

Date: August 9, 2016

Mr. Hari K.
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai 400 051
Fax no.: 26598237/38

The Manger
Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400 001
Fax No.: 22723719

NSE Symbol: GEOMETRIC

BSE Scrip Code: 532312

Kind Attn: Listing Department

Dear Sirs,

Sub.: Regulation 30 - Brief Proceedings of the Annual General Meeting held at 12.00 noon on August 9, 2016.

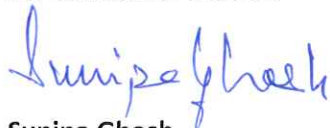
We wish to inform you that that the 22nd Annual General Meeting of the Company was held on August 9, 2016. The brief proceedings of the meeting are as under:

1. The audited financial statement of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon were adopted.
2. The audited consolidated financial statement of the Company for the year ended March 31, 2016 were adopted.
3. Interim dividend paid during FY 2015-16 at the rate of Rs. 3 per equity share of face value of Rs. 2 each, on the paid-up capital of the Company was approved as final dividend.
4. Mr. Jamshyd Godrej (holding DIN 00076250) was re-appointed as a Director of the Company on rotational basis.
5. M/s. BSR & Co. LLP, Chartered Accountants, was re-appointed as Statutory Auditors of the Company to hold office upto the 23rd Annual General Meeting.

A copy of Notice is attached for your ready reference.

Thanking you,

Yours Faithfully,
For **Geometric Limited**



Sunipa Ghosh
Company Secretary & Compliance Officer

Encl.: a/a.

Geometric Limited

CIN: L72200MH1994PLC077342

Unit No. 703-A, 7th floor, B Wing, Reliable Tech Park, Airoli, Navi Mumbai 400 708 India
T +91.22.67056500 F +91.22.67056891 www.geometricglobal.com

Reg. Office: Plant 11, 3rd floor, Pirojshanagar, Vikhroli (West), Mumbai 400 079 India

**GEOMETRIC LIMITED**

(CIN: L72200MH1994PLC077342)

Regd. Office: Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai 400 079

E-mail: Investor-relations@geometricglobal.com Website: www.geometricglobal.com

Tel.: +91-22-2518 9205 Fax : +91-22-6705 6891

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-second Annual General Meeting of the Members of Geometric Limited will be held on Tuesday, August 9, 2016 at 12.00 noon at Conference Room no. 307, 3rd Floor, Godrej & Boyce Manufacturing Co. Ltd, Plant 13 (Annexe), Gate No 8 (Industries gate), Pirojshanagar, Vikhroli (East), Mumbai-400 079 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the Financial Year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the year ended March 31, 2016.
2. To approve the interim dividend already paid during the year, for the Financial Year 2015-16.
3. To appoint a Director in place of Mr. Jamshyd Godrej (holding DIN: 00076250), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors for a period from the conclusion of this Annual General Meeting until the conclusion of the 23rd Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT subject to the approval of the Central Government, if applicale, and pursuant to the provisions of Section 197(1) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and provisions of the Articles of Association of the Company, a sum not exceeding 1% of the net profits of the Company per annum computed in the manner prescribed in Section 197(8) of the Companies Act, 2013, in respect of the profits for each of the five financial years commencing from April 1, 2016, be determined and distributed as Commission amongst the Directors of the Company, other than the Managing Director, hereinafter referred to as the ‘Non-Executive Directors’ who are not in whole time employment of the Company, such amounts or in such proportions and in such manner as may be recommended by the Nomination and Remuneration Committee and determined by the Board of Directors (or any committee thereof for the time being) and that the Commission paid to each of the Non-Executive Directors of the Company pursuant to this resolution shall be in addition to the fees for attending Meetings of the Board or any committee thereof which each such Non-Executive Director may be entitled to receive under the Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such actions and do all such acts, deeds and things as may be required for compliance with statutory requirements as applicable and/or for giving effect to the above resolution and matters related thereto.”

NOTES:

- A) The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Business in the Notice is annexed hereto and forms part of this Notice.
- B) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying Voting Rights. Member holding more than 10 percent of the Total Share Capital of the Company carrying Voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

In case of joint holders attending the Meeting, any such joint holder who is higher in the order of names will be entitled to vote.

- C) The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.
- D) The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Link Intime India Private Ltd having their office premises at C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai - 400078.
- E) Members, who wish to seek clarification on accounts, are requested to send their queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the Annual General Meeting.
- F) The physical copies of notice of Twenty-second Annual General Meeting and the Annual Report 2015-16 will remain open for inspection at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. except on holidays, upto the date of the Annual General Meeting.
- G) The particulars of Director, proposed to be re-appointed, as per Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings are annexed hereto.
- H) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- I) Under the Companies Act, 2013 dividends that are remained unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. An amount of Rs. 353,458/- being unclaimed dividend of the Company for the Financial Year ended March 31, 2008 was transferred on September 2, 2015 to IEPF and accordingly now no claim lies against the Company in respect thereof.

Due dates of transferring unclaimed and unpaid dividends declared by the Company for the year 2008-09 and thereafter to IEPF are as under:

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
March 31, 2009	September 25, 2009	October 25, 2016
March 31, 2010	July 23, 2010	August 23, 2017
March 31, 2011	July 25, 2011	August 25, 2018
March 31, 2012	July 23, 2012	August 23, 2019
March 31, 2013	July 29, 2013	August 28, 2020
March 31, 2014	July 23, 2014	August 22, 2021
March 31, 2015	July 27, 2015	August 26, 2022

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Link Intime India Private Ltd well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to IEPF, no claim shall lie against IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

- J) Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13 duly filled in to M/s. Link Intime India Private Ltd at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
- K) Members are requested to:
- intimate to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Ltd at the above mentioned address, of changes if any, in the registered address at an early date, in case of shares held in physical form;
 - intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;
 - send their e-mail ID's to the Registrar and Share Transfer Agent of the Company / to the Company (for members holding shares in physical form);
 - send / update their e-mail ID's to the Depository Participant / Registrar and Share Transfer Agent of the Company (for members holding shares in Demat Form);

- (e) quote their Folio numbers/Client ID/DP ID in all correspondence;
 - (f) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
 - (g) to bring their copies of the Annual Report, Notice and Attendance slip to the General Meeting. No copies will be distributed at the Meeting as a measure of economy.
- L) In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the Electronic copy of the Annual Report for 2016 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2016 are being sent in the permitted mode.
- M) Electronic copy of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22nd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- N) Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year ended March 31, 2016 will also be available on the Company's website www.geometricglobal.com.
- O) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules 2015, and Regulation 44 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL) i.e. remote e-Voting. The facility for voting, through ballot paper, will also be made available at the venue of the Annual General Meeting and the members attending the Annual General Meeting, who have not already cast their votes by remote e-Voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-Voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for e-Voting are as under:

A. In case of members receiving e-mail:

- (i) The voting period begins on 9.00 a.m. on Thursday, August 4, 2016 and ends on 5.00 p.m. on Monday, August 8, 2016. 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 Tuesday, August 2, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

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

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

(xi) Click on the EVSN for “GEOMETRIC 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 “RESOLUTIONS 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

P) Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. FCS 5171) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

The Scrutinizer shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than forty-eight (48) hours from the conclusion of the voting at the Annual General Meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

Based on the Scrutinizer's Report received on remote e-Voting and voting at the Meeting, the Chairman or any other Director so authorized will declare the results of the voting forthwith. The Results alongwith the Scrutinizer's Report shall be placed on the Company's website www.geometricglobal.com and will be communicated to the National Stock Exchange of India Limited and BSE Limited on which the Company's equity shares are listed within forty-eight (48) hours of conclusion of the Annual General Meeting. The same shall also be placed on the website of CDSL.

- Q) The Company has made necessary transportation arrangements for facilitating members to attend the General Meeting. The vehicle will stand parked on the Eastern side of Vikhroli Railway Station. The vehicle will leave for the meeting venue at 11.30 a.m. Members are requested to use the vehicle service to attend the Meeting. Route Map showing directions to reach the venue of the Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards -2 on 'General Meetings'.
- R) Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their e-mail addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants (DP) where the shares are held in dematerialized form. Shareholders holding shares in physical form can send their e-mail address for registration to the Company's Registrar and Transfer Agent quoting the Folio Number and Name.

By Order of the Board of Directors

For Geometric Ltd

Sd/-

Ms. Sunipa Ghosh

Company Secretary and Compliance Officer

Place: Mumbai
Date: July 8, 2016

CIN : L72200MH1994PLC077342
Reg. Address : Plant 11, 3rd Floor,
Pirojshanagar, Vikhroli (West),
Mumbai-400 079
Tel No. : +91.22.2518 9205
Fax No. : +91.22.6705 6891
E-mail : investor-relations@geometricglobal.com
Website : www.geometricglobal.com

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

Item No. 5

At the Seventeenth Annual General Meeting of the Company held on July 25, 2011, the Members of the Company had approved remuneration to the Non-Executive Directors of the Company by way of commission for each of the five financial years commencing from April 1, 2011 which is valid upto March 31, 2016.

Having regard to the time and attention devoted by the Non-Executive Directors to the affairs of the Company and the contribution that they make to the business and operations of the Company, the Board of Directors of the Company, on recommendation received from Nomination and Remuneration Committee, at its Meeting held on July 8, 2016, subject to approval of the Central Government approval, if applicable, and Members' by way of Special Resolution under Section 197 of the Companies Act, 2013, approved payment of commission of not exceeding 1% of the net profits of the Company computed in the manner laid down in Section 197(8) of the Companies Act, 2013, among the Non-Executive Directors of the Company for a period of five financial years commencing from April 1, 2016. The said amount of Commission to be determined by the Board will be distributed amongst the Non-Executive Directors in such manner as the Board may decide from time to time.

The Board commends the Resolution to the Members for their approval.

All the Non-Executive Directors of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of the Commission that may be received by them pursuant to the Resolution.

Name of the Director's	Financial Interest	Other Interest
Mr. Jamyshd Godrej	Sitting fees @	-
Mr. Milind Sarwate	₹ 40,000 per Board Meeting, Rs. 30,000 per	50,000 Equity shares
Ms. Anita Ramachandran	Audit Committee Meeting, and	85,000 Equity shares
Mr. Ajay Mehra	₹ 15,000 per Nomination and Remuneration	50,000 Equity shares
Dr. Kyamas Palia	Committee Meeting.	95,000 Equity shares
Mr. Marc Dulude	Commission @ 1% of Net Profits of the	45,000 Equity shares
Dr. Richard Riff	Company	-

Save and except the above, none of the other Directors, Promoters and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolution.

By Order of the Board of Directors

For Geometric Ltd

Place: Mumbai
Date: July 8, 2016

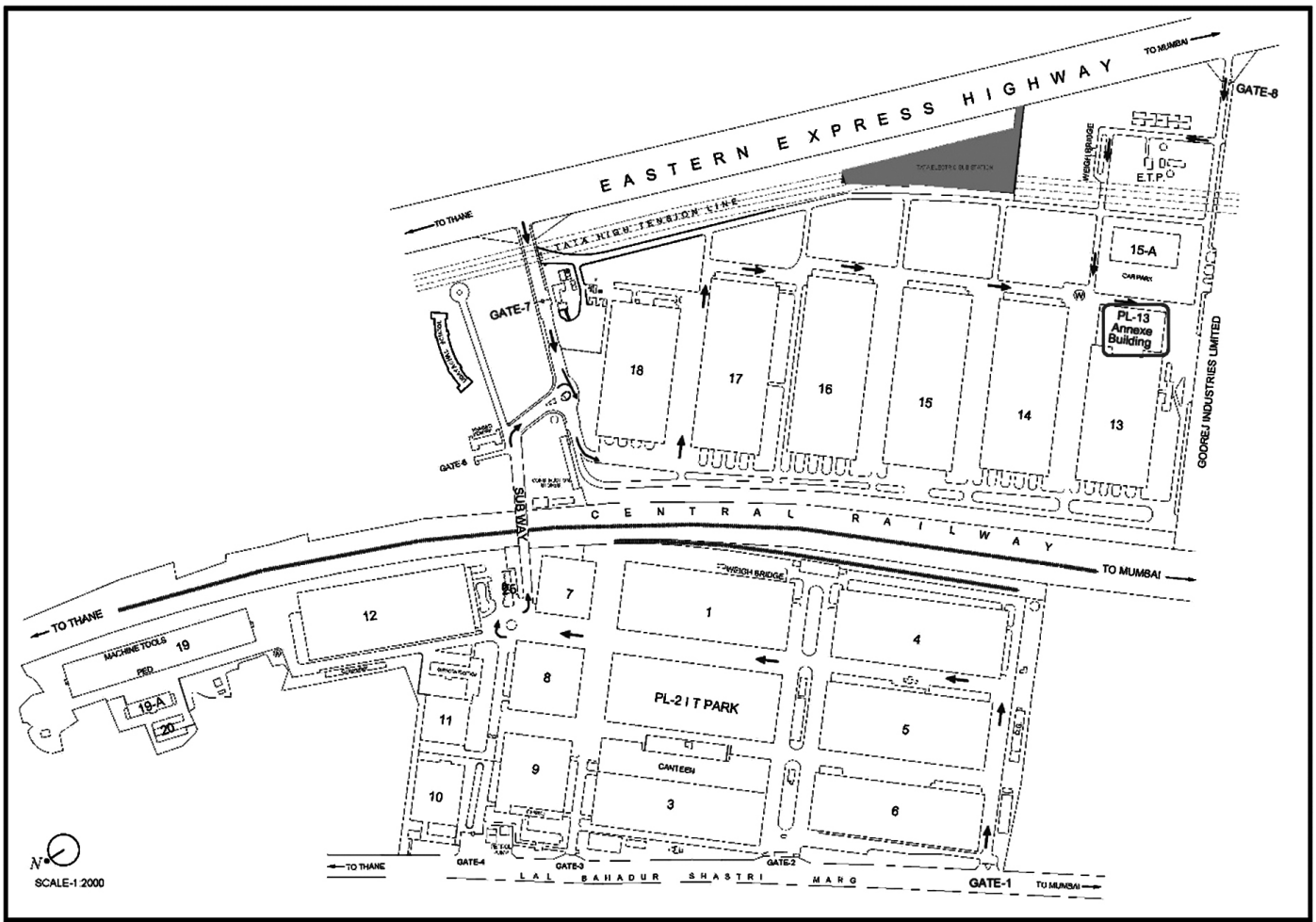
Sd/-
Ms. Sunipa Ghosh
Company Secretary and Compliance Officer

CIN : L72200MH1994PLC077342
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E-mail : investor-relations@geometricglobal.com
Website : www.geometricglobal.com

Details of Director seeking re-appointment at the Annual General Meeting [Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings].

Name of the Director	Jamshyd N Godrej	
Age	67 years	
Qualification	Graduated in Mechanical Engineering from Illinois Institute of Technology, USA	
Experience in specific functional area	Industrialist having rich business experience	
Terms and conditions of re-appointment	Liable to retire by rotation and being eligible, offers himself for re-appointment	
Date of first appointment on the Board	March 25, 1994	
Shareholding in the company	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship	
Number of Meetings of the Board attended during the year	4 out of 5 Board Meetings attended	
Directorship in other Companies	<p><u>Public Companies:</u> Godrej Consumer Products Ltd Godrej Industries Ltd Bajaj Auto Ltd Godrej Agrovat Ltd Godrej & Boyce Mfg. Co. Ltd. Godrej Properties Ltd</p> <p><u>Private Companies:</u> Godrej Investments Pvt. Ltd Illinois Institute of Technology (India) Pvt. Ltd</p> <p><u>Foreign Companies:</u> Godrej (Singapore) Pte. Ltd Godrej (Vietnam) Company Ltd Godrej & Khimji (Middle East)LLC Singapore-India Partnership Foundation, Singapore World Resource Institute, USA Global Footprint Network, USA</p> <p><u>Section 8 Companies:</u> Breach Candy Hospital Trust Singapore-India Partnership Foundation, India Shakti Sustainable Energy Foundation Raptor Research and Conservation Foundation Indian Machine Tool Manufacturers Association IMTMA Machine Tool Industry Park</p> <p><u>Others:</u> Godrej & Boyce Enterprises LLP JNG Enterprise LLP RKN Enterprise LLP</p>	
Membership/Chairmanship of the committees of other companies (includes Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)	Name of the Company	Committees
	Godrej Consumer Products Ltd.	Stakeholders' Relationship Committee (Member)
	Bajaj Auto Ltd	Stakeholders' Relationship Committee (Member)

Map for Annual General Meeting venue





GEOMETRIC LIMITED

(CIN: L72200MH1994PLC077342)

Regd. Office: Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai 400 079
E-mail: Investor-relations@geometricglobal.com Website: www.geometric global.com
Tel.:+91-22-2518 9205 Fax : +91-22-6705 6891

ATTENDANCE SLIP

22nd Annual General Meeting – Tuesday, August 9, 2016

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP ID		Client ID	
Regd. Folio no.*		No. of Shares	

	Name(s) in Full	Father/Husband's Name	Address as regd. with Company
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____

I/We hereby record my/our presence at the Twenty-second Annual General Meeting of Geometric Limited held on Tuesday, August 9, 2016 at 12.00 noon at Conference Room no 307, 3rd Floor, Godrej & Boyce Manufacturing Co Ltd, Plant 13 (Annexe), Gate No 8 (Industries gate), Pirojshanagar, Vikhroli (East), Mumbai 400 079 and/or any adjournment thereof.

Please (v) in the box

MEMBER PROXY

Member's Signature

Proxy's Signature

*Applicable for the investor holding shares in physical form.

Note :

1. Shareholders attending the meeting in person or through proxy are requested to complete this Attendance Slip and hand it over at the attendance verification counter at the entrance of Meeting hall.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.
3. Electronic copy of the Annual Report for 2016 and Notice of the Annual General Meeting (AGM) alongwith attendance slip and proxy form are being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2016 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for a hard copy.



Geometric

People Building Partnerships

GEOMETRIC LIMITED

(CIN: L72200MH1994PLC077342)

Regd. Office: Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai 400 079

E-mail: Investor-relations@geometricglobal.com Website: www.geometric global.com

Tel.:+91-22-2518 9205 Fax : +91-22-6705 6891

PROXY FORM

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

22nd Annual General Meeting – Tuesday, August 9, 2016

Name of the Member(s) _____

Registered Address _____

E-mail ID _____

Folio No. / Client ID

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DP ID.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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

1. Name : _____

Address : _____

E-mail ID : _____

Signature : _____, or failing him/her

2. Name : _____

Address : _____

E-mail ID : _____

Signature : _____, or failing him/her

3. Name : _____

Address : _____

E-mail ID : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-second Annual General Meeting of GEOMETRIC LIMITED, to be held on Tuesday, August 9, 2016 at 12.00 noon at Conference Room no 307, 3rd Floor, Godrej & Boyce Manufacturing Co Ltd, Plant 13 (Annexe), Gate No 8 (Industries gate), Pirojshanagar, Vikhroli (East), Mumbai 400 079 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. To consider and adopt:

(a) the audited financial statement of the Company for the Financial Year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statement of the Company for the year ended March 31, 2016.

2. To approve the interim dividend already paid during the year, for the Financial Year 2015 - 16.

3. To appoint a Director in place of Mr. Jamshyd Godrej (holding DIN: 00076250), who retires by rotation and being eligible, offers himself for re-appointment.

4. To ratify the appointment of M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors for a period from the conclusion of this Annual General Meeting until the conclusion of the 23rd Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. To approve remuneration to the Non-Executive Directors of the Company by way of commission for each of the five financial years commencing from April 1, 2016.

Signed this _____ day of _____ 2016.

Signature of shareholder: _____

Affix Revenue Stamp of not less than Re. 1

Signature of Proxy holder(s) : _____

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