

NOTICE

NOTICE is hereby given that the Twelve Annual General Meeting of the Members of GCM Commodity & Derivatives Limited will be held on **Friday, 29th September, 2017 at 11:30 AM at 3B, Lal Bazar Street, Sir RNM House, 5th floor, Kolkata, West Bengal-700001** to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statement for the year ended on 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Samir Baid (DIN 00243521), who retires by rotation and being eligible, offers himself for Re-appointment.
3. To consider and it thought fit, to pass, the following Resolution as an Ordinary Business:

“**RESOLVED THAT** pursuant to the provisions of Section 139 read with the Companies (Audit and Auditor) Rules, 2014, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, M/s. A D S R & Associates, Chartered Accountants, Kolkata (FRN - 329843E), who have offered themselves for appointment as Auditors to the Company 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 appointed as Statutory Auditors of the Company and to hold office from the conclusion of the 12th Annual General Meeting up to the conclusion of the 17th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. Approval for revision in remuneration of Managing Director Mrs Amrita Baid

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

RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made there under, including any statutory modification thereof, or any other law and subject to approval of shareholders, consent of the board be and is hereby accorded for the alteration in the remuneration structure of **Mrs Amrita Baid (Managing Director)** of the Company with effect from 01-04-2017 as under:

Consolidated Salary: Up to a Maximum of Rs. 6,00,000/- per annum which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.



RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mrs Amrita Baid, Managing Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

RESOLVED FURTHER THAT Mr. Samir Baid, Director and Ms. Garima Kakarania, Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

Place: Kolkata
Date: September 1, 2017

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

Registered Office:

3B Lal Bazar Street, Sir RNM House
5th floor, Kolkata, West Bengal-700001
CIN: L74999WB2005PLC102819

INDER CHAND BAID
DIN: 00235263
Chairman

Notes:

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

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

2. Corporate members intending to send their authorized representative to attend the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.



3. In case of joint holders attending the AGM, only such joint holder who's higher in the order of names will be entitled to vote.
4. **The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 23rd September 2017 to Friday 29th September 2017(both days inclusive).**
5. Members may note that the Notice of the 12th Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the company's website www.gcmcommo.com. The route map and prominent landmark for the venue of the meeting forms part of the annual report.
6. Members are requested to notify immediately any change in their address and/or bank details to the company's Registrar and Shares Transfer Agent, Purva Share Registry (India) Private Limited (PSR(I)PL for the shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. Members holding shares in physical form and who have not registered their e-mail IDs are requested to register the same with PSR(I)PL.
8. To support the "Green Initiative", members who have not registered their e-mail address are requested to register the same with PSR(I)PL/Depositories.
9. 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.
10. 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 01:00 P.M. upto the date of this Annual General meeting.
11. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
12. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the appropriate Authorities to the Annual General Meeting.
13. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
14. The notice of AGM along with the Annual Report 2016-17 is being sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any member has requested for the physical copy of the same.
15. For members who have not registered their e-mail address, physical copies are being sent by the permitted mode.
16. 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.
17. 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 22, 2017.**
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members facility to exercise their votes at the 12th 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: **Tuesday, September 26, 2017 at 9.30 A.M.**



- b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Thursday, September 28, 2017 at 5.30 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 22, 2017**, 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, Practising Chartered Accountant (Membership No. 302320), 86, Sharat Chatterjee Road, Kolkata-700089 West Bengal. 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.

1. The instructions for Members for e-voting are as under:

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

- i 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 demat account/folio number in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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.
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- viii After entering these details appropriately, click on "SUBMIT" tab.
- ix Members holding shares in physical form will then reach directly 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 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.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



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.

Place: Kolkata
Data: September 1, 2017

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

Registered Office:

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5th floor, Kolkata, West Bengal-700001
CIN: L74999WB2005PLC102819

INDER CHAND BAID
DIN: 00235263
Chairman

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

ITEM NO. 4

Revision in the Remuneration of Mrs Amrita Baid, Managing Director

Mrs Amrita Baid, aged 35 Years, has completed her Bachelors in Commerce (H) from University of Calcutta. She is a Chartered Accountant by Profession and is a Fellow member of the Institute of Chartered Accountants of India. She is having an experience of over 10 Years in Accounting, Taxation, Company Law, Financial Markets activities. She guides our Company through his experience and is instrumental in preparing our growth strategies.

Keeping in view, the significant progress made by the Company under the stewardship of Mrs Amrita Baid, the Board of Directors, subject to approval of the competent authorities and Members, has approved increase in remuneration of Mrs Amrita Baid as mentioned in the resolution. Details of revised Remuneration have already been provided in proposed resolution.

Your Directors, therefore, recommend the resolution, as set forth in Item No. 4 of this Notice, for your approval.

Save and except Mr Samir Baid, and Mr I.C. Baid, relatives of Mr Amrita Baid, none of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

Place: Kolkata
Data: September 1, 2017

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Chairman



GCM Commodity & Derivatives Limited

CIN: L74999WB2005PLC102819

Registered Office: Sir RNM House, 5th Floor, 3B, Lalbazar Street, Kolkata-700 001

Tel: +91 33 2248 1053, Email: info@gcmcommo.com, URL: www.gcmcommo.com

Form No. MGT - 11, PROXY FORM/ BALLOT FORM

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

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____ Email ID _____

I/We, members of _____ Shares of GCM Commodity and Derivatives Limited, hereby appoint -

1. _____ having email Id _____ Signature _____ or failing him

2. _____ having email Id _____ Signature _____ or failing him

3. _____ having email Id _____ Signature _____

as my/our proxy to attend and vote for me/us on my/our behalf at the 12th Annual General Meeting of the Company to be held on Friday, the 29th day of September, 2017 at 11.30 A.M. and any adjournment thereof.

Ordinary Business :		For	Against
1.	Adoption of Financial Statements (Standalone) for the year ended March 31, 2017		
2.	Re-appointment of Director		
3.	Appointment of M/s ADSR & Associates, Chartered Accountants, Kolkata (FRN-329843E) as statutory Auditors of the company.		
Special Business :			
4.	Approval for Revision in Remuneration of Managing Director.		

Signed on this _____ day of _____

Signed by the Member _____ Signature of Proxy _____

Affix
Revenue
Stamp

Notes:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 12th Annual General Meeting.



GCM Commodity & Derivatives Limited

CIN: L74999WB2005PLC102819

Registered Office: Sir RNM House, 5th Floor, 3B, Lalbazar Street, Kolkata-700 001
Tel: +91 33 2248 1053, Email: info@gcmcommo.com, URL: www.gcmcommo.com

ATTENDANCE SLIP

FOLIO NO.	DP ID	CLIENT ID	NO. OF SHARES

* Applicable to Members holding shares in Electronic Form

I.....(name of the Shareholder/Proxy)
hereby record my presence at the 12th Annual General Meeting of the company at held
on Friday, the 29th day of September 2017 at 11:30 AM, at the registered office of the
company at Sir RNM House, 5th Floor, 3B, Lalbazar Street, Kolkata-700 001.

Signature of Shareholders/Proxy

Note:

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

ROUTE MAP

