



GCM

**COMMODITY &
DERIVATIVES LIMITED**

**10TH ANNUAL REPORT
2014-2015**





GCM COMMODITY & DERIVATIVES LIMITED

BOARD OF DIRECTORS

Inder Chand Baid	–	Chairman
Amrita Baid	–	Managing Director
Samir Baid	–	Executive Director
Amitabh Shukla	–	Independent Director
Ranjit Kumar Modi	–	Independent Director
Laxmi Narayan Sharma	–	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Manish Kedia

AUDITORS

M/s. Bharat D. Sarawgee & Co.
Chartered Accountants, Kolkata

PRINCIPLE BANKERS

ICICI Bank Limited
HDFC Bank Limited

REGISTERED OFFICE

3B, Lal Bazar Street, Sir R N M House
5th Floor, Kolkata 700001, West Bengal
Tel : 033-22481053 / 22489908
Email : info@gcmcommo.com

REGISTRAR & SHARE TRANSFER AGENT

Purva Shareregistry (India) Pvt. Ltd.

No. 9, Shiv Shakti Ind. Estate
Gr. Floor, J. R. Boricha Marg
Lower Parel, Mumbai-400 011

ANNUAL GENERAL MEETING

Date : 28th September, 2015
Time : 11.00 A.M.
Venue : 3B, Lal Bazar Street, Sir R N M House
5th Floor, Kolkata 700001, West Bengal

Corporate Identification No.
L74999WB2005PLC102819

10TH ANNUAL REPORT 2014 - 2015

C O N T E N T S

- ☞ Notice
- ☞ Directors' Report
- ☞ Management Discussion & Analysis
- ☞ Secretarial Audit Report (MR-3)
- ☞ Extract of Annual Return (MGT-9)
- ☞ Report on Corporate Governance
- ☞ Auditors' Certificate on Corporate Governance
- ☞ Auditors' Report
- ☞ Balance Sheet
- ☞ Statement of Profit & Loss
- ☞ Statement of Cash Flow
- ☞ Notes on Financial Statements
- ☞ Proxy / Ballot Form (MGT-11)

Members are requested to bring their copy of Annual Report at the time of Meeting



NOTICE

Notice is hereby given that the 10th Annual General Meeting of the members of **GCM COMMODITY & DERIVATIVES LIMITED** will be held on Monday, 28th September, 2015 at 11.00 A.M. at 3B, Lal Bazar Street, Sir R N M House, 5th Floor, Kolkata 700001, West Bengal to transact following business as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2015, Statement of Profit and Loss for the year ended March 31, 2015 and the Reports 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
3. To consider and if thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 read with The Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendations of the Audit Committee, M/s. Bharat D. Sarawgee & Co., Chartered Accountant, Kolkata (ICAI Firm Registration No. : 326264E), who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 10th Annual General Meeting up to the conclusion of the 14th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Laxmi Narayan Sharma as an Independent Director of the Company**

To consider and if thought fit to pass with or without modifications the following resolution as an ordinary 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 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act as amended from time to time, Mr. Laxmi Narayan Sharma (DIN: 00356855), Director of the Company and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years beginning from 18th April 2015 and not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2(54), 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) the Company hereby approves the appointment of Mrs. Amrita Baid (DIN : 06822321) as Executive, Managing Director of the



Company for the period of 3 years w.e.f. 30th September 2014 upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mrs. Amrita Baid (DIN : 06822321).”

6. Adoption of new Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the memorandum and articles of association of the Company and subject to the requisite approvals, consents, permissions and/or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed be and are hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company;

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. 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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company’s Registered Office not less than forty-eight hours before the Meeting.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

3. The Register of Member and the Share Transfer Books of the Company will remain closed from September 22, 2015 to September 28, 2015 (both days inclusive).
4. 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.



5. A detail of Director seeking re-appointment in this Annual General Meeting is attached separately to the notice.
6. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
8. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id **info@gcmcommo.com** for quick and prompt redressal of their grievances.
9. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
10. 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 competent Authorities to the Annual General Meeting.
11. 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.
12. Members are requested to intimate change in their address immediately to M/s Purva Sharegistry (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at 9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011.
13. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
14. The Securities and Exchange Board of India (SEBI) vide Circular ref. No. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
15. Members holding shares in physical form and desirous of making a nomination in respect of their



shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.

16. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
17. Copies of Annual Report 2015 along with the Notice for the 10th AGM and instructions for e-voting, with Attendance Slip and Proxy Form are being sent by electronic mode only to those members whose email address are registered with the Company /Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of aforesaid documents are being sent by the permitted mode. Members are requested to bring copies of Annual Report to the Annual General Meeting.
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. **The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 21, 2015.**
20. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Sumit Verma, Scrutinizer, C/o Purva Sharegistry (India) Private Limited, Unit: GCM Commodity & Derivatives Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai-400 011, Tel. No: +91 22-2301 8261, Fax No : +91 22- 2301 2517, E-mail : purvashr@mtnl.net.in so as to reach him on or before Friday, September 25, 2015 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
21. In light of the recent judgment of the Bombay High Court, until clarity is available members who have not voted electronically or through ballot, will be permitted to deposit the filled in Ballot Forms, physically at the AGM to enable them to exercise their vote.
 - (i) Members can request for a Ballot Form at Purva Sharegistry (India) Private Limited, Unit: GCM Commodity & Derivatives Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai-400 011 or they may also address their request through e-mail to: purvashr@mtnl.net.in. Contact no +91 22 2301 8261.
 - (ii) In case of voting by physical ballot, non-individual members (i. e. other than individuals, HUF, NRI, etc.) are required to send a copy of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies)



who are authorized to vote, to the Scrutinizer along with the Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on Friday, September 25, 2015.

- (iii) The Scrutinizer will scrutinize the voting process (both e-voting and voting by physical ballot) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.
22. The shareholders can also access the Annual Report 2014-15 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., www.gcmcommo.com or on Stock Exchange websites, which are www.bseindia.com.
23. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
24. The Equity shares of the Company are listed on SME Segment of BSE and Listing Fees for the financial year 2015-2016 have been paid to BSE Ltd.
25. **The process for E-voting of Members is as follows:**
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide to the members facility of "remote e-voting" (e-voting from place other than venue of the AGM) to exercise their votes at the 10th 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: **Thursday, September 24, 2015 at 9.30 a. m.**
 - b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Saturday, September 26, 2015 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 **September 21, 2015**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**
 - d) Details of Website: www.evotingindia.com
 - e) Details of Scrutinizer: CA Sumit Kumar Verma, Practicing Chartered Accountant (Membership No. 302320), 86, Sharat Chatterjee Road, Kolkata-700 089. E-mail: sumitvermaca@yahoo.in
 - f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.
26. **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:
- i The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - ii Click on "Shareholders" tab
 - iii Now, select the GCM COMMODITY & DERIVATIVES LIMITED from the drop down menu and click on "SUBMIT"



- 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 first two letters of their name and the last 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 the instructions (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 GCM COMMODITY & DERIVATIVES 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 out the print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii If Demat account holder has forgotten the changed 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 Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporate.
 - 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 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.
- xix 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.**

27. Members are requested to quote Folio Number/DP ID & Client ID in their correspondence.

Place: Kolkata
Date: May 28, 2015

By order of the Board
For **GCM COMMODITY & DERIVATIVES LIMITED**

Registered Office:

3B, Lal Bazar Street, Sir R N M House
5th Floor, Kolkata 700001, West Bengal
CIN: L74999WB2005PLC102819

I. C. BAID
(DIN : 00235263)
Chairman



Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013

ITEM NO. 4

Pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company should have at least one-third of the total number of Directors as Independent Directors. The tenure of the Independent Directors will be for a period of five years and the provisions relating to retirement of Directors by rotation shall not be applicable to Independent Directors.

Pursuant to Clause 52 of the SME Listing Agreement, if the Chairman of the Company is a Non-Executive Director, at least one-third of the Board shall comprise of Independent Directors.

The Board recommends the appointment of Mr. Laxmi Narayan Sharma, as Independent Director, in accordance with the provisions of section 149 read with Schedule IV to the Act, to hold office for a term up to five consecutive years on the Board of Directors of the Company with effect from 18th April 2015.

The Company has received Notice in writing from Members along with the requisite deposit in accordance with section 160 of the Act, proposing the candidature of Mr. Laxmi Narayan Sharma, as Independent Director.

The Company has also received the declarations from the abovementioned Independent Director to the effect that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and Clause 52 of the SME Listing Agreement.

Accordingly, it is proposed to appoint Mr. Laxmi Narayan Sharma 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 as under:

1. Remuneration – Company will make payment of Sitting Fees and such amount will be decided mutually, within prescribed limits, subject to maximum of ₹ 5000/- per meeting, apart from expenses to be incurred for attending meetings.
2. Period of Appointment – 5 Years commencing from 18th April 2015
3. The Appointment 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.

In the opinion of the Board, Mr. Laxmi Narayan Sharma fulfills the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement and are independent of the management.

Mr. Laxmi Narayan Sharma is interested in the resolutions set out respectively at Item Nos. 4 of the Notice with regard to his respective appointment.

The relatives of Laxmi Narayan Sharma may be deemed to be interested in the resolutions set out respectively at Item No. 4 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.

ITEM NO. 5

Appointment of Mrs. Amrita Baid (DIN : 06822321) as Managing Director

The Board at its meeting held on 30th September 2014, appointed Mrs. Amrita Baid as Managing Director



of the Company for the period of 3 years with effect from 30th September 2014.

Mrs. Amrita Baid is graduate and is having degree of B.Ed. (Hons). She is contributing to the success of the Company by her vision and experience. Your Board feels that her expertise in the field of Project Management, Marketing, Implementing Policies and Cost Control will certainly contribute to the success of the Company in coming years.

In regard to remuneration and perquisites, to be determined and paid, will be decided by the Nomination & Remuneration Committee and will be within the limits prescribed in the Act.

Mrs. Amrita Baid is interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to her respective appointment.

The relatives of Mrs. Amrita Baid may deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice, to the extent of her shareholding interest, if any, in the Company.

Save and except the above, apart from Mr. Inder Chand Baid, Mr. Samir Baid, relatives of Mrs. Amrita Baid, 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. 5 of the Notice for approval of the members.

ITEM NO. 6

The existing Articles of Association (“Articles”) of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 (“Act”).

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the September 25, 2015, the last date of casting votes.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Details of Director seeking re-appointment in the 10th Annual General Meeting on 28th September, 2015 (in term of Clause 52 of SME Listing Agreement)

Name of Director	Mr. Laxmi Narayan Sharma	Mrs. Amrita Baid
Directors' Identification No. (DIN)	00356855	06822321
Date of Birth	11 th August 1953	18 th March 1978
Date of Appointment on Board	18 th April 2015	30 th September 2014
Qualification	B. Com, Graduate	B. Ed. (Hons.)



Experience	He is having experience of more than 38 years in the field of Accounts, Company Law as well as the business of Real Estate.	Rich experience in Company management & marketing.
Terms & Conditions of Appointment / Re-appointment	5 Years commencing from 18 th April 2014	3 Years commencing from 30 th September 2014
Remuneration details	Maximum of ₹ 5000/- per meeting	Not more than ₹ 25,000/- per month plus reimbursement of out of pocket expenses.
Shareholding in Company	Nil	Nil in own name & 6.70 Lac Shares or 9.02% of Paid-up Capital in the name of her Relatives
Relationship with the Company	Not Any	Part of Promoter Group
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<ol style="list-style-type: none"> 1. GCM Securities Limited 2. GCM Capital Advisors Ltd. 3. NCL Research & Financial Services Limited 4. Global Capital Market & Infrastructures Ltd. 5. KIC Metaliks Limited 	Not Any
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Committee Chairmanship – 4 Committee Membership – 2	Committee Chairmanship – Nil Committee Membership – 1

Place: Kolkata
Date: May 28, 2015

By order of the Board
For **GCM COMMODITY & DERIVATIVES LIMITED**

Registered Office :
3B, Lal Bazar Street, Sir R N M House
5th Floor, Kolkata 700001, West Bengal

I. C. BAID
(DIN : 00235263)
Chairman



Directors' Report

To The Members,

Your Directors have pleasure in presenting the 10th Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2015.

(₹ in Lac)

Financial Results	Year Ended 31.03.2015	Year Ended 31.03.2014
Sales / Income from Operations	50.63	2633.75
Profit before Tax & extraordinary item	10.88	8.94
Less : Provision for Taxation (includes prior period tax payments and deferred Tax)	1.52	6.27
Less : Extra-Ordinary Items	3.06	0.00
Profit after Tax & Extra-Ordinary Items	6.30	2.67
Add : Profit brought forward from Previous Year	17.20	14.53
Balance carried forward	23.50	17.20

OVERVIEW OF INDIAN ECONOMY

The Economy of India is the seventh-largest in the world by nominal GDP and the third largest by purchasing power parity (PPP). The country is one of the G-20 major economies, a member of BRICS and a developing economy among the top 20 global traders according to the WTO.

According to the Indian Finance Ministry the annual growth rate of the Indian economy is projected to have increased to 7.4% in 2014-15 as compared with 6.9% in the fiscal year 2013-14. In an annual report, the IMF forecast that the Indian Economy would grow by 7.5% percent in the 2015-16 fiscal year starting on April 1, 2015, up from 7.2% (2014-15).

India was the 19th-largest merchandise and the 6th largest services exporter in the world in 2013; it imported a total of \$616.7 billion worth of merchandise and services in 2013, as the 12th-largest merchandise and 7th largest services importer. The agricultural sector is the largest employer in India's economy but contributes a declining share of its GDP (13.7% in 2012-13). Its manufacturing industry has held a constant share of its economic contribution, while the fastest-growing part of the economy has been its services sector — which includes, among others, the construction, telecommunications, software and information technologies, infrastructure, tourism, education, health care, travel, trade, and banking industries.

OVERALL PERFORMANCE & OUTLOOK

Virtually there were no business activities in Commodities business segment, both in term of trading and brokerage. The Company was having a membership of Commodity Exchange namely National Spot Exchange and all activities in said Exchange has been banned by Court of Law due to so called scam. Looking to the scenario, the Company has opted to be out of commodity trading / broking business and thus activities were Nil during the financial year.

In addition to the Commodity trading business, the Company has also opted to be out of Securities trading / investments during the year under review and thus source of income during the year was interest income.

The Company is looking for some other business, but will be finalized only after taking consent of



Members of the Company as stated in the Notice convening AGM.

Gross Revenue / Income from Operations stood at ₹ 50.63 Lac in comparison to last years' figure of ₹ 2633.75 Lac. In term of Net Profit, the same was of ₹ 6.30 Lac (after considering Tax and Extra-Ordinary Items) in comparison to last years' net Profit of ₹ 2.67 Lac.

The Outlook for current financial looks extremely challenging looking to its entry in new business and to challenge to establish itself in such new business environment.

DIVIDEND AND RESERVES

Due to inadequate profit during the year and in order to conserve resources for future, your Directors do not recommends any Dividend for the year under review.

During the year under review, Nil amount was transferred to General Reserve.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was ₹ 7.427 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2015, Apart from Mr. Manish Baid, who is holding 1.40 Lac Shares or 1.885% of Paid-up Capital, Mr. I. C. Baid, who is holding 1.95 Lac Shares or 2.626% of Paid-up Capital, Mr. Samir Baid, who is holding 1.95 Lac Shares or 2.626% of Paid-up Capital, none of others Directors and/or Key Managerial Person of the Company holds shares or convertible instruments of the Company.

FINANCE AND ACCOUNTS

Your Company prepares its financial statements in compliance with the requirements the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits/(loss) and cash flows for the year ended 31st March 2015.

The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

SUBSIDIARY COMPANY

The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 52 of the SME Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 thus disclosure in form AOC-2 is not required. There were no materially significant transactions



with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

MANAGEMENT DISCUSSION & ANALYSIS

As required by Clause 52 of the SME Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

MANAGEMENT

There was no change in Management of the Company during the year under review.

DIRECTORS

During the year, Mrs. Amrita Baid was appointed as Managing Director of the Company w.e.f. 30th September 2014 and Mr. Laxmi Narayan Sharma was appointed as Non-Executive, Independent Directors of the Company for the terms of 5 Years, up to 17th April 2020.

Further, Mr. Manish Baid and Mr. Alok Kr. Das have resigned from the directorship of the Company w.e.f. September 30, 2014 and 18th April 2015 respectively due to their personal commitments.

In accordance with the requirements of the Companies Act, 2013 and as per the provisions of Articles of Association of the Company, Mr. Samir Baid is liable to retire by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

INDEPENDENT DIRECTORS

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Revised Clause 52 of the Listing Agreement (applicable from October 1, 2014), any person who has already served as independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of the present term, for one more term of up to 5 (five) years only.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mr. Manish Baid	Non Executive Director	-	30 th Sept 2014
2.	Ms. Amrita Baid	Managing Director	30 th Sept 2014	-
3.	Mr. Nitish Vyas	Company Secretary	-	1 st Sept 2014
4.	Mr. Manish Kedia	Company Secretary	1 st Sept 2014	-
5.	Mr. Ajay Kr. Sharma	CFO	12 th Aug 2014	-

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

There are no other significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.



MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of Financial Year and date of the report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

1. In the preparation of the annual accounts, for the year ended 31st March 2015, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. The Directors had prepared the annual accounts on a going concern basis.
5. Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
6. Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

STATUTORY INFORMATION

The Company is having membership of Commodity Exchange namely National Spot Exchange. Further, the Company is doing investment in commodities via said Exchange as well as doing the business of Investment in Shares & Securities. The brokerage business on said Exchange is not in operative now due to the freezing of Exchange activities as briefed here in below.

It is imperative to disclose the fact that the National Spot Exchange, the Exchange, of which the Company was having membership, has been suspended by FMC, the Regulatory Body for Commodity Exchange, due to alleged violation of Norms & Regulations and after the discovery of scam on said Exchange. Both EOW and FMC are looking to the matter.

Further, members are hereby informed that the Company was having exposure of ₹ 1605.49 Lac at the time when the operations of National Spot Exchange have been suspended by FMC. The case has been filed by both FMC & Investors against National Spot Exchange to investigate the matter and to get back dues from said Exchange.

INFORMATION TECHNOLOGY

Your Company believes that in addition to progressive thought, it is imperative to invest in information and technology to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has tie-ups with an IT solution Company to harness and tap the latest and the best of technology in the world and deploy/absorb technology wherever feasible, relevant and appropriate.

BUSINESS RISK MANAGEMENT

Pursuant to the requirement of Clause 52 of the SME Listing Agreement, the Company has constituted a Business Risk Management Committee. The details of Committee and its terms of reference are set out



in the Corporate Governance Report forming part of the Board's Report.

The Company has a robust Business Risk Management (BRM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments viz. Finance and Capital Market activities.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As required under Rule 7 of The Companies (Meetings of Board and its Powers) Rules 2014, the Company has a vigil mechanism named Fraud Risk Management Policy (FRM) to deal with instance of fraud and mismanagement, if any. The detail of the FRM Policy is explained in the Corporate Governance Report.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS

Statutory Auditors

The Auditors M/s Bharat D. Sarawgee & Co., Chartered Accountants, Kolkata who are Statutory Auditors of the Company and holds the office until the conclusion of ensuing Annual General Meeting and are recommended for re-appointment to audit the accounts of the Company from the conclusion of the 10th Annual General Meeting up to the conclusion of the 14th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM). As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation from M/s. Bharat D. Sarawgee & Co. that their appointment, if made, would be in conformity with the limits specified in the said Section.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Khusboo Goenka, Company Secretaries in Practice (C.P. No. 8172) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed elsewhere in this Annual Report.

**Internal Auditors**

The Company has appointed M/s. Jaiswal Akash & Co., Chartered Accountants, Kokata (FRN 328324E), as Internal Auditors of the Company for the current financial year.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed elsewhere in this Annual Report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

PARTICULARS UNDER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013

Since the Company is into the Business of Commodity Broking as well as an Investee /trader into Shares and Securities; the information regarding conservation of energy, Technology Absorption, Adoption and innovation, under section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

REPORT ON CORPORATE GOVERNANCE

The Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 2013 and the Listing Agreement with the BSE Limited. Pursuant to Clause 52 of SME of the Listing Agreement, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Place: Kolkata

Date: May 28, 2015

By order of the Board

For **GCM COMMODITY & DERIVATIVES LIMITED**

Registered Office :

3B, Lal Bazar Street, Sir R N M House
5th Floor, Kolkata 700001, West Bengal

I. C. BAID
(DIN : 00235263)
Chairman



Management Discussions & Analysis

MACRO ECONOMIC ENVIRONMENT

India is set to become the world's fastest-growing major economy by 2016 ahead of China, the International Monetary Fund (IMF) said in its recent latest forecast. India is expected to grow at 6.3 per cent in 2015, and 6.5 per cent in 2016 by when it is likely to cross China's projected growth rate, the IMF said in the latest update of its World Economic Outlook.

India's macro-economic prospects have strengthened and the country is best positioned among emerging market economies, gaining global investor's attention, says a report by ICICI Bank. The improvement in India's economic fundamentals has accelerated in FY2015 with the combined impact of a strong Government mandate, RBI's inflation focus supported by benign global commodity prices.

The government, engineering an economic rebound with a slew of reforms, has unveiled a new statistical method to calculate the national income with a broader framework that turned up a pleasant surprise: GDP in the past year 2013-14 grew 6.9 per cent instead of the earlier 4.7 per cent.

The revision in base year of India's national accounts will increase the size of the economy to Rs 111.7 trillion (US\$ 1.8 trillion) in FY14, according to India Ratings. The size of the Indian economy was at about Rs 93.89 trillion (US\$ 1.51 trillion) in 2012-13.

Also, Capital Economics (CE), an independent macro-economic research company, released its India Watch research report recently, cataloguing its interpretation and expectations on the upcoming Budget 2015. It sees Indian economy expanding by 5.5 per cent in 2015, owing to the fall in crude oil prices and interest rates.

Stating that its great time to invest in India, Minister of State for Finance Mr Jayant Sinha said the Indian economy has potential to become a US\$ 4-5 trillion economy in the next 10-12 years.

REVIEW OF OPERATIONS

During the year, gross Revenue / Income from Operations stood at ₹ 50.63 Lac in comparison to last years' figure of ₹ 2633.75 Lac. In term of Net Profit, the same was of ₹ 6.30 Lac (after considering Tax and Extra-Ordinary Items) in comparison to last years' net Profit of ₹ 2.67 Lac.

BUSINESS SEGMENT

The Company is having membership of Commodity Exchange namely National Spot Exchange. However, the Company has not operated in Commodity business segment, both in terms of trading and broking, during the year. During the year, the Company has utilized its surplus by way of creating Fixed Deposit Receipts with Banks.

OPPORTUNITIES

Multiple factors reinforce the integration of financial markets. Integration not only allows the government machinery to transmit key price signals, but also promotes domestic savings and investments. In turn, these create opportunities for the financial sector of a nation to emerge as a financial centre at the regional or the international level. Integrated financial markets enhance equal access to financial services (for the public as well as for companies, and institutions) by innovative and cost-effective intermediation, informational efficiency, and market discipline. Global financial integration is beneficial for international risk-sharing, consumption smoothing, and enhancement of the depth and breadth of domestic financial markets. This competitive environment discourages the exorbitant profits that are associated with monopolistic / cartelised markets by decreasing costs and increasing market efficiencies. International



studies confirm that a higher degree of financial market integration leads to higher efficiency of financial markets and thereby leads to higher availability of better risk-return combinations to investors. A number of prior studies were conducted to evaluate and understand the level of integration of international financial markets in various economies of the world.

THREATS & CONCERNS

However, on the flip side, integrated financial markets pose grave risks, which could lead to catastrophic developments if they are not analysed prudently. Highly integrated domestic and international financial markets run the risk of contagion due to informational asymmetry from one market to the other markets, with the possibility of systemic instability. Such volatility risks and surprising reversals in capital flows in the context of highly open capital accounts are likely to occur at significant costs. Macroeconomic stability could also be jeopardised due to the pro-cyclical nature of short-term capital flows, with high chances of abrupt reversals. Capital flow volatility leads to exchange rate instability (similar to the recent episode of INR depreciation in July 2013), fluctuations in official reserves, or in extreme situations, currency crises (such as the East Asian crisis). High capital inflows can result in inflationary pressures, rapid monetary expansion, widening of the current account deficit, and real exchange rate appreciation. Hence, a phased progressive integration of financial markets is required for the economic stability of a country

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2014-2015, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct. Corporate Social Responsibility is an integral part of the Company's philosophy and participates in activities in the area of education and health.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's



Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. New products and process launched during the year were subjected to scrutiny from the Compliance Standpoint and proposals of financial services were screened from risk control prospective.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market since its listing on BSE.

Place: Kolkata
Date: May 28, 2015

By order of the Board
For **GCM COMMODITY & DERIVATIVES LIMITED**

Registered Office :
3B, Lal Bazar Street, Sir R N M House
5th Floor, Kolkata 700001, West Bengal

I. C. BAID
(DIN : 00235263)
Chairman



SECRETARIAL AUDIT REPORT FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
GCM Commodity & Derivatives Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GCM Commodity & Derivatives Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of GCM Commodity & Derivatives Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer



Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- a) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- b) Redemption / buy-back of securities.
- c) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- d) Merger / amalgamation / reconstruction etc.
- e) Foreign technical collaborations.

Place : Kolkata

Date : May 28, 2015

Khushboo Goenka
Company Secretaries
C. P. No. 8172



EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2015
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. Registration & Other Details	
CIN	L74999WB2005PLC102819
Registration Date	26/04/2005
Name of the Company	GCM Commodity & Derivatives Limited
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company
Address of the Registered Office and contact details	3B, Lal Bazar Street, Sir R N M House 5th Floor, Room No. 2, Kolkata 700001, West Bengal Tel. No. 033-22481053 / 22489908
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011 Tel : +91 22 2301 8261 / 0771

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
Interest on Fixed Deposit with Banks	64990	99.90%

III. Details of Subsidiary / Associate / Holding Companies				
Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(I) Indian									
a) Individual / HUF	670000	-	670000	9.02	670000	-	670000	9.02	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	3247000	-	3247000	43.72	3247000	-	3247000	43.72	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-



f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	3917000	-	3917000	52.74	3917000	-	3917000	52.74	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(2)									
Total Shareholding of Promoters (A1) + (A2)	3917000	-	3917000	52.74	3917000	-	3917000	52.74	-
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total B(1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
i. Indians	1213014	-	1213014	16.33	1620000	-	1620000	21.81	5.48
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to ₹ 1 lakh	1444986	-	1444986	19.46	1260000	-	1260000	16.96	2.50
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	558000	-	558000	7.51	432000	-	432000	5.82	1.69
c) Others (Specify)									
i. HUF	282000	-	282000	3.80	198000	-	198000	2.67	1.13
ii. Clearing Members	6000	-	6000	0.08	-	-	-	-	0.08
iii. Market Maker	6000	-	6000	0.08	-	-	-	-	0.08
iv. NRI/OCB	-	-	-	-	-	-	-	-	-
v. Trust	-	-	-	-	-	-	-	-	-
Sub Total B(2)	3510000	-	3510000	47.26	3510000	-	3510000	47.26	-
Total Public Shareholding B = B(1) + B(2)	7427000	-	7427000	100.00	7427000	-	7427000	100.00	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	7427000	-	7427000	100.00	7427000	-	7427000	100.00	-


ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Manish Baid	140000	1.885	Nil	140000	1.885	Nil	-
Samir Baid	140000	1.885	Nil	140000	1.885	Nil	-
Saroj Baid	195000	2.626	Nil	195000	2.626	Nil	-
I. C. Baid	195000	2.626	Nil	195000	2.626	Nil	-
GCM Securities Limited	2625500	35.351	Nil	2625500	35.351	Nil	-
Cadillac Vanijya Private Limited	21500	0.289	Nil	21500	0.289	Nil	-
Global Capital Market & Infrastructures Limited	600000	8.079	Nil	600000	8.079	Nil	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	3917000	52.74	3917000	52.74	No Change in Promoters Shareholding during the year	
At the end of the Year	3917000	52.74	3917000	52.74		

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Petunia Traders Private Limited	408,000	5.49%	312000	4.20%
Templerun Marcom Private Limited	114,000	1.53%	-	-
Reachsmart Dealtrade Private Limited	102,000	1.37%	-	-
Symmetrical Properties Private Limited	102,000	1.37%	-	-
Sidhivinayak Broking Limited	156,000	2.10%	156,000	2.10%
Ketan M Kamdar	66,000	0.88%	66,000	0.88%
Tarashakti Trading Private Limited	48,000	0.64%	96,000	1.29%
Lifewood Tieup Private Limited	36,000	0.48%	36,000	0.48%
Victor Commodeal Private Limited	36,000	0.48%	36,000	0.48%
Dimple Kamlesh Kanungo	30,000	0.40%	30,000	0.40%



Kotak Securities Limited	-	-	210,000	2.83%
Dignata Technology Private Limited	-	-	114,000	1.53%
Goldensight Commotrade Private Limited	-	-	132,000	1.78%
Angeliqua Agencies Private Limited	-	-	72,000	0.96%
Bhuvi Infrabuild Private Limited	-	-	60,000	0.80%
Goodshine Dealtrade Private Limited	-	-	48,000	0.64%

v) Shareholding of Directors and Key Managerial Personnel

For Each of Directors & KMP	Shareholding at the beginning of the year		Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
I. C. Baid, Chairman				
At the beginning of the year	195000	2.626	195000	2.626
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Not Applicable as there is no change in Share holding of any of Directors and KMP			
Manish Baid, Managing Director (Resigned)				
At the beginning of the year	140000	1.885	140000	1.885
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Not Applicable as there is no change in Share holding of any of Directors and KMP			
Samir Baid, Director				
At the beginning of the year ...	140000	1.885	140000	1.885
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Not Applicable as there is no change in Shareholding of any of Directors and KMP			

V. INDEBTEDNESS

In Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness ₹ Crore
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil



Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Particulars of Remuneration	Amrita Baid Managing Director	Samir Baid Ex- Managing Director	Ajay Kr. Sharma CFO	Manish Kedia Company Secretary	Suman Makhija Ex-CS	Nitin Vyas Ex-CS
1.	Gross Salary	₹ 1,50,000/-	₹ 1,50,000/-	₹ 1,80,000/-	₹ 2,20,000/-	₹ 81,000/-	₹ 86,533/-
2.	Value of Perquisites	Nil	Nil	Nil	Nil	Nil	Nil
3.	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
4.	Sweat Equity	Nil	Nil	Nil	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil	Nil	Nil	Nil
6.	Others (Please specify)	Nil	Nil	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment			No Instance		
Compounding					
B. Directors					
Penalty					
Punishment			No Instance		
Compounding					
C. Other Officers in Default					
Penalty					
Punishment			No Instance		
Compounding					



Annexure to the Directors' Report

CORPORATE GOVERNANCE

In accordance with Clause 52 of the Listing Agreement with BSE Limited (BSE), the report containing the details of Corporate Governance systems and processes at the Company for the year ended 31st March 2015, is annexed herein below -

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders.

The goal is achieved through –

- ✓ Infusion of best expertise in the Board;
- ✓ Consistent monitoring and improvement of the human and physical resources;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties.
- ✓ Board/Committee meetings at regular intervals to keep the Board informed of the recent happenings.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at GCM Commodity & Derivatives Ltd. is as under :-

1. **Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board:** The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

BOARD OF DIRECTORS

Size & Composition of Directors

The Board has six members with an Executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

The composition and category of the Board of Directors held during the year under review as on March 31, 2015, the number of other Directorships/Committee memberships held by them and also the attendance of the Directors at the Board meetings and AGM of the Company are as under:



Name	Designation	DIN	Date of Joining	Committee Membership in other Listed Cos.	Committee Chairmanship in other Listed Cos.	No. of Directorship in other Listed Companies
I. C. Baid	Chairman	00235263	26 th April 2005	5	Nil	2
Amrita Baid	Managing Director	06822321	26 th April 2005	1	Nil	1
Samir Baid	Executive Director	00243521	26 th April 2005	1	1	1
Ranjit Kumar Modi	Independent Director	00636877	18 th June 2013	2	2	1
Amitabh Shukla	Independent Director	00978503	18 th June 2013	5	3	2
Laxmi Narayan Sharma	Independent Director	00356855	18 th April 2015	2	4	5

Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Clause 52 of Listing Agreement entered into with Stock Exchange. Further, none of the Independent Director is serving more than seven listed companies. The Company has issued a letter of appointment to all the Independent Directors of the Company. -

Board Meetings

Board Meetings are conducted in accordance with the Rules made under Companies Act, 2013 and as per requirements of Listing Agreement. The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The Board Meetings are pre scheduled and a tentative annual calendar of the Board is circulated to the Directors in advance to facilitate the Directors to plan their schedules.

The Notice of each Board Meeting is given in writing / by email to each Director. The Agenda along with relevant notes and other material information are sent in advance separately to each Director and in exceptional cases, tabled at the meeting. This ensures timely and informed decisions by the Board. The Minutes of Board Meetings are also circulated in advance to all Directors and confirmed at subsequent Meetings. The Board reviews the performance of the Company.

Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, Clause 52 of Listing Agreement and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also had one to one discussion with the newly



appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

Details of Board Meetings

The Board of Directors met 6 times on 29th May, 12th August, 16th September, 30th September and 14th November in year 2014 and on 16th February in the year 2015 during the financial year 2014-2015.

Attendance of Board of Directors at the Board Meeting and at the last Annual General Meeting :

Name	Designation	Attendance at the AGM	Meetings Attended
Inder Chand Baid*	Chairman	Yes	6
Amrita Baid#	Managing Director	N.A.	2
Manish Baid\$	Managing Director	Yes	3
Samir Baid	Non-Executive Director	Yes	6
Amitabh Shukla	Independent Director	Yes	6
Ranjit Modi	Independent Director	Yes	6
Laxmi Narayan Sharma	Independent Director	N.A.	N.A.

*Chairman of the Board; #Appointed w.e.f. 30th September 2014; \$Resigned w.e.f. 30th September 2014

AUDIT COMMITTEE

The Audit Committee consists of two Independent Directors & the Chairman of the Company. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise.

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 52 of the SME Listing Agreement.

Powers of Audit Committee

The Audit Committee is having following powers –

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Authority and Responsibilities

Following are the Role of Audit Committee –

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.



4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;



18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of Information Audit Committee

In addition to the above, Audit Committee reviews the following information :

- i Management discussion and analysis of financial condition and results of operations;
- ii Statement of significant related party transactions submitted by management;
- iii Management letters / letters of internal control weaknesses issued by the statutory auditors and qualification in draft audit report;
- iv Internal audit reports relating to internal control weaknesses;
- v The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Meetings of Audit Committee

The members of Audit Committee met five time on 29th May, 12th August, 30th September and on 14th November in year 2014 during financial and on 16th February in the year 2015 during financial year 2014-2015.

Name	Number of Meetings Held	Meetings Attended
Mr. Ranjit Kumar Modi*	5	5
Mr. Inderchand Baid	5	5
Mr. Alok Kumar Das	5	5

*Chairman of Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of two Independent Directors & the Managing Director. All members of the Nomination & Remuneration are financially literate and they have accounting or related financial management expertise.

The Nomination and Remuneration Committee was constituted in the meeting of Board of Directors of the Company held on 29th May 2014.

Role of Nomination and Remuneration Committee

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal.



Details of Remuneration paid to Directors

The Company has paid sum of ₹ 1,50,000/- to Mr. Samir Baid, Ex-Managing Director and ₹ 1,50,000/- to Mrs. Amrita Baid, Managing Director of the Company at present. Except these two, the Company has not paid any sum to any of other Directors.

No Stock option has been allotted to any of the Directors during the financial year 2014-2015.

None of the Independent Directors holds any shares in their name or in the name of their relatives.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non Executive Directors

- The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
 - a. Qualification, expertise and experience of the Directors in their respective fields;
 - b. Personal, Professional or business standing;
 - c. Diversity of the Board.
- In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.



Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retirement benefits. The variable component comprises performance bonus.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 52 of the SME Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders' Relationship Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Meetings of Nomination & Remuneration Committee

The members of Nomination & Remuneration Committee met five time on 29th May, 12th August, 30th September and on 14th November in year 2014 during financial and on 16th February in the year 2015 during financial year 2014- 2015..

Name	Number of Meetings Held	Meetings Attended
Mr. Amitabh Shukla*	5	5
Mr. Ranjit Kumar Modi	5	5
Mr. Alok Kumar Das	5	5

*Chairman of Committee

STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The Stakeholders' Relationship Committee was constituted in the meeting of Board of Directors of the Company held on 29th May 2014 and was re-constituted in the meeting of Board of Directors held on 30th September 2014.

The terms of reference of the Committee are:



- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

The Share Department of the Company and the Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Stakeholders' Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Mr. Manish Kedia, Company Secretary as a Compliance Officer within the meaning of Listing Agreement.

Composition of Committee and Meetings attended

During the year, five meetings of the Stakeholders' Relationship Committee were held on 29th May, 16th September, 30th September and on 14th November in year 2014 during financial and on 16th February in the year 2015 during financial year 2014- 2015.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Alok Kumar Das*	Chairman	Independent, Non-Executive	5
Mr. Amitabh Shukla	Member	Independent, Non-Executive	5
Mr. Manish Baid#	Member	Chairman & Managing Director	2
Mrs. Amrita Baid\$	Member	Chairman & Managing Director	2

#Appointed w.e.f. 30th September 2014; \$Resigned w.e.f. 30th September 2014



Details of Shareholders' Complaints

During the year the Company did not receive any complaint from any of the share holder and there was no pending complaint at the close of the financial year.

The Company has designated email id under Clause 47(f) of Listing Agreement and the same is www.gcmcommo.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 31, 2015, inter alia, to discuss:

- Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the Performance of Chairman of the Company; taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
9 th Annual General Meeting	September 19, 2014, 9.30 AM	3B, Lal Bazar Street, Sir R N M House 5th Floor, Kolkata 700001, West Bengal
8 th Annual General Meeting	18 th July 2013, 10.00 AM	3B, Lal Bazar Street, Sir R N M House 5th Floor, Kolkata 700001, West Bengal
7 th Annual General Meeting	29 th September 2012, 4.30 PM	3B, Lal Bazar Street, Sir R N M House 5th Floor, Kolkata 700001, West Bengal

LOCATION AND TIME OF EXTRA-ORDINARY GENERAL MEETINGS:

Details of Extra-Ordinary General Meetings held during the last three financial years are as under :-

During Financial Year 2013-2014, an Extra Ordinary General Meeting (EOGM) was held on 1st day of April 2013 at 11.00 AM at Registered Office of the Company for conversion of status of Company from Private Limited to Public Limited Company and the name of the Company be accordingly altered changed from GCM COMMODITY & DERIVATIVES PRIVATE LIMITED to GCM COMMODITY & DERIVATIVES LIMITED.

Extra Ordinary General Meeting (EOGM) was held during the financial year, on May 22, 2013 at 11.00 AM at Registered Office of the Company for increase in borrowing powers and Appointment of Mr. Samir Baid as Managing Director of the Company. The Authorised Capital of the Company has also been increased from 4.00 Crore to 8.00 Crore.

Extra Ordinary General Meeting (EOGM) was held during the financial year, on June 18, 2013 at 5.00 PM at Registered Office of the Company for appointment of Mr. Alok Kumar Das, Mr. Amitabh Shukla and Mr. Ranjit Kumar Modi as an independent director of the Company. The proposal relating to Further issue upto 40,00 000 Equity shares of face value of ₹ 10/- each through IPO was passed at a premium of ₹ 10/- each.



There were no EOGM held during remaining two years out of last three financial years.

POSTAL BALLOT

No Resolution has been passed by way of Postal Ballot during last three years.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETINGS:

No Special Resolutions have been passed during in any of the Annual General Meetings during last three financial years.

BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements of Clause 52 of the SME Listing Agreement.

STRICTURES AND PENALTIES

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

RISK MANAGEMENT

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of the following :-

- ❖ Governance of Risk
- ❖ Identification of Risk
- ❖ Assessment of Control of Risk

The risks have been prioritized through a company wide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Risk Officer makes a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk management policy periodically.

SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with the Stock Exchange as well as the regulations and guidelines of SEBI. Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.



PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

DISCLOSURES

- (a) There were no transactions with related party i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large. The details of the related Party transactions are disclosed under the notes on accounts, as required under the Accounting Standard 18 issued by the Institute of Chartered Accountants of India.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 1992) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof.
- (d) **Reconciliation of Share Capital** : A qualified Practicing Company Secretary carried out Reconciliation of Share Capital on quarterly basis to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The "Reconciliation of Share Capital Audit Report" confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other Companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being



one of the good governance companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges. The aforesaid financial results are sent to BSE Limited (BSE) where the Company's securities are listed, immediately after these are approved by the Board. The results are thereafter published in leading English and Bengali daily newspapers. The audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting.
- The Company also informs by way of intimation to BSE, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.
- The Annual Report of the Company, the quarterly / half yearly and the annual results and the press releases of the Company are also placed on the Company's website: www.gcmcommo.com and can be downloaded.
- In compliance with Clause 55 of the Listing Agreement, the quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange viz. BSE are filed electronically on BSE's on-line portal followed by physical submission to BSE. The Company has complied with filing submissions through BSE's BSE Online Portal.
- A separate dedicated section under 'Corporate Governance' on the Company's website gives information on unclaimed dividends, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

The Company has adopted/complied with the following non-mandatory requirements as prescribed in Annexure I D to Clause 52 of the SME Listing Agreement with the Stock Exchange :-

- a) None of the Independent Directors on the Board of the Company has served for the tenure of exceeding nine years. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- b) There was no case of Non-Compliance during financial year 2014-2015 in term of provisions of Listing Agreement entered into with BSE by the Company. Further, no penalties have been levied or actions have been taken by BSE or SEBI during last three years.
- c) The Company has complied with all mandatory provisions of listing agreement.
- d) The financial statements of the Company are unqualified.



SHAREHOLDERS' INFORMATION

a. Annual General Meeting

The information regarding 10th Annual General Meeting for the financial year ended on 31st March 2015 is as follows :-

Day & Date	:	Monday, September 28, 2015
Time	:	11.00 A.M.
Venue	:	3B, Lal Bazar Street, Sir R N M House, 5th Floor, Kolkata 700001, West Bengal

b. Financial Year : 1st April to 31st March.

c. Future Calendar for financial year ending 31st March 2016 :

Particulars	Tentative Date
Financial Reporting of 1 st Half Year ended on 30 th September 2015	Mid of November, 2015
Financial Reporting of 2 nd Half Year / Year ended on 31 st March 2016	During May 2016
Date of Annual General Meeting	During September 2016

d. Date of Book Closure : September 22, 2015 to September 28, 2015 (Both days inclusive)

e. Dividend Payment Date : No Dividend has been recommended for the year under review.

f. Dividend History : The Company has not paid any Dividend since its Inception

g. Unclaimed Share Certificates

As required to be disclosed under Clause 5A of Listing Agreement, Nil Shares are lying at the beginning or at the Close of Financial Year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

h. Listing of Shares : BSE Limited (SME Segment)

i. Listing Fees & Custody Fees : Company has paid Annual listing Fees to BSE for year 2015-16

j. Stock Code & ISIN : Scrip Code 535917 on BSE, ISIN : INE200P01016 on both NSDL & CDSL

k. Market Price Data :

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April 2014	11.95	9.30	48,000	22939.31	22197.51
May 2014	10.00	9.00	90,000	25375.63	22277.04
June 2014	10.90	9.25	30,000	25725.12	24270.20
July 2014	15.76	11.00	186,000	26300.17	24892.00
August 2014	19.45	14.00	246,000	26674.38	25232.82
September 2014	15.00	14.30	18,000	27354.99	26220.49
October 2014	15.00	13.50	222,000	27894.32	25910.77
November 2014	20.00	14.00	90,000	28822.37	27739.56
December 2014	18.90	11.00	162,000	28809.64	26469.42
January 2015	15.60	12.50	24,000	29844.16	26776.12
February 2015	11.40	11.40	12,000	29560.32	28044.49
March 2015	12.70	10.90	78,000	30024.74	27248.45



l. Registrar & Share Transfer Agent

M/s. Purva Sharegistry (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of physical. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. Purva Sharegistry (India) Pvt. Ltd.

9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011
Tel : 022-23016761, Website : www.purvashare.com, Email : purvashr@mtnl.net.in

m. Share Transfer Systems

The Share transfer is processed by the Registrar & Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. and approved by Stakeholders' Relationship Committee, if the documents are complete in all respects, within 15 days from the date of lodgment.

n. Distribution of Shareholding as on 31st March 2015

Shareholding of Nominal Value of	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
5001-10000	-	-	-	-
10001 - 20000	-	-	-	-
20001 - 30000	-	-	-	-
30001 - 40000	-	-	-	-
40001 - 50000	-	-	-	-
50001 – 100000	247	81.25	1482000	19.95
100001 and above	57	18.75	5945000	80.05
Total	304	100.00	7427000	100.00

o. Shareholding Pattern as on 31st March 2015

Categories	No. of Shares	% of Shareholding
Promoters, Directors, Relatives & Person acting in concert	3917000	52.74
Indian Bank	0	0.00
Hindu Undivided Family (HUF)	198000	2.67
Private Corporate Bodies	1620000	21.81
Indian Public	1692000	22.78
Total	7427000	100.00

p. Dematerialization of Equity Shares & Liquidity

The Company's Equity Shares are in compulsory Rolling (Demat) Segment as the Company has established connectivity with both NSDL & CDSL by signing the necessary agreements.

Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL and/or CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and



verification of the same is done by the Registrar. The Registrar then requests NSDL and/or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 15 days from the date of issue of Shares.

As on 31st March 2015, 100.00% Equity Shares of the Company held by Public are in dematerialized form.

q. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

r. For the Attention of Shareholders holding shares in electronic form

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

s. Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

t. Green initiatives in Corporate Governance to receive documents through email by registering your email address :

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by providing an opportunity to the shareholders to register their email address with Company and changes therein from time to time.

The Company is sending notices/documents such as Annual Reports and notices by email to the shareholders who have registered their email address with DP/RTA. To support this laudable move of the Government, the members who have not registered their email address, so far, are requested to do so at the earliest, in respect of demat holding, through the respective Depository Participant (DP) and in respect of physical holding, through the Registrar and Share Transfer Agent (RTA) M/s. Purva Sharegistry (India) Pvt. Ltd.

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. to their dedicated e-mail id i.e., purvashr@mtnl.net.in.

While every notice/document will be sent through email address registered with the Company/RTA/DP, in case you desire to receive any notice/document in physical form, please intimate by email and the same shall be sent to your address registered with the Company/DP.



We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

u. Details on use of Public Funds Obtained in the last three years :

Particulars of Utilization	Amount (₹ in Lac)
Investment in Shares, Securities & Mutual Funds	48.55
Lying with Scheduled Banks in form of FDR	552.25
Utilized in ordinary course of business	101.20
Total	702.00

v. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :

Not Any.

w. Investors' Correspondence

Shareholders can contact the following Officials for secretarial matters of the Company :-

Mr. Manish Kedia - info@gcmcommo.com

x. Code of Conduct

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

y. Address for Correspondence

GCM COMMODITY & DERIVATIVES LIMITED

805, Raheja Centre, Free Press Journal Marg,

Nariman Point, Mumbai – 400 021;

Tel: +91 22 3023 5727, Fax: +91 22 3020 1364

Email : info@gcmcommo.com

URL : www.gcmcommo.com

CIN: L74999WB2005PLC102819



Chairman & Managing Director's Declaration on Code of Conduct

As required by Clause 52 of the SME Listing Agreement, the Managing Director and CEO's Declaration for Code of Conduct is given below:

To the Members of

GCM COMMODITY & DERIVATIVES LIMITED

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) we have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

By order of the Board
For **GCM Commodity & Derivatives Limited**

Kolkata,
May 28, 2015

S/d-
I. C. BAID
(DIN : 00235263)
Chairman

ANNUAL CERTIFICATE UNDER (II)(E) OF CLAUSE 52 OF SME LISTING AGREEMENT WITH BSE

I, I. C. Baid, Chairman of M/s. GCM Commodity & Derivatives Limited declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended 31st March 2015.

By order of the Board
For **GCM Commodity & Derivatives Limited**

Kolkata,
May 28, 2015

S/d-
I. C. BAID
(DIN : 00235263)
Chairman



Auditors' Certificate on Corporate Governance

To the Members of GCM Commodity & Derivatives Limited

We have examined the compliance of the conditions of Corporate Governance by GCM Commodity & Derivatives Limited (The Company) for the year ended 31st March 2015 as stipulated in Clause 52 of the Listing Agreement of the said Company with Bombay Stock Exchange Ltd.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders' Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For **Bharat D. Sarawgee & Co.**
Chartered Accountants

Place : Kolkata
Date : May 28, 2015

Bharat D. Sarawgee
Partner
Membership No. 061505
FRN: 326264E



Independent Auditors' Report

To the Members of GCM COMMODITY & DERIVATIVES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of the **GCM COMMODITY & DERIVATIVES LIMITED**, which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance of the Company, and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its **Profit** and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

2. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies Act, 2013 (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:-
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. The Company was not required to transfer any fund into the Investors Education and Protection Fund during the year.

For **Bharat D. Sarawgee & Co.**
Chartered Accountants

Place : Kolkata
Date : May 28, 2015

Bharat D. Sarawgee
Partner
Membership No. 061505
FRN: 326264E



Annexure to the Independent Auditors' Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of GCM Commodity & Derivatives Limited on the accounts of the company for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

- i. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - b) As explained to us, fixed assets have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii. In respect of its inventory:
 - a) As explained to us, the inventory of shares is physically verified at the end of the year by the Management.
 - b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of stocks as compared to book records.
- iii. In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:
 - a) According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods (and/services). During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- v. The company has not received any public deposits during the year.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- vii. In respect of statutory dues:
 - a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including



Provident Fund, employees state insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities.

- b) According to the information and explanations given to us, there were no undisputed
 - c) amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, sales tax, VAT, Cess and other material statutory dues in arrears /were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.
- viii. The company does not have the accumulated losses at the end of financial year. The company has not incurred any Cash losses during the financial covered by our Audit and the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- x. In our opinion, and according to the information and the explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- xi. The company has not obtained any term loan during the year, so this para of order is not applicable.
- xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **Bharat D. Sarawgee & Co.**
Chartered Accountants

Place : Kolkata
Date : May 28, 2015

Bharat D. Sarawgee
Partner
Membership No. 061505
FRN: 326264E



Balance Sheet as at March 31st 2015

PARTICULARS	Note No.	31.03.2015 ₹	31.03.2014 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	74,270,000	74,270,000
Reserves and Surplus	2.2	90,965,041	90,335,103
		165,235,041	164,605,103
NON-CURRENT LIABILITIES			
Deferred Tax Liabilities (Net)	2.3	-	100,410
		-	100,410
CURRENT LIABILITIES			
Other Current Liabilities	2.4	113,500,042	117,283,436
Short-Term Provisions	2.5	11,838	406,143
		113,511,880	117,689,579
TOTAL		278,746,921	282,395,092
ASSETS			
NON- CURRENT ASSETS			
Fixed Asset			
Tangible Assets	2.6	37,352,466	37,932,814
Non-Current Investments	2.7	9,900,000	9,900,000
		47,252,466	47,832,814
Deferred Tax Assets (Net)	2.4	30,006	-
CURRENT ASSETS			
Inventories	2.8	4,855,219	4,859,771
Trade Receivables	2.9	160,549,097	161,265,421
Short Term Loans & Advances	2.1	5,953,077	5,776,000
Cash and Cash Equivalents	2.11	59,390,370	61,906,602
Other Current Assets	2.12	716,686	754,484
		231,464,449	234,562,278
TOTAL		278,746,921	282,395,092

Significant Accounting Policies and notes on Financial Statements

1 & 2

As per our report of even date

For Bharat D. Sarawgee & Co.

Chartered Accountants

Firms Registration Number 326264E

For and on behalf of the Board of

Bharat D. Sarawgee

Partner

Membership Number: 061505

Place: Kolkata

Dated: 28th May 2015

Samir Baid

Director

Ajay Kr. Sharma

CFO

Amrita Baid

Director

Manish Kedia

Company Secretary



Statement of Profit & Loss for the Year Ended 31st March, 2015

PARTICULARS	Note No.	Year ended March 31, 2015 ₹	Year ended March 31, 2014 ₹
INCOME			
Revenue From Operations	2.13	-	260,042,980
Other Income	2.14	5,062,878	3,332,428
Total Revenue		5,062,878	263,375,408
EXPENDITURE			
Change in Inventory		4,552	(4,303,888)
Purchase of Stock in Trade		-	260,772,733
Employees Benefit Expenses	2.15	1,895,072	1,296,948
Finance Cost	2.16	8,362	702
Depreciation and Amortization Expenses	2.6	274,029	390,891
Other Expenses	2.17	1,792,732	4,323,095
Total Expenses		3,974,747	262,480,481
Profit Before tax		1,088,131	894,927
Tax Expense			
Current tax	2.16	282,289	643,675
Deferred Tax		(130,416)	(15,844)
Profit for the year		936,258	267,096
Earning per equity share of face value of ₹10/- each			
Basic (in ₹)	2.18	0.13	0.04
Diluted (in ₹)		0.13	0.04

Significant Accounting Policies and notes on Financial Statements

1 & 2

As per our report of even date

For Bharat D. Sarawgee & Co.

Chartered Accountants

Firms Registration Number 326264E

For and on behalf of the Board of

Bharat D. Sarawgee

Partner

Membership Number: 061505

Place: Kolkata

Dated: 28th May 2015

Samir Baid

Director

Ajay Kr. Sharma

CFO

Amrita Baid

Director

Manish Kedia

Company Secretary



Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2015

(In ₹)

PARTICULARS		31.03.2015	31.03.2014
A. Cash Flow from Operating Activities			
Net Profit before tax and extraordinary Items		1,088,131	894,927
Profit / (Loss) on Sale of Fixed Assets		-	(13,279)
Depreciation		274,029	390,891
Dividend Income		(5,000)	-
Interest Income		(5,057,878)	-
Operating profit before working capital charges	I	(3,700,718)	1,272,539
Decrease (Increase) in Trade and other Receivables		716,324	(109,357,478)
Decrease (Increase) in inventories		4,550	(4,303,888)
Decrease (Increase) in Short term Loan & Advances			(397,516)
Decrease (Increase) in Other Current Assets		37,798	-
(Decrease)/Increase in Trade Payable & Provisions		(3,783,394)	115,699,989
(Decrease)/Increase in Other Short Term Provisions		11,838	-
Cash Generated From Operations	II	(3,012,884)	1,641,107
Net Cash From Operating Activities	I+II	(6,713,602)	2,913,646
Direct Taxes Paid (Net of refunds)	III	(865,508)	(632,930)
Cash Flow before Extra-Ordinary Items	I+II+III	(7,579,110)	2,280,716
Extra Ordinary Items			
Net Cash Flow From Operating Activities [I + II + III]	A	(7,579,110)	2,280,716
B. Cash Flow from Investing Activities			
Purchase / (Sale) of Fixed Assets		-	(554,231)
Decrease / (Increase) in Investments		-	(9,900,000)
Dividend on Investments		5,000	
Interest on Fixed Deposit		5,057,878	
Net Cash from Investing Activities	B	5,062,878	(10,454,231)
C. Cash Flow From Financing Activities			
Proceeds from Preferential Issue		-	70,200,000
Net Cash used in Financing Activities	C	-	70,200,000
D. Net Increase in Cash & Cash Equivalents	D	(2,516,232)	62,026,485
Opening Balance of Cash & Cash Equivalents		61,906,602	119,883
E. Closing Balance of Cash & Cash Equivalents		59,390,370	61,906,602

As per our report of even date

For Bharat D. Sarawgee & Co.
Chartered Accountants
Firms Registration Number 326264E

For and on behalf of the Board of

Bharat D. Sarawgee
Partner
Membership Number: 061505

Samir Baid
Director

Amrita Baid
Director

Place: Kolkata
Dated: 28th May 2015

Ajay Kr. Sharma
CFO

Manish Kedia
Company Secretary



COMPANY INFORMATION & ACCOUNTING POLICIES

(All amounts in ₹, except share data and unless otherwise stated)

COMPANY INFORMATION

The company is incorporated on 26th April, 2005 at Calcutta, West Bengal, India. It is a Public limited company by its shares. The company operates in Capital & Commodity Market. The activities of the company include broking, trading, investing in shares & other securities, Commodities and other related activities of capital market.

ACCOUNTING POLICIES

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other counting principles generally accepted in India, to the extent applicable.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

USE OF ESTIMATES

The preparation of the financial statements in conformity with the generally accepted principles requires the management to make estimates and assumptions that effect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from that estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized.

CASH FLOW STATEMENT

Cash flow statement has been prepared in accordance with the "indirect method" as explained in the AS-3 issued by the Institute of Chartered Accountants of India.

FIXED ASSETS & DEPRECIATION ON TANGIBLE ASSETS

Tangible assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their book value and net realisable value and are shown separately in the financial statements under Other Current Assets. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the profit and loss account.

Depreciation is provided on a pro-rata basis using Straight Line Method using the estimated life as prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- (ii) assets costing ₹ 5,000 or less are fully depreciated in the year of purchase.

INTANGIBLE ASSETS & AMORTISATION

Intangibles assets are stated at cost less accumulated amortisation. These are being amortised over the estimated useful life, as determined by the management. Leasehold land is amortised over the primary



period of the lease.

REVENUE RECOGNITION

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

- b) Income is recognized on accrual basis from brokerage earned on secondary market operations on trade date.
- c) Income from arbitrage comprises profit / loss on sale of securities held as stock-in-trade and profit / loss on equity derivative instruments is accounted as per following:
 - i. Profit / loss on sale of securities is determined based on the FIFO cost of the securities sold.
 - ii. Profit / loss on Commodity transactions is accounted for as explained below:

Initial and additional margin paid over and above initial margin for entering into contracts for Equity Index / Stock Futures / Commodity Spot Trading/ Currency Futures and or Equity Index / Stock Options / Currency Options, which are released on final settlement / squaring-up of underlying contracts are disclosed under “Other current assets”. Mark-to-market margin-Equity Index / Stock Futures /

Currency Futures representing the amounts paid in respect of mark to market margin is disclosed under “Other current assets”.

“Equity Index / Stock Option / Currency Option Premium Account” represents premium paid or received for buying or selling the Options, respectively.

On final settlement or squaring up of contracts for Equity Index / Stock Futures / Currency Future, the realized profit or loss after adjusting the unrealized loss already accounted, if any, is recognized in the Statement of Profit and Loss. On settlement or squaring up of Equity Index / Stock Options / Currency Option, before expiry, the premium prevailing in “Equity Index / Stock Option / Currency Option Premium Account” on that date is recognized in the Statement of Profit and Loss.

As at the Balance Sheet date, the Mark to Market / Unrealised Profit / (Loss) on all outstanding arbitrage portfolio comprising of Securities and Equity / Currency Derivatives positions is determined on scrip basis with net unrealized losses on scrip basis being recognized in the Statement of Profit and Loss and the net unrealized gains on scrip basis are ignored.

OTHER INCOME RECOGNITION

Interest on investments is booked on a time proportion basis taking into account the amounts invested and the rate of interest.

Dividend income on investments is accounted for when the right to receive the payment is established.

PURCHASES

Purchase is recognized on passing of ownership in share based on broker’s purchase note.

EXPENDITURE

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

INVESTMENTS

Current investments are stated at the lower of cost and fair value. Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Investments are classified into current and long-term investments.

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

**CASH & CASH EQUIVALENTS**

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there is a change in the estimated recoverable value.

TAXES ON INCOME

Provision for current Income Tax is made on the taxable income using the applicable tax rates and tax laws. Deferred tax assets or liabilities arising on account of timing differences between book and tax profits, which are capable of reversal in one or more subsequent years is recognized using tax rate and tax laws that have been enacted or subsequently enacted. Deferred tax asset in respect of unabsorbed depreciation and carry forward losses are not recognized unless there is sufficient assurance that there will be sufficient future taxable income available to realize such losses.

EARNINGS PER SHARE

Basic earning per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

STOCK IN TRADE

Shares are valued at cost or market value, whichever is lower. The comparison of Cost and Market value is done separately for each category of Shares.

Units of Mutual Funds are valued at cost or market value whichever is lower. Net asset value of units declared by mutual funds is considered as market value for non-exchange traded Mutual Funds.

CONTINGENT LIABILITIES & PROVISIONS

A provision is recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the yearend date.

These are reviewed at each year end date and adjusted to reflect the best current estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

OTHER NOTES & ADDITIONAL INFORMATION FORMING PART OF FINANCIAL STATEMENTS

In the opinion of the management, current assets, loans and advances and other receivables have realizable value of at least the amounts at which they are stated in the accounts.



Notes forming part of the Financial Statements for the year ended March 31, 2015

Note No.2.1 SHARE CAPITAL

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Authorised Share Capital		
80,00,000 (80,00,000) Equity Shares of ₹ 10/- each	80,000,000	80,000,000
	80,000,000	80,000,000
Issued, Subscribed and Paid-up		
74,27,000 (74,27,000) Equity shares of ₹ 10/- each fully paid- up	74,270,000	74,270,000
	74,270,000	74,270,000
Reconciliation of the number of shares outstanding		
Number of shares at the beginning	7,427,000	3,917,000
Add : Shares issued during the year	-	3,510,000
Number of shares at the end	7,427,000	7,427,000

A. Equity shareholder holding more than 5% of equity shares along with the number of equity shares held:-

Particulars	As at March 31, 2015		As at March 31, 2014	
	%	Number of Shares	%	Number of Shares
1. GCM Securities Ltd.	35.35	2,625,500	35.35	2,625,500.00
2. Global Capital Market	8.07	600,000	8.07	600,000.00
3. Petunia Trades Pvt. Ltd.	-	-	5.49	408,000.00

B. The Company has only one class of shares referred to as equity shares having par value of ₹ 10/- each

Note No. 2.2 RESERVES AND SURPLUS

Particulars	31.03.2015 ₹	31.03.2014 ₹
Share Premium Reserve		
Opening balance	88,615,000	53,515,000
Addition during the year	-	35,100,000
Closing balance	88,615,000	88,615,000
Statement of Profit & Loss		
Opening balance	1,720,103	1,453,007
Add: Profit for the year	936,258	267,096
Less: Depreciation for earlier years	306,320	-
Closing balance	2,350,041	1,720,103
TOTAL	90,965,041	90,335,103

**Note No. 2.3 DEFERRED TAX LIABILITY**

Particulars	31.03.2015	31.03.2014
	₹	₹
Deferred Tax Liabilities (Net)	-	100,410
TOTAL	-	100,410

Note No. 2.4. OTHER CURRENT LIABILITIES

CURRENT LIABILITIES		
Client Dues	112,970,336	117,140,268
For Expenses	529,706	143,168
TOTAL	113,500,042	117,283,436

Note No. 2.5. SHORT TERM PROVISIONS

Duties & Taxes (TDS)	11,838	-
Provision For Taxation (Net)	-	406,143
TOTAL	11,838	406,143

Note No. 2.6. FIXED ASSETS**TANGIBLE ASSETS**

DESCRIPTION	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS AT 01-04- 2014	ADDI- TIONS	SALES	AS AT 31-03- 2015	AS AT 01-04- 2014	FOR THE 31-03- 2015	Charge to Re- tained Earn- ings	UPTO 31-03-2015	AS AT 31-03- 2015	AS AT 31-03- 2014
TANGIBLE ASSETS										
Air Conditioner	35,188	-	-	35,188	4,184	15,873	-	20,057	15,131	31,004
Computers	2,421,227	-	-	2,421,227	1,888,363	89,206	306,320	2,283,889	137,338	532,864
Office Equipment	357,500	-	-	357,500	46,050	159,009	-	205,059	152,441	311,450
Furniture & Fixture	43,890	-	-	43,890	6,965	9,941	-	16,906	26,984	36,925
Flat	37,020,571	-	-	37,020,571	-	-	-	-	37,020,571	37,020,571
Total	39,878,376	-	-	39,878,376	1,945,561	274,029	306,320	2,525,910	37,352,466	37,932,814
PREVIOUS YEAR	393,24,145	554,231	-	398,78,376	15,54,671	390,891	-	19,45,562	379,32,814	377,69,474

Note No. 2.7. DETAILS OF INVESTMENT

Sl. No.	Particulars	As at 31 March 2015		As at 31 March 2014	
		Quantity Nos.	Value Rs.	Quantity Nos.	Value Rs.
1	QUOTED GCM Capital Advisors Ltd.	497,500	9,900,000	497,500	9,900,000
	TOTAL	497,500	9,900,000	497,500	9,900,000

Aggregate Market Value of Quoted Investments as on 31t March 2015 is ₹ 704.46 Lac

**Note No. 2.8 DETAILS OF INVENTORIES**

Sl. No.	Particulars	As at 31 March 2015		As at 31 March 2014	
		Quantity Nos.	Value Rs.	Quantity Nos.	Value Rs.
	QUOTED				
1	Tata Steel Ltd.	500	156,150	500	156,150
2	Tuni Textile Mills Ltd.	6,897	4,069	6,897	8,621
	UNQUOTED				
1	Larica Trading Pvt. Ltd.	7,990	3,995,000	7,990	3,995,000
2	Swapanpuri Tradelink Pvt. Ltd.	1,400	700,000	1,400	700,000
				-	-
	TOTAL	16,787	4,855,219	16,787	4,859,771

Note No. 2.9 TRADE RECEIVABLES

Particulars	31.03.2015	31.03.2014
	₹	₹
More than six months		
National Spot Exchange Ltd.	160,549,097	161,198,421
Others	-	67,000
TOTAL	160,549,097	161,265,421

Note No. 2.10 SHORT TERM LOANS & ADVANCES

Provision For Taxation (Net)	177,077	-
Advances Recoverable in cash or for value to be received	4,324,000	4,324,000
Deposits With Exchanges	1,452,000	1,452,000
TOTAL	5,953,077	5,776,000

Note No. 2.11 CASH & CASH EQUIVALENTS

Cash-in-hand (As certified by the Directors)	4,099,550	4,537,417
With Scheduled Bank	65,820	2,499,185
Fixed Deposits With Scheduled Banks (Matured Within One Year)	55,225,000	54,870,000
TOTAL	59,390,370	61,906,602

Note No. 2.12 OTHER CURRENT ASSETS

Accrued Interest	633,238	677,955
Pre-Paid Expenses(Shops & Eastabliment)	6,919	-
Service Tax Receivable	76,529	76,529
TOTAL	716,686	754,484

Note No. 2.13 OPERATING INCOME

Sale of Commodity	-	223,252,146
Commodity Brockrage	-	515,834
Sale of Shares	-	36,275,000
TOTAL	-	260,042,980

**Note No. 2.14 OTHER INCOME**

Particulars	31.03.2015	31.03.2014
	₹	₹
Interest on Fixed Deposit (TDS CY: 505788/-, PY: 332093/-)	5,057,878	3,320,936
Misc. Income	-	7,132
Dividend	5,000	4,360
TOTAL	5,062,878	3,332,428

Note No. 2.15 EMPLOYEES BENEFIT EXPENSES

Salary Bonus & Allowances	1,168,566	917,510
Directors Remuneration	300,000	-
Staff Welfare	426,506	379,438
TOTAL	1,895,072	1,296,948

Note No. 2.16 FINANCIAL COST

Bank Charges	8,362	702
TOTAL	8362	702

Note No. 2.17 OTHER EXPENSES

Auditors Remuneration	33,708	28,090
Advertisements -News Paper	15,049	126,770
Books & Periodicals	15,938	-
Exchange Fees	53,681	885,176
Electricity Charges	107,910	86,979
Filing fees	24,000	357,298
General Charges	96,679	93,674
IPO Expenses	-	1,426,559
Legal & Professional Fee	94,668	212,616
Office rent	115,000	115,000
Postal & Courier Charges	45,184	55,053
Printing & Stationery	84,170	458,218
Repair & Maintenance	171,386	280,372
Telephone, Mobile & Internet Charges	624,940	67,170
Travelling & Conveyance Expenses	310,419	130,120
TOTAL	1,792,732	4,323,095

Note No. 2.17 OTHER EXPENSES

Earning Per Share		
Profit/ (Loss) after Tax	936,258	267,096
Weighted Average Number of Equity Shares outstanding during the year	7,427,000	7,427,000
Face Value of Equity Shares	10.00	10.00
Basic Earning per share	0.13	0.04
Diluted Earning per share	0.13	0.04

**Note 2.19**

The Company has initiated legal proceeding against National Spot Exchange Limited through BSE Brokers' Forum and is also a member of National Spot Exchange Investor Forum. The total amount receivable from National Spot Exchange Limited on account of settlement dues in Rs.1605.49 Lacs which includes both Client Fund and Self Fund.

Note 2.20

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to amount unpaid as at the year end together with interest paid/payable as required under the said act, have not been given.

Note. 2.21

In accordance with the requirement under the Accounting Standard - 22 "Accounting for taxes on Income" the company has accounted for deferred Tax during the year. Consequently the net deferred tax asset of ₹ 130,416/- during the year arising due to timing difference in depreciation & related items has been credited to Profit & Loss account.

Note. 2.22

There are no impairment of Assets, as the management is of the opinion that the carrying value of assets is more than the realizable value as on 31st March, 2015.

Note. 2.23

Related Party Disclosure: Directors are key Management Personnel of the Company

Directors of the company

- 1) Inder Chand Baid
- 2) Manish Baid
- 3) Samir Baid

Other Related Entities

- 1) GCM Securities Limited
- 2) Global Capital Market & Infrastructures Ltd.
- 3) Chello Comotrade Ltd.
- 4) Cadillac Vanijya Pvt. Ltd,
- 5) Silverpearl Hospitality & Luxury Spaces Ltd.
- 6) GCM Capital Advisors Ltd.

Details of Remuneration to Directors : (Samir Baid ₹ 1.50 Lac & Amrita Baid ₹ 1.50 Lac)

Amount Paid to relative of director : Nil

Note 2.24 Segment reporting

The company operates in Trading activity of Commodity and Shares which is only identifiable reporting segment under AS-17 Segment Reporting issued by the Institute of Chartered Accountants of India.

Note. 2.25**Events Occurring after Balance Sheet Date**

No significant events which could effect the financial position as on March 31, 2015, to a material extent have been reported by the management, after the balance sheet date till the signing of the report.

Note. 2.26

Details of Loans given, Investments made, guarantees given covered under section 186(4) of The Companies Act, 2013



Investments made are disclosed with respected notes, further no loans and guarantee has been given by the Company.

Note. 2.27

Previous year's figures have been re-arranged and re-grouped wherever considered necessary.

For Bharat D. Sarawgee & Co.

Chartered Accountants

Firms Registration Number 326264E

For and on behalf of the Board of

Bharat D. Sarawgee

Partner

Membership Number: 061505

Place: Kolkata

Dated: 28th May 2015

Samir Baid

Director

Ajay Kr. Sharma

CFO

Amrita Baid

Director

Manish Kedia

Company Secretary

GCM COMMODITY & DERIVATIVES LIMITED

CIN: L74999WB2005PLC102819

Registered Office : 3B, Lal Bazar Street, Sir R N M House, 5th Floor, Kolkata 700001, West Bengal

Tel : +91 33 22481053, Email : info@gcmcommo.com , URL : www.gcmcommo.com

PROXY FORM CUM 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 _____

I/We being the members of _____ Shares of GCM Commodity & Derivatives Ltd., 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 (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Monday, 28th September 2015 at 11.00 AM and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Ordinary Business :		For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2015		
2.	To appoint Mr. Samir Baid who retires by rotation and being eligible offers himself for re-appointment		
3.	Ratification of appointment of M/s. Bharat D. Sarawgee & Co., Chartered Accountants for a term of five years		
Special Business :			
4.	Appointment of Mr. Laxmi Narayan Sharma as an Independent Director for a term of 5 Years.		
5.	Appointment of Mrs. Amrita Baid as Managing Director of the company for a period of 5 Years.		
6.	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

Signed this _____ day of _____ 2015

Sign. of Shareholder _____ Sign. of Proxy _____

Affix
Revenue
Stamp
₹ 1/-

GCM COMMODITY & DERIVATIVES LIMITED

CIN: L74999WB2005PLC102819

3B, Lal Bazar Street, Sir R N M House, 5th Floor, Kolkata 700001, West Bengal

ATTENDANCE SLIP

I hereby record my presence at the 10th Annual General Meeting of the Company held on Monday, 28th September, 2015 at 11.00 A.M., at Registered Office of the Company at 3B, Lal Bazar Street, Sir R N M House, 5th Floor, Kolkata 700001, West Bengal.

Name of Shareholder/s _____

Father/Husband's Name _____

Name of Proxy or Company Representative _____

DP ID and Client ID _____ No. of Shares held _____

Signature of the Shareholder(s) or Proxy or Company Representative _____

BOOK-POST

If undelivered, please return to:

GCM COMMODITY & DERIVATIVES LIMITED

3B, Lal Bazar Street, Sir R N M House, 5th Floor, Kolkata 700001, West Bengal