

Notice of 37th Annual General Meeting

Notice is hereby given that the 37th 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. 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata (WB)-700020 on Wednesday, September 30, 2020 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, 2020:

“**RESOLVE THAT** the audited Financial Statements of the Company for the Financial Year ended on March 31, 2020 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. Rajat Kumar (DIN:06535125) as Director:

“**RESOLVED THAT** Mr. Rajat Kumar (DIN:06535125) 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.”

Item No.3 : Appointment of Statutory Auditor:

To appointment M/s. Rakesh K Agarwal & Co (FRN: 033764N) as Statutory Auditor fo the Company and to pass, with or without modification(s) the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the companies Act 2013 read with Companies (Audit and Auditors) Rule 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Rakesh K Agarwal & Co (FRN: 033764N), Chartered Accountants be and is hereby appointed as Statutory Auditors of the Company from the conclusion of this 37th Annual General Meeting to the conclusion of 38th Annual general Meeting of the Company, on a remuneration as mutually agreed upon and out of pocket expenses as may be incurred by them for the performance of their duties in connection with the audit of the Company for the financial years ending on March 31, 2021, be and is hereby approved. ”

SPECIAL BUSINESS:

Item No.4: Appointment of Mr. Krishnan Swaminathan (DIN: 0008784845) 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 read with Schedule IV 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. Krishnan Swaminathan (DIN: 0008784845), 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

an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to July 20, 2025.”

“**FURTHER RESOLVED THAT** Board of Director of the Company be and is here by 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. 5: Appointment of Mrs. Uma Jain(DIN: 087848378) 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, Mrs. Uma Jain(DIN: 087848378) 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 herself for appointment and in respect of whom the company has received a notice in writing from her, pursuant to provisions of section 160 of the Companies Act, 2013 signifying her 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** the Board of Directors of the Company of the Company be and is here by authorized to take all such steps and actions as it may be required and necessary including but not limited to re-designation and promotion of Ms. Uma Jain from time to time on recommendation of Nomination and remuneration Committee..”

Registered office:
11C, Ground Floor,
Ram Mohan Dutta Road
Kolkata- 700020

By order of the Board
for Gems Commercial Co. Limited

Date: August 20, 2020

Rajat Kumar
(Managing Director)
DIN:06535125

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 at the e-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 37th 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 **Septemeber 24, 2020 to Septemeber 30, 2020** (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. September 30, 2020. 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. **September 23, 2020**, may cost 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 **Septemeber 26, 2020** at 09:00 AM and will ends on **Septemeber 29, 2020** 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) 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.
 - 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> <p>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.</p> <p>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.</p>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in 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).

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), name, 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:**item No. 3: Appointment of New Auditor**

At the 32nd Annual General Meeting of the Company held on September 25, 2015, M/s Shiv & Associates (FRN:009989N), Chartered Accountants were appointed as the auditors of the Company for a period of 5 years i.e. from the conclusion of 32nd AGM to the conclusion of 37th AGM (to be held for FY 2019-20).

Further M/s Shiv & Associates (FRN:009989N) who eligible for re-appointment as Statutory Auditor, but not intended to do so due to their other engagements and resigned from the post of Statutory Auditor of the Company. To fill the casual vacancy caused due to resignation of M/s Shiv & Associates (FRN:009989N), the Audit Committee and Board of Directors in their respective Meetings held on August 20, 2020, appointed M/s Rakesh K Agarwal & Co (FRN: 033764N) as Statutory Auditor of the Company for Financial year 2020-21. In terms of Section 139(8) of the Companies Act, 2013, such Appointment of Statutory Auditors also required to be approved by members at general meeting. Hence, approval of members for appointment of M/s Rakesh K Agarwal & Co (FRN: 033764N) as statutory auditors is being sought from shareholders at ensuing Annual General Meeting.

The Board recommend the appointment of M/s Rakesh K Agarwal & Co (FRN: 033764N), Chartered Accountants as Statutory of the Company at ensuing Annual General Meeting.

None of the Directors is concerned or interested in said resolution set out at item No. 3.

Item No.4: Appointment of Mr. Krishnan Swaminathan as Director of the Company

The Board of Director of the Company had appointed Mr. Krishnan Swaminathan as additional Director of the Company in their meeting held on August 20, 2020. As an Additional Director Mr. Krishnan Swaminathan holds office only upto the date of ensuing Annual General Meeting.

Mr. Krishnan Swaminathan (DOB: 31-07-1959) is graduate and having experience of more than 25 years in the field of Finance, Secretarial management 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. Krishnan Swaminathan being eligible and offering himself for appointment is proposed to be appointed as Independent Director of the Company.

In opinion of the Board, Mr. Krishnan Swaminathan 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. Krishnan Swaminathan, being an appointee, none of the Directors is concerned or interested in said resolution set out at item No. 4.

item No. 5: Appointment of Mrs. Uma Jain (DIN: 087848378) as Director of the Company

The Board of Director of the Company had appointed Mrs. Uma Jain as additional Director of the Company in their meeting held on August 20, 2020. As an Additional Director Mrs. Uma Jain holds office only upto the date of ensuing Annual General Meeting.

Mrs. Uma Jain (DOB: 16-07-1971) is graduate and having experience of more than 15 years in the field of business. 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, Mrs. Uma Jain being eligible and offering herself for appointment is proposed to be appointed as Independent Director of the Company.

In opinion of the Board, Mrs. Uma Jain 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 her knowledge and experiences will be a great value for the company and recommend the resolution for her appointment as Director of the Company.

Except Mrs. Uma Jain, being an appointee, none of the Directors is concerned or interested in said resolution set out at item No. 5.

GEMS Commercial Co. Limited

Regd. office- 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata (WB)-700020

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

Email: gemscom@yahoo.com, Ph. No.- +91-11-25769111

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 37th Annual General Meeting of the Company to be held at 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020 on Wednesday, September 30, 2020 at 12:00 PM.

Signature of 1st Member's/Proxy's

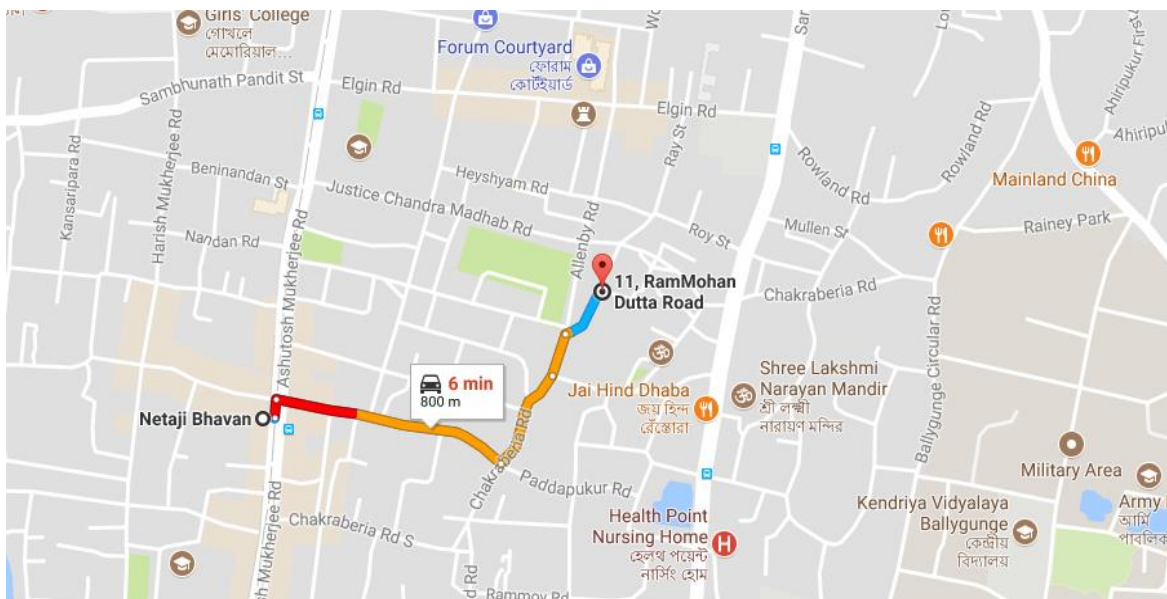
Signature of 2nd Member's/Proxy's

Signature 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: 11C, Ram Mohan Dutta Road, Kolkata



GEMS Commercial Co. Limited

Regd. office- 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata (WB)-700020

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

Email: gemscom@yahoo.com, Ph. No.- +91-11-25769111

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 37th Annual General Meeting of the Company to be held at 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020 on Wednesday, September 30, 2020 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, 2020
2	Re-appointment of Mr. Rajat Kumar (DIN:06535125) as Director
3	To appointment M/s. Rakesh K Agarwal & Co (FRN: 033764N) as Statutory Auditor fo the Company
Special Business	
4	Appointment of Mr. Krishnan Swaminathan (DIN:0008784845) as Director of the Company
5	Appointment of Mrs. Uma Jain(DIN: 087848378) as Director of the Company