



GCM COMMODITY & DERIVATIVES LIMITED

Sir RNM House, 5th Floor, Room No -2, 3B, Lal Bazar Street, Kolkata – 700 001.
Corp. Office: 805, Raheja Centre, Free Press Journal Marg, 214, Nariman Point, Mumbai - 400 021.

Notice of Extra Ordinary General Meeting

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **GCM COMMODITY & DERIVATIVES LIMITED** will be held on October 9, 2013 i.e Wednesday at the Registered Office of the Company at Sir RNM House, 5th Floor, Room No -2, 3B, Lal Bazar Street, Kolkata – 700 001, at 10 a.m. to transact the following business:

Special Business:-

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

“RESOLVED THAT pursuant to section 61 and all other applicable provisions, if any of the Companies Act, 1956 and subject to such other approvals, premissions and/or sanctions as may be necessary and subject to the terms of the Issue and pursuant to recent developments in NSEL the consent of the Members of the Company be and is hereby accorded to the Board of Directors to utilize the proceeds of the IPO for entering into and fulfilling the Working Capital requirements for following business activities in the manner as deemed fit and convenient in the course of conduct of the business :

- a) To acquire the Membership of Multi Commodity Exchange of India Limited(MCX) for enhancing Business of Commodity Broking.
- b) To acquire the Membership of National Commodity & Derivatives Exchange Ltd (NCDEX.)
- c) To carry on Trading, Investing and/or do Arbitrage Activities in Gold, Silver and other precious metals in manner, mode and through mediums as available from time to time.
- d) To carry on Trading, Investing and/or do Arbitrage Activities in various Agri as well as Non-Agri Commodities in manner, mode and through medium as convenient and available from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the above resolution and/or to settle any question, doubt, difficulty in connection with the above subject”

Place : Mumbai
Date : 13/09/2013

Registered Office:
Kolkata – 700 001.

By Order of the Board
For **GCM COMMODITY & DERIVATIVES LIMITED**
Suman Makhija
(Company Secretary)

NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (2) Instrument of proxy duly completed and signed in order to be effective must be deposited at the Company's Registered Office at Sir RNM House, 5th Floor, Room No -2, 3B, Lal Bazar Street, Kolkata – 700 001, or at Corporate Office at Mumbai not less than 48 hours before the commencement of the Extra Ordinary General Meeting.

By Order of the Board
For **GCM COMMODITY & DERIVATIVES LIMITED**
Suman Makhija
(Company Secretary)

Place : Mumbai
Date : 13/09/2013

Registered Office:
Kolkata - 700 001.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

Item No. 1.

Expansion of Scope of Utilisation of Funds of Rs. 702.00 Lacs raised through IPO subject to approval of Members in the Meeting of the Members:

Board is of the view that with the current NSEL developments the area of operation of business needs to be widened. Earlier, the Company had raised Rs. 702 Lacs through IPO for Augmenting long term working capital and Acquiring Membership of MCX. However, keeping in mind the present situations of NSEL the scope of utilization of funds needs to be diversified and accordingly, the Board of Directors proposed the following :

- i. MCX Membership – It has been proposed by the Board to expedite the process of acquiring the Membership of MCX to expand the Business of Commodity Broking. This membership can be on the basis of fresh application to MCX or by acquiring an existing membership.
- ii. NCDEX Membership – It has been proposed by the Board to acquire the Membership of NCDEX. NCDEX will offer an additional source of revenue to the Company by providing its client new platform for Investment. This membership can be on the basis of fresh application to NCDEX or by acquiring an existing membership.
- iii. Investment and Trading in Gold, Silver and other precious metals – The Board of Directors have proposed that other than Commodity Broking the Company will also engage in buying and selling of Gold, Silver and other precious metals as and when opportunity arrives whether for arbitrage and/or Investment. The Company may trade and invest in precious metals either in physical form or through Exchanges.
- iv. The Board of Directors also proposed that the Company will also engage into buying and selling of various Agri as well as Non - Agri Commodities through Local *Mandis* and Markets and/or Exchanges either for arbitrage and/or investment as and when there is a suitable opportunity.

The IPO proceeds are proposed to be utilised for the entering into above business and working capital for the above.

The Board is of the view that above diversified business plan will help the company in increasing their business and reducing the risks.



GCM COMMODITY & DERIVATIVES LIMITED

Sir RNM House, 5th Floor, Room No -2, 3B, Lal Bazar Street, Kolkata – 700 001.
Corp. Office: 805, Raheja Centre, Free Press Journal Marg, 214, Nariman Point, Mumbai - 400 021.

FORM OF PROXY

I/We _____ of _____

being a member/members of the above named Company, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday the 9th of October, 2013 at 10.00 a.m. or at any adjournment thereof.

Signed this _____ day of _____ 2013.

Folio No. :
Client Id :
DP ID:
No of shares held :

Affix
Revenue
stamp of
Re 1

Notes:

1. The proxy form should be deposited at the Registered Office / Corporate Office of the Company not less than forty-eight hours before the time for holding the Extra Ordinary General Meeting.
2. The form should be signed across the stamp to enforce the validity.
3. A Proxy Need not be a member of the Company



GCM COMMODITY & DERIVATIVES LIMITED

Sir RNM House, 5th Floor, Room No -2, 3B, Lal Bazar Street, Kolkata – 700 001

ATTENDANCE SLIP

For the Extra Ordinary General Meeting of the Company to be held on 9th day of October, 2013 at 10.00 a.m.

Name of the Shareholder/Proxy holder _____

* Regd. Folio/Client I.D. No. _____ No. of Shares _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company held at Sir RNM House, 5th Floor, Room No -2, 3B, Lal Bazar Street, Kolkata – 700 001

*Member's / Proxy's Signature

Note:

Shareholders are requested to bring this slip at the meeting duly filled in including folio number/ Client I.D. No.

* Strike out whichever is not applicable.