares will be used by the Company for the repayment of Working Capital Loans, to improve the capital structure of the Company and for other general corporate purposes.

**(ii) The total number of shares or other securities to be issued:**

The Board intends to offer, issue and allot upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand) fully paid-up equity shares having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 34/- (Rupees Thirty Four) including premium of Rs. 24/- (Rupees Twenty Four) per equity share calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law.

**(iii) The price or price band at / within which the allotment is proposed:**

The issue price is Rs. 34/- (Rupees Thirty Four Only) per equity share calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law.

**(iv) Basis on which the price has been arrived at along with report of the registered valuer:**

In accordance with Regulation 164 Chapter V of SEBI ICDR Regulations, the Equity Shares to be issued and allotted on a preferential basis shall be made at a price not less than the higher of the following:

- i) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during twenty six weeks preceding the Relevant Date; or
- ii) The average of the weekly high and low of the volume weighted average prices of the related shares quoted on a recognized stock exchange during two weeks preceding the Relevant Date.

Accordingly, upto 22,20,000 (Twenty Two Lakhs and Twenty Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each will be issued at a price of Rs. 34/- (Rupees Thirty Four) including premium of Rs. 24/- (Rupees Twenty Four) per equity share, calculated in accordance with Regulation 164 of the ICDR Regulations and applicable law.

**(v) Relevant date with reference to which the price has been arrived at:**

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of the price per equity share to be issued on preferential basis is fixed as January 19, 2019.

**(vi) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. (ix) below.

**(vii) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:**

Except Mr. Ghanshyam Dass, Mr. Ashish Kandoi, Mr. Anuj Kandoi, Mrs. Renu Kandoi and their respective relatives, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

**(viii) Proposed time within which the allotment shall be completed:**

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Securities on or before the expiry of 15 (Fifteen) days from the date of passing of this resolution by the Shareholders or where allotment of securities require any approval(s) from any regulatory authority or the Central Government, the said allotment will be completed within 15 days from the date of such approval(s) as the case may be.

**(ix) The identity of the Proposed Allottees, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:**

**Details of the Proposed Allottees:**

Sr. No.	Proposed Allottees	Category	Maximum no. of Equity Shares	Amount (Rs. in Lakhs)	Pre-Issue shareholding		Post-Issue shareholding	
					No. of shares	%	No. of shares	%
1.	Mr. Suresh Babu Jagarlamudi	Public	2,72,000	92.48	Nil	0.00%	2,72,000	2.57%
2.	Ananda Profiles Private Limited	Public	2,72,000	92.48	Nil	0.00%	2,72,000	2.57%
3.	Salasar Holdings Private Limited	Public	1,00,000	34.00	32,000	0.38%	1,32,000	1.25%
4.	Sutlaj Sales Private Limited	Public	1,00,000	34.00	1,32,000	1.58%	2,32,000	2.19%
5.	Ganpati Stocks Private Limited	Public	1,00,000	34.00	1,24,000	1.49%	2,24,000	2.12%
6.	Rishikesh Commercial Company Private Limited	Public	1,00,000	34.00	Nil	0.00%	1,00,000	0.94%
7.	Tropex Suppliers Private Limited	Public	1,00,000	34.00	Nil	0.00%	1,00,000	0.94%
8.	Rander Businesses Private Limited	Public	1,00,000	34.00	Nil	0.00%	1,00,000	0.94%
9.	Ramapati Consultants Private Limited	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%
10.	Worthwhile Traders Private Limited	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%
11.	Swal Limited	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%
12.	Anand Potato Cold Storage Private Limited	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%
13.	EastMan Merchants Private Limited	Public	1,04,000	35.36	Nil	0.00%	1,04,000	0.98%
14.	Mrs. Nisha Jain	Public	1,52,000	51.68	48,000	0.58%	2,00,000	1.89%
15.	Mrs. Ananda Bajaj	Public	8,000	2.72	Nil	0.00%	8,000	0.75%
16.	Mr. Satyanarayan Bajaj	Public	8,000	2.72	Nil	0.00%	8,000	0.75%
17.	Ravinder Kumar Agarwal	Public	32,000	10.88	60,000	0.72%	92,000	0.87%
18.	Praveen Kumar Agarwal	Promoter Group	68,000	23.12	Nil	0.00%	68,000	0.64%
19.	Mr. Ghanshyam Dass	Promoter	68,000	23.12	5,34,000	6.41%	6,02,000	5.71%
20.	Mrs. Saroj Bala	Promoter Group	56,000	19.04	5,51,005	6.61%	6,07,005	5.75%
21.	Mr. Ashish Kandoi	Promoter	88,000	29.92	4,24,000	5.09%	5,12,000	4.85%
22.	Ghanshyam Dass (HUF)	Promoter Group	28,000	9.52	5,73,500	6.88%	6,01,500	5.70%
23.	Mrs. Renu Kandoi	Promoter Group	44,000	14.96	3,14,000	3.77%	3,58,000	3.39%
24.	Mr. Anuj Kandoi	Promoter	4,000	1.36	1,51,495	1.82%	1,55,495	1.47%

(x) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

**(xi) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:**

The Company has not made any preferential issue of securities during the year.

**(xii) Shareholding pattern of the Company pre and post issue:**

Sr. No.	Category	Pre Issue Shareholding		Post Issue Shareholding (After Shares Allotment)	
		Total Number of Shares held	%	Total number of shares held	%
<b>A</b>	<b>Promoters' and Promoters' Group holding :</b>				
1	Indian :				
	Individual	30,32,000	36.39%	33,88,000	32.11%
	Bodies Corporate	24,00,000	28.80%	24,00,000	22.74%
	<b>Sub Total</b>	<b>54,32,000</b>	<b>65.19%</b>	<b>57,88,000</b>	<b>54.85%</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	<b>54,32,000</b>	<b>65.19%</b>	<b>57,88,000</b>	<b>54.85%</b>
<b>B</b>	<b>Non Promoters' holding:</b>				
1	Institutional Investors	-	-	-	-
2	Non Institution:				
	Bodies Corporate	7,44,000	8.93%	21,36,000	20.24%
	Directors and Relatives	76,000	0.91%	76,000	0.72%
	Indian Public	20,24,000	24.29%	24,96,000	23.65%
	Others (Including NRIs)	56,000	0.67%	56,000	0.53%
	<b>Sub Total (B)</b>	<b>29,00,000</b>	<b>34.81%</b>	<b>47,64,000</b>	<b>45.15%</b>
	<b>Grand Total (A+B)</b>	<b>83,32,000</b>	<b>100.00%</b>	<b>1,05,52,000</b>	<b>100.00%</b>

**(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable.

**(xiv) Undertaking to recomputed price: – Not Applicable**

**(xv) Undertaking to put under lock-in till the recomputed price is paid: – Not Applicable**

**(xvi) Certificate from Statutory Auditor:**

A copy of the certificate from Statutory Auditor certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection on any working day between 11.00 a.m. to 01.00 p.m. after the Relevant Date and upto the date of Extraordinary General Meeting.

**(xvii) Lock-in Period:**

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of ICDR Regulations.

The consent of the Shareholders is sought for the issue of equity shares in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.1 of the accompanying Notice.

Except Mr. Ghanshyam Dass, Mr. Ashish Kandoi, Mr. Anuj Kandoi, Mrs. Renu Kandoi and their respective relatives, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

**Date:** January 23, 2019

**Place:** Hyderabad

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

sd/-

Mr. Mahesh Reddy Vemula  
Company Secretary & Compliance Officer



**GEEKAY WIRES LIMITED**

**CIN:** L28999TG1989PLC010271

**Registered Office:** 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018

**Tele-Fax: +91- 40 – 23778090; Website:** www.geekaywires.com; **Email:**geekaywires@gmail.com

**ATTENDANCE SLIP**

Registered Folio No./DP ID no./Client ID no.:	
DP ID - Client ID	
No. of Shares Held	

I hereby record my presence at the Extraordinary General Meeting of the Company held on Monday, February 18, 2019 at 3.30 P.M. at 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018.

.....	.....
Name of the member/proxy (in BLOCK Letters)	Signature of the member/proxy

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice for reference to the EGM.*





**GEEKAY WIRES LIMITED**

**CIN: L28999TG1989PLC010271**

**Registered Office:** 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018

**Tele-Fax: +91- 40 – 23778090; Website:** www.geekaywires.com; **Email:** geekaywires@gmail.com

**PROXY FORM**

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

**Extraordinary General Meeting – Monday, February 18, 2019**

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.....Email:.....Address:  
.....  
..... Signature:\_\_\_\_\_

or failing him/her

2. Name.....Email:.....Address:  
.....  
..... Signature:\_\_\_\_\_ or

or failing him/her

3. Name.....Email:.....Address:  
.....  
..... Signature:\_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, February 18, 2019 at 3.30 P.M. at 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018 and at any adjournment thereof in respect such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1	To Increase The Authorised Share Capital Of The Company			
2	Alteration In The Capital Clause Of Memorandum Of Association			
3	Alteration In The Clause No. 4 Of The Articles Of Association			
4	Issue of upto 22,20,000 Equity Shares on Preferential Basis			

Signed this..... day of.....2019

.....  
Signature of shareholder(s)

.....  
Signature of Proxy holder(s)

Please Affix Rs.1 Revenue Stamp
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.....  
Signature of Proxy holder(s)

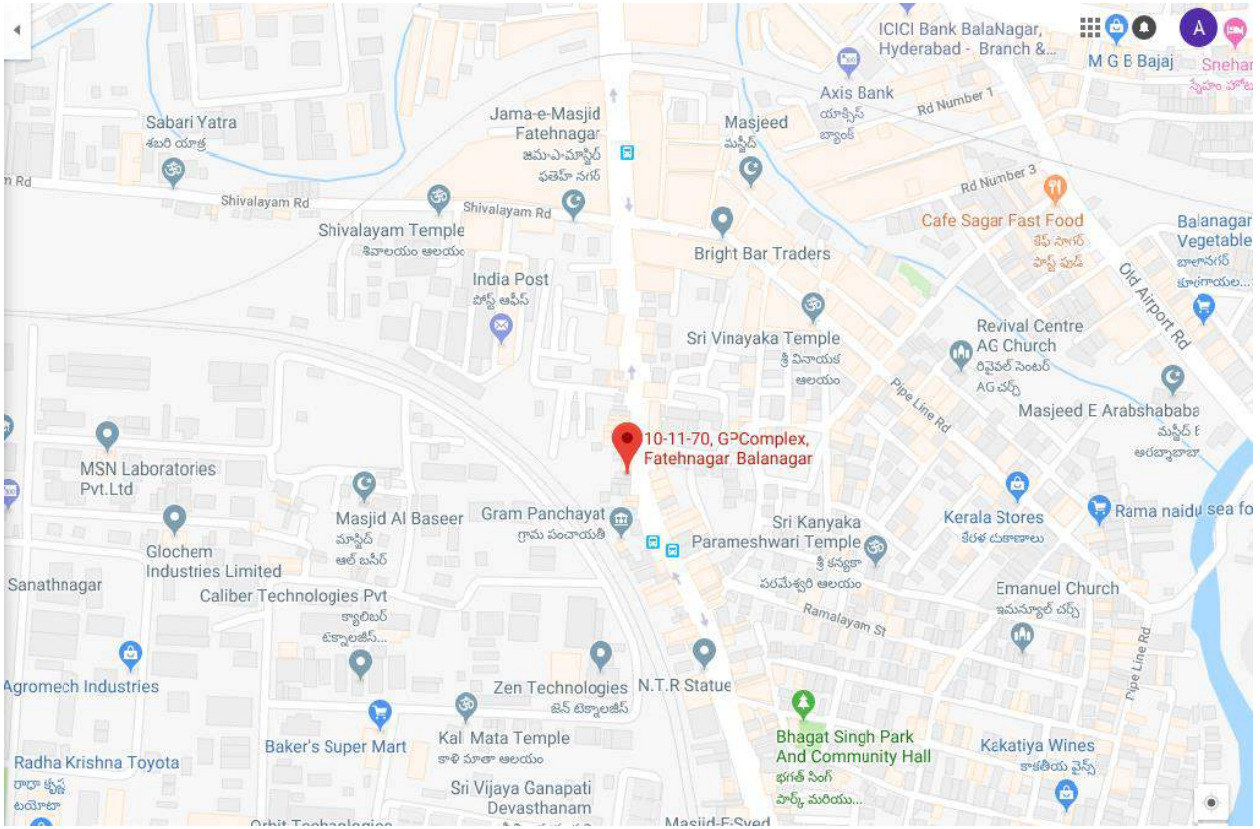
.....  
Signature of Proxy holder(s)

**Notes:**

- This form of proxy in order to be effective should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.*
- It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.*
- The proxy need not be a member of the company. Appointing proxy does not prevent a member from attending in person if he so wishes.*
- In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*

## ROUTE MAP TO THE EGM VENUE

Venue Address: 11-70/5, G.P. Complex, Balanagar, Hyderabad, Telangana- 500018



**SPEED POST**

**If undelivered please return to:**

**BIGSHARE SERVICES PRIVATE LIMITED**

1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (East), Mumbai – 400 059