

Notice of 39th Annual General Meeting

Notice is hereby given that the 39th Annual General Meeting of the members of GEMS Commercial Co Ltd [CIN: L51109WB1983PLC035777] will be held at the registered office of the Company i.e. 20/1, Maharshi Debendra Road 2nd Floor, Kolkata (WB)-700007 on Monday, June 27, 2022 at 12:00 PM, to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: Adoption of audited Financial Statements of the Company for the Financial Year ended on March 31, 2022:

“**RESOLVE THAT** the audited Financial Statements of the Company for the Financial Year ended on March 31, 2022 along with Director’s Report and Auditors’ Report thereon be and are hereby received, considered, approved and adopted.”

Item No. 2: Re-appointment of Mr. Rajender Soni (DIN: 00418933) as Director:

“**RESOLVED THAT** Mr. Rajender Soni (DIN: 00418933), who retire by rotation and being eligible offer himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by Rotation.”

SPECIAL BUSINESS:

Item No. 3: Appointment of Mr. Shashi Kant Gupta (DIN: 02623242) as Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Shashi Kant Gupta (DIN: 02623242) who appointed as an additional Director of the company pursuant to provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible offer himself for appointment and in respect of whom the company has received a notice in writing from him pursuant to provisions of section 160 of the Companies Act, 2013 signifying his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.”

“**FURTHER RESOLVED THAT** Mr. Rajender Soni, Managing Director, Mrs. Uma Jain, Mr. Krishan Swaminathan, Directors of the Company and Ms. Priya Bari, Company Secretary of the Company, be and is here by severally authorized to take all such steps and actions as may be required for this purpose and to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. 4 - Approval for alteration of registered office clause of Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules 2014 (including any statutory modification or re-enactment thereof for

the time being in force), and subject to the approval of the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, the consent of the Members of the Company be and are hereby accorded to shift the Registered Office of the Company from "State of West Bengal" to the "State of Uttar Pradesh" and the existing Clause II of the Memorandum of Association be substituted by the following Clause –

'II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.'

"RESOLVED FURTHER THAT Mr. Rajender Soni, Managing Director and/or Mr. Krishnan Swaminathan and/or Mrs. Uma Jain, Directors of the Company and/or Ms. Priya Bari, Company Secretary of the Company, be and are hereby jointly/severally authorised to execute, verify, sign, affirm and/or present the petitions, affidavits and other statements forming part of the petition on behalf of the Company to the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, including, to make corrections or to give explanations or to submit any statement, appoint and to authorize Practicing Company Secretaries, Chartered Accountants and/or Lawyers or other professional as authorised representatives, to file required form(s) with Registrar of Companies, Central Government, Regional Director and to take all the necessary steps required on behalf of the Company for the purpose of shifting the Registered Office of the Company from the "State of West Bengal" to the "State of Uttar Pradesh".

Registered office:
20/1, Maharshi Debendra Road,
2nd Floor
Kolkata- 700007

By order of the Board
for Gems Commercial Co. Limited

Date: May 26, 2022

Uma Jain
(Director)
DIN: 08784837

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. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
A person can act as proxy on behalf of the member's upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other shareholder.
2. Corporate members intending to permit their authorized representatives to attend the Annual General Meeting pursuant to provisions of Section 113 of the Companies Act, 2013 are required to send a scanned certified copy of the relevant Board resolution authorizing the representative to attend & vote on their behalf through remote e –voting or at the meeting.
3. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses, as set out above is annexed hereto.
4. The Notice of 39th Annual General Meeting along with instructions for remote e-voting is sent to Members, Directors, Auditors and others entitled to, by permitted mode.
5. Participants i.e. members, directors, auditors and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. before the general meeting in atleast 7 days advance on the e-mail address of the company at gemscom@yahoo.com or investcos@yahoo.com .

6. The register of members and Share Transfer Books of the company remain closed from **June 21, 2022 to June 27,2022** (both days inclusive).
7. All documents referred to in the Notice and Explanatory Statement are available at the Registered Office of the Company, for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **June 27,2022**. Members seeking to inspect such documents can send an email to gemscom@yahoo.com or investcos@yahoo.com .
8. Member are requested to notify immediately any change of address to the company.
9. **E-voting:**
- i) In Compliance with section-108 read with rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide e-voting facility to shareholders through Central Depository Services (India) Limited (CDSL) as an alternative to cast their vote electronically on the Resolutions set forth in the Notice
 - ii) A member may exercise his vote at any general meeting by electronic means.
 - iii) During the e-voting period, members of the company holding shares as on the cut-off date i.e. **June 20, 2022**, may cast their vote electronically. The voting rights of the shareholders shall be in proportion of their shares in paid-up equity share capital of the Company as on cut-off date.
 - iv) The e-voting period commences on **June 23, 2022** at 09:00 AM and will ends on **June 26, 2022** at 05:00 PM. The e-voting shall be disabled by CDSL for voting thereafter.
 - v) Once the vote on a resolution is cast by the shareholders, the shareholder shall not be allowed to change it subsequently.
 - vi) **instructions for shareholders voting electronically are as under:**
 - a. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

In order to increase the efficiency of the voting process, all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants, able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to said SEBI Circular, login method for e-Voting and joining virtual meetings for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able

	<p>to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website</p>

	for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- b. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

vii) **Login method of e-Voting for Members (including HUF) other than individual Members & physical Members**

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on **Shareholders**.
- c) Now Enter your User ID
- d) For CDSL: 16 digits beneficiary ID,
- e) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- f) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- g) Next enter the Image Verification as displayed and Click on Login.
- h) 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.

viii) 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) 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 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. Eg. 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	Enter the Dividend Bank Details as recorded in your demat account or in

Bank Detail s	<p>the company records for the said demat account or folio.</p> <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 instruction (iv).
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10. After entering these details appropriately, click on "SUBMIT" tab.
11. 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
12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
13. Click on the EVSN of **Gems Commercial Company Limited**
14. 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.
15. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
16. 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.
17. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
18. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
19. 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.
20. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A 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.
21. **M-voting** : Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone

and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

22. 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
23. **Process for those shareholders whose email ids are not registered: -**
- a. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company (gemscom@yahoo.com).
 - b. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL- 16 digit DPID + CLID), ame, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company (gemscom@yahoo.com).
24. Mr. Avi Sangal, Practicing Company Secretary holding Certificate of Practice No. 11984 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Board has also authorised Chairman to appoint one or more scrutinizers in addition to and/or in place of Mr. Avi Sangal.
25. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours from the conclusion of meeting, a consolidated scrutiner's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gemscommercial.co.in and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013:

Explanatory statement to Item No. 3: Appointment of Mr. Shashi Kant Gupta (DIN: 02623242) as Director of the Company

The Board of Director of the Company had appointed Mr. Shashi Kant Gupta as additional Director of the Company in their meeting held on February 10,2022 as an Additional Director and he will hold office only upto the date of this Annual General Meeting.

Mr. Shashi Kant Gupta (DOB: 24.10.1978) is Chartered Accountant and having experience of more than 15 years in the field of Finance, Accounts, taxation etc. the Company will be benefited from his knowledge.

In term of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr. Shashi Kant Gupta being eligible and offering himself for appointment is proposed to be appointed as non-Executive Director of the Company.

In opinion of the Board, Mr. Shashi Kant Gupta is fit for appointment as Director of the Company and fulfil the conditions specified under Companies Act, 2013 and rules made thereunder.

The Board Consider that his knowledge and experiences will be a great value for the company and recommend the resolution for his appointment as Director of the Company.

Except Mr. Shashi Kant Gupta, being an appointee, none of the Directors is concerned or interested in said resolution set out at item No. 3.

ANNEXURE TO ITEM No. 3 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting.

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Shashi Kant Gupta
Date of Birth	24.10.1978
Nationality	Indian
Date of Appointment on the Board	10.02.2022
Qualifications	Chartered Accountant
Expertise in specific functional area	Finance, Accounts, Tax Management.
Number of shares held in the Company	Nil
List of the directorships held in other companies*	Little Rock Trade & Investment Ltd Hindustan Commercial Company Ltd Tijil Consultancy Services Private Limited
Number of Board Meetings attended during the year 2022	2
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	0
Relationships between Directors inter-se	None
Remuneration details (Including Sitting Fees & Commission)	As per Company's existing policy

Explanatory statement to Item No. 4: Approval for alteration of registered office clause of Memorandum of Association of the Company

The Board of Directors in their meeting held at the Corporate Office of the Company on Thursday, May 26, 2022 decided to change the Registered Office of the Company from "State of West Bengal" to the "State of Uttar Pradesh" for the administrative purpose and to enable the Board of Directors to expand its business in the state of Uttar Pradesh in future. Hence, they felt the need to shift the Registered Office to the State of Uttar Pradesh.

Shifting of Registered Office outside the State requires approval of the Regional Director, Eastern Region, Ministry of Corporate Affairs, as per New Companies Act, 2013. Hence the matter is placed before the members for passing a special resolution. After the resolution is passed, necessary application will be submitted to the Regional Director, Eastern Region, Kolkata for his approval.

None of the Directors of the company are concerned or interested in the above resolution. Board recommends the resolution for your approval.

GEMS Commercial Co. LimitedRegd. office- 20/1, Maharshi Debendra Road 2nd Floor, Kolkata (WB)-700007

CIN: L51109WB1983PLC035777; website: www.gemscommercial.co.in

Email: gemscom@yahoo.com, Ph. No.- +91-120-4939945

ATTENDANCE SLIP

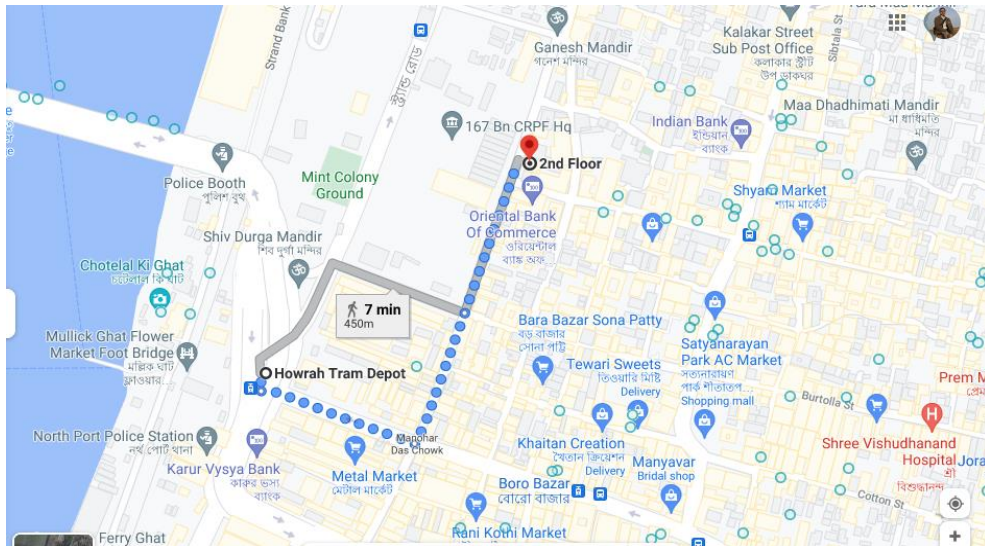
Folio No/DP ID or Client ID		No of Shares	
Name of the Member(s)/proxy: _____			
Address: _____			

Email id:			

I/We certify that I/We am/are member(s)/proxy for the member(s) of the Company and hereby record my/our presence at 39th Annual General Meeting of the Company to be held at 20/1, Maharshi Debendra Road 2nd Floor, Kolkata (WB)-700007 on Monday, June 27, 2022 at 12:00 PM.

Signature of 1st Member's/Proxy'sSignature of 2nd Member's/Proxy'sSignature of 3rd Member's/Proxy's

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP**Vanue: 20/1, Maharshi Debendra Road 2nd Floor, Kolkata (WB)-700007**

GEMS Commercial Co. LimitedRegd. office- 20/1, Maharshi Debendra Road 2nd Floor, Kolkata (WB)-700007

CIN: L51109WB1983PLC035777; website: www.gemscommercial.co.in

Email: gemscom@yahoo.com, Ph. No.- +91-120-4939945

Proxy form

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

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: DP ID: _____

I/We, being the member (s) of _____ shares of GEMS Commercial Co Ltd, hereby appoint:

1. Name: _____ Address: _____
_____ Email id _____ or failing him2. Name: _____ Address: _____
_____ Email id _____ or failing him3. Name: _____ Address: _____
_____ Email id _____

And whose signature (s) are appended below as my/our proxy to attend and vote (on poll) for me/us and my/our behalf at the 39th Annual General Meeting of the Company to be held at 20/1, Maharshi Debendra Road 2nd Floor, Kolkata (WB)-700007 on Monday, June 27, 2022 at 12:00 PM or at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS	
Ordinary Business	
1	Adoption of audited Financial Statements of the Company for the Financial Year ended on March 31, 2022
2	Re-appointment of Mr. Rajender Soni (DIN: 00418933) as Director.
Special Business	
3	Appointment of Mr. Shashi Kant Gupta (DIN: 02623242) as Director of the Company.
4.	Approval for alteration of registered office clause of Memorandum of Association of the Company.