

# GCM Commodity & Derivatives Limited

L74999WB2005PLC102819

Regd. Office : 3B, Lal Bazar Street, Sir R N M House, 5<sup>th</sup> Floor, Kolkata-700 001, West Bengal

Tel : +91 33 2248 1053, Email : [info@gcmcommo.com](mailto:info@gcmcommo.com); Website : [www.gcmcommo.com](http://www.gcmcommo.com)

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

**Dear Members,**

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below is proposed to be passed by way of Postal Ballot which includes voting by electronic means.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts' concerning the resolutions and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as Member of the Company is also enclosed. The Company has appointed Mr. Alok Kr. Das, Practicing Chartered Accountant (Membership No. 055737), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours (i.e. 5.00 P.M.) on 30<sup>th</sup> November, 2015.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("**e-voting**") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of **Central Depository Services (India) Limited** to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e- voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Chairman of the Company and in his absence the Company Secretary will announce the results post at the Board Meeting scheduled to be held at 05.00 P.M. on 1<sup>st</sup> December, 2015 at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the BSE Limited (BSE) where the Company's shares are listed, published in the newspaper and displayed on the Company's website viz. [www.gcmcommo.com](http://www.gcmcommo.com)

By Order of the Board

**GCM Commodity & Derivatives Limited**

S/d-

**I. C. Baid**

**DIN : 00235263**

**Chairman**

Place : Kolkata

Date : 26<sup>th</sup> October 2015

## PROPOSED RESOLUTIONS:

### Special Business

#### 1. MIGRATION FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LTD.

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

*Note: In accordance with Regulation 106 U (1) of SEBI (ICDR) Regulations, 2009 the below mentioned Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

**"RESOLVED THAT** pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

**"RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally jointly and/or authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited."

**"RESOLVED FURTHER THAT** Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

## NOTES

1. Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 23<sup>rd</sup> October, 2015.
3. The Board of Directors of the Company has appointed Mr. Alok Kr. Das, Practicing Chartered Accountant (Membership No. 055737), as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. 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 Proxy cum 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. Alok Kr. Das, 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 or they may also address their request through e-mail to: [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in). Contact no +91 22 2301 8261 so as to reach him on or before November 30, 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.
5. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the Company Secretary, if the result of the Postal Ballots indicates that

the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot will be declared at the Board Meeting scheduled to be held at 5.00 P.M. on 1<sup>st</sup> December, 2015 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website [www.gcmcommo.com](http://www.gcmcommo.com) besides communicating the same to the BSE Limited where the shares of the Company are listed.

6. The Postal Ballot Form and the prepaid self-addressed business reply envelope are enclosed for use of Members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
7. Voting rights shall be reckoned in proportion to the paid-up Equity Shares registered in the name of the Member as on 23<sup>rd</sup> October 2015.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

### **Item No. 1**

The Company has been listed and traded on the SME Platform for a more than two years and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of SEBI ICDR Regulations, 2009. Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions, However accordance with Regulation 106 U (1) of SEBI (ICDR) Regulations, 2009 promoter and promoter group will abstain from Voting in the aforesaid resolution.

Board of Directors of the company are interested in the resolutions set out respectively at Item No. 1 of the Notice to the extent of Shares held by them and/or by their relatives, if any.

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. 1 of the Notice for approval of the members.

By Order of the Board

**GCM Commodity & Derivatives Limited**

S/d-

**I. C. Baid**

**DIN : 00235263**

**Chairman**

Place : Kolkata

Date : 26<sup>th</sup> October 2015

# GCM Commodity & Derivatives Limited

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## POSTAL BALLOT FORM

Sr. No.	Particulars	Details of Member(s)
1.	Name & Registered Address of the first named Member  (in Block letters)	
2.	Name of Joint Member(s), if any	
3.	Registered Folio / DP ID / Client ID	
4.	No. of Shares held	

I/We exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for businesses stated in Notice of the Postal Ballot dated 26<sup>th</sup> October 2015 of the Company by sending my/our assent or dissent to the said Special Resolutions by placing the tick  mark at the appropriate box below:

Item No.	Description	No. of Shares held	I / We Assent (Agree) to the Resolution [FOR]	I / We Dissent (Disagree) to the Resolution [AGAINST]
1.	Migration from BSE SME Platform to Main Board Of BSE Ltd.			

Place :

Date :

\_\_\_\_\_  
(Signature of the Member)

**Note : Please read the instructions printed overleaf carefully before exercise your vote.**

## INSTRUCTIONS FOR PHYSICAL VOTING

1. A Member(s) desirous to exercise his/her/their vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the Self-Addressed Postage prepaid Business Reply Envelop. However envelope containing Postal Ballot Form, if sent by courier at the expenses of the Member(s) will also be accepted.
2. This form should be duly completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company / furnished by NSDL / CDSL to the Company, in respect of shares held in the physical form or Demat form respectively) by the first named Member and in his/her absence, by the next named joint Member.
3. Unsigned / Incomplete Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 PM on November 30, 2015. Postal Ballot Form received after this date will be considered as invalid.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of Members as on the cut-off date i.e. 23<sup>rd</sup> October 2015.
6. A Member may request for a Duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the Company website [www.gcmcommo.com](http://www.gcmcommo.com). However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM on November 30, 2015.
7. The exercise of vote through Postal Ballot is not permitted through a Proxy.
8. The Scrutinizer's decision on the validity of the vote shall be final and binding.
9. Members are requested not to send any other paper / documents along with the Postal Ballot Form. If sent, the said paper(s) / documents will be acted upon.
10. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.

## INSTRUCTIONS FOR E-VOTING

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 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: **Saturday, October 31, 2015 at 9.00 a. m.**
- b) Date and time of end of voting through electronic means beyond which voting will not be allowed : **Monday, November 30, 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 **October 23, 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](http://www.evotingindia.com)
- e) Details of Scrutinizer: CA Alok Kr. Das, Practising Chartered Accountant (Membership No. 055737), 20 Chanchal Sarani, P. O. Santoshpur, Kolkata – 700 075. E-mail: [alokdas631@gmail.com](mailto:alokdas631@gmail.com).
- f) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.**

**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](http://www.evotingindia.com) during the voting period
- ii Click on "Shareholders" tab
- iii Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with " 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](http://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, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes.
- 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.
- x 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.
- xi For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii Click on the EVSN for GCM COMMODITY & DERIVATIVES LIMITED on which you choose to vote.
- xiii 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.
- xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv 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.
- xvi Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii 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](mailto: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.
- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also contact the helpdesk on the toll free number: 1800-200-5533.