

## **NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the 15<sup>th</sup> Annual General Meeting of the Members of GCM Commodity & Derivatives Limited will be held on Wednesday, 30<sup>th</sup> December 2020 at 11:00 AM at Registered Office of the Company at 3B, Lal Bazar Street, Sir RNM House, 5<sup>th</sup> Floor, Kolkata-700001 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Standalone Financial Statement for the year ended on 31<sup>st</sup> March, 2020 including the Statement of Profit & Loss for the year ended on that date, along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Samir Baid (DIN 00243521), who retires by rotation and being eligible offers himself for re-appointment

Shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Samir Baid (DIN 00243521) as a Director, who is liable to retire by rotation.”

3. To consider the re-appointment of the current auditor, M/S. Maheshwari & Co. Chartered Accountants (Firm Reg. No.105834W) as the Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provision of section 139, 142 and other applicable provisions, if any, of the companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Maheshwari & Co., Chartered Accountants, Mumbai (Firm Registration No. 105834W), be and are hereby appointment as the Statutory Auditors of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the company and the said Auditor

### **SPECIAL BUSINESS**

4. Re-Appointment of Mr. Laxmi Narayan Sharma (DIN: 00356855) as Independent Director for the term of 5 years effective from April 18, 2020.

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

**“RESOLVED THAT** Pursuant to the provisions of Section 149 (read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Laxmi Narayan Sharma (DIN: 000356855) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from April 18, 2020 till the end of 19<sup>th</sup> Annual General Meeting.

**“RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions o the Act and the rules made thereunder, Mr. Laxmi Narayan Sharma be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

Place: Kolkata  
Date: December 07, 2020

**Registered Office:**  
3B Lal Bazar Street, Sir RNM House  
5<sup>th</sup> Floor, Kolkata-700001 West Bengal

CIN: L74999WB2005PLC102819

By Order of the Board of Directors  
For **GCM Commodity & Derivatives Limited**

Sd/-  
**Amalesh Sadhu**  
Managing Director

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies to be effective must be deposited at the Registered Office of the Company duly completed and signed not less than 48 Hours before the time of the Meeting. Proxies submitted on behalf of the companies, societies etc. must be accompanied but an appropriate resolution, as applicable.

- 2. Corporate members intending to send their authorized representative to attend the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.**
- 3. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.**
- 4. Members are requested to bring their attendance slips duly completed and signed mentioning there in details of their DP ID and Client ID/ Folio No.**
- 5. Members holding shares in Dematerialised mode are requested to intimate all the changes pertaining to their Bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, Nominates, Power of Attorney, change of address, contact number, etc., to their Depository Participants (DP) only, and not to the Companies Registrar & Share Transfer Agent.**

Changes intimated to the Depository Participant will then be automatically reflected in the Companies records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the members.

- 6. Members are requested to notify immediately any change in their address and/or bank details to the company's Registrar and Shares Transfer Agent, Purva Shareregistry (India) Private Limited (PSIPL) for the shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.**

Members holding shares in physical form and who have not registered their e-mail IDs are requested to register the same with PSIPL

- 7. Members holding share certificates under different folios numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to Purva Shareregistry (India) Private Limited (PSIPL) for consolidating their holdings under one folio. A consolidated share certificate will be issued to such Members after making requisite changes.**
- 8. The notice of AGM alongwith the Annual Report 2019-20 is being sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any member has requested for the physical copy of the same. For members who have not registered their e-mail address, physical copies are being sent by the permitted mode. Members who have received Notice of AGM, Annual Report and Attendance Slip shall submit a duly filled in attendance slip at the registration Counter of the AGM. The route map showing directions to reach the venue of the meeting is provided in the Annual report.**
- 9. To support the "Green Initiative", members who have not registered their e-mail address are requested to register the same with PSIPL/Depositories.**
- 10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.**
- 11. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.**
- 12. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the appropriate Authorities to the Annual General Meeting.**
- 13. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.**

14. **The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 24<sup>th</sup> December 2020 to Wednesday 30<sup>th</sup> December 2020 (both days inclusive).**
15. **Members may note that the Notice of the 15<sup>th</sup> Annual General Meeting and the Annual Report for the year 2019-20 will also be available on the company's website [www.gcmcommo.co.in](http://www.gcmcommo.co.in). The route map and prominent landmark for the venue of the meeting forms part of the annual report.**
16. **In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members facility to exercise their votes at the 15<sup>th</sup> AGM by electronic means and the business may be transacted through e-voting as per details below:-**
- a) **Date and time of commencement of voting through electronic means: Sunday, December 27, 2020 at 09.00 A.M.**
  - b) **Date and time of end of voting through electronic means beyond which voting will not be allowed: Tuesday, December 29, 2020 at 5.00 P.M.**
  - c) **During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date December 23, 2020, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. The e-voting module shall be disabled by NSDL for voting thereafter.**
  - d) **Details of Website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)**
  - e) **Details of Scrutinizer: ALOK Kumar Das, Practicing Chartered Accountant (Membership No. 105834W), 3B, Lal Bazar Street, 5<sup>th</sup> Floor, Block-2, Kolkata-700001.  
E-mail: [alokdas631@gmail.com](mailto:alokdas631@gmail.com).**
  - f) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.**
1. **The instructions for Members for e-voting are as under:**

Applicable in all cases whether NOTICE is received by e-mail or in physical form. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step-1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. **Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.**
2. **Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.**
3. **A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically***
4. **Your User ID details are given below:**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) <b>For Members who hold shares in demat account with NSDL.</b>	<b>8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</b>
b) <b>For Members who hold shares in demat account with CDSL.</b>	<b>16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.</b>
c) <b>For Members holding shares in Physical Form.</b>	<b>EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.</b>

5. **Your password details are given below:**

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - iii. How to retrieve your 'initial password'?
    1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    2. If your email ID is not registered, your 'initial password' is communicated to you on your postal address
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- i. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii. [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - iv. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - v. Now, you will have to click on "Login" button.
  - vi. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

Details on Step 2 is given below:

**How to cast your vote electronically on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycle.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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 [alokdas631@gmail.com](mailto:alokdas631@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**

#### ITEM NO. 4

#### **Appointment of Mr. Laxmi Narayan Sharma (DIN: 07245288) as Independent Director for the term of 5 years effective from April 18, 2020**

The Board has re-appointed Mr. Laxmi Narayan Sharma (DIN: 00356855) as Independent Director of the Company pursuant to Clause 49 of the Listing Agreement.

Pursuant to Section 161 of the Companies Act, 2013, Ms. Laxmi Narayan sharma will hold the office up to the date of ensuring AGM. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from the Member along with a necessary deposit proposing the candidature of Mr. Laxmi Narayan Sharma for the office of the Director.

Accordingly, it is proposed to re-appoint Mr. Laxmi Narayan Sharma for the second term as Independent Director of the Company in accordance with Section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office for the term of 5 years starts from April 18, 2020 till the end of the 19<sup>th</sup> Annual general Meeting.

These Appointments may be terminated by either party by giving one month notice in writing of such termination or as may be mutually agreed between the parties.

The Company has received from Mr. Laxmi Narayan Sharma Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;

Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Laxmi Narayan Sharma fulfils the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement and is independent of the management. Mr. Laxmi Narayan Sharma are interested in the resolutions set out respectively at Item No. 2 of the Notice with regard to their respective appointments as well as appointments of each other.

The relatives of Mr. Laxmi Narayan Sharma may be deemed to be interested in the resolutions set out respectively at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the company.

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

The Board recommends the resolutions set forth in the Item No. 4 of the Notice for approval of the members.

Brief Profile of Mr. Laxmi Narayan Sharma together with other Directors, has been provided in Annexure – 1.

Annexure - I

<b>Name of Director</b>	<b>Laxmi Narayan Sharma</b>
Directors' Identification No. (DIN)	00356855
Date of Birth	26 <sup>th</sup> April 1959
Date of Appointment on Board	27.10.1997
Qualification	H.S.C.
Experience	Having knowledge of Accounting and Management Matters.
Terms & Conditions of Appointment / Re-appointment	5 Years commencing from 31.03.2020 not liable to retire by rotation.

Remuneration details	Maximum of ` 5000/- per meeting
Shareholding in Company	Nil
Relationship with the Company	Not Any
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	3
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	2

**Place: Kolkata**  
**Date: December 07, 2020**

**Registered Office:**  
**3B Lal Bazar Street, Sir RNM House**  
**5<sup>th</sup> Floor, Kolkata-700001 West Bengal**

**CIN: L74999WB2005PLC102819**

**By Order of the Board of Directors**  
**For GCM Commodity & Derivatives Limited**

Sd/-  
**Amalesh Sadhu**  
**Managing Director**

# GCM COMMODITY & DERIVATIVES LIMITED

CIN: L74999WB2005PLC102819

Registered Office: 3B, Lal Bazar Street, Sir RNM House, 5<sup>th</sup> Floor, Kolkata-700001 West Bengal  
Tel: +91 33 3028 5807, Email: [gcmcomm.kolkata@gmail.com](mailto:gcmcomm.kolkata@gmail.com), URL: [www.gcmcommo.co.in](http://www.gcmcommo.co.in)**Form No. MGT – 11, PROXY FORM / BALLOT FORM**

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

Name of the Member \_\_\_\_\_

Registered Address \_\_\_\_\_

Folio No. / DP/Client ID \_\_\_\_\_ Email ID \_\_\_\_\_

I/We, members of(s), holding \_\_\_\_\_ Shares of GCM Commodity &amp; Derivatives Limited, hereby appoint -

1. \_\_\_\_\_ having email Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

2. \_\_\_\_\_ having email Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

3. \_\_\_\_\_ having email Id \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the 15<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 30<sup>th</sup> December, 2020 at 11:00 AM and any adjournment thereof.

Ordinary Business		For	Against
1	Adoption of the Audited Standalone Financial Statements along with reports thereon of the Company for the FY ended March 31, 2020		
2	Re-Appointment of Samir Baid as Director who retires by rotation and being eligible offers himself for re-appointment.		
3	To consider the re-appointment of the auditor, M/S. Maheshwari & Co. Chartered Accountants (Firm Reg. No.105834W) as the Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
4	Re-appointment of Mr. Laxmi Narayan Sharma as independent director for Second Term		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Rs. 1/-  
Revenue  
Stamp**Notes:**

1. 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 Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 15<sup>th</sup> Annual General Meeting.

# GCM COMMODITY & DERIVATIVES LIMITED

CIN: L74999WB2005PLC102819

Registered Office: 3B, Lal Bazar Street, Sir RNM House, 5<sup>th</sup> Floor, Kolkata-700001 West Bengal  
 Tel: +91 33 3028 5807, Email: [gcmcomm.kolkata@gmail.com](mailto:gcmcomm.kolkata@gmail.com), URL: [www.gcmcommo.co.in](http://www.gcmcommo.co.in)

## Attendance Slip

Folio no.	DP ID	Client ID	No. of Shares

\* Applicable to Members holding shares in Electronic Form

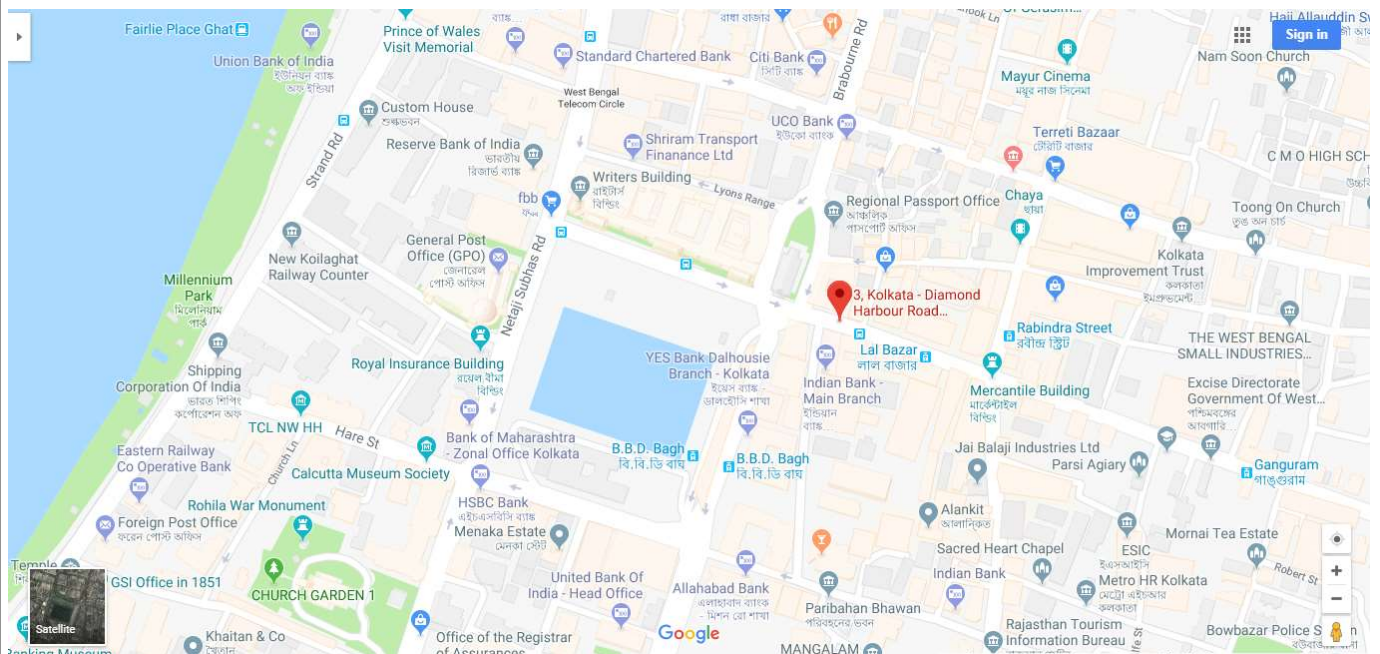
I.....(name of the Shareholder/Proxy) hereby record my presence at the 14<sup>th</sup> Annual General Meeting of the company held on Wednesday, 30<sup>th</sup> December, 2020 at 11:00 AM at Registered Office of the Company at 3B, Lal Bazar Street, Sir RNM House, 5<sup>th</sup> Floor, Kolkata-700001 West Bengal.

Signature of Shareholders/Proxy

### Note:

1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Only shareholders of the company or their Proxies will be allowed to attend the meeting on production of the attendance slip dully completed and signed.

## Route map to the Venue of the Annual General Meeting





# **GCM COMMODITY & DERIVATIVES LIMITED**

CIN: L74999WB2005PLC102819

Registered Office: 3B, Lal Bazar Street, Sir RNM House, 5<sup>th</sup> Floor, Kolkata-700001 West Bengal  
Tel: +91 33 3028 5807, Email: [gcmcomm.kolkata@gmail.com](mailto:gcmcomm.kolkata@gmail.com), URL: [www.gcmcommo.co.in](http://www.gcmcommo.co.in)

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this, we solicit your co-operation in providing the following details to us:

- a. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
- b. If you are holding shares in physical form, you may provide the following:

Folio no.	
Pan No.	
E-Mail ID	
Telephone No. (With STD Code)	
Name and Signatures	

Thanking You  
For **GCM COMMODITY & DERIVATIVES LIMITED**

Sd/-  
**Amalsh Sadhu**  
Managing Director