

Notice of 36th Annual General Meeting

Notice is hereby given that the 36th Annual General Meeting of the members of Gems Commercial Co. Limited [CIN: L51109WB1983PLC035777] will be held at the registered office of the Company at 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020 on Tuesday, July 30, 2019 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, 2019:

“RESOLVE THAT the audited Financial Statements of the Company for the Financial Year ended on March 31, 2019 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.”

SPECIAL BUSINESS:

Item No. 3: Adoption of new set of Articles of Association.

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 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any amendment thereto or re-enactment thereof), the new set of Articles of Association (duly initialled by the Director for the purpose of identification) be and are hereby adopted for substitution for, and entire exclusion of existing Article of Association of the Company.”

“FURTHER RESOLVED THAT Mr. Rajat Kumar and Mr. Raj Kumar, Directors of the Company be and are hereby jointly/severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By order of the Board
For Gems Commercial Co. Limited

Place: New Delhi
Date: May 30, 2019

Rajat Kumar
(Managing Director)
(DIN: 6535125)

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 send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution.

3. The register of members and Share Transfer Books of the company remain closed from **July 24, 2019 to July 30, 2019** (both days inclusive).
4. All the Documents referred to the notice and Explanatory Statement is available for inspection at the registered office of the Company during the business hours between 11:00 AM to 05:00 PM till the date of Annual General Meeting.
5. Members are requested to send their queries, if any atleast seven days in advance of the meeting so that the information can be made available at the meeting.
6. Member are requested to notify immediately any change of address to the company.
7. **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. **July 23, 2019**, 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 **July 26, 2019** at 09:00 AM and will ends on **July 29, 2019** 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
 - 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.
 - (d) Next enter the Image Verification as displayed and Click on Login.
 - (e) 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.
 - (f) 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	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 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).

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) 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.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN of **GEMS Commercial Co Ltd**.

- (k) 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.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (p) 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.
- (q) 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.
- (r) 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
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Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item No. 3:

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors in its meeting held on 30th May 2019 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the registered office of the Company and copies thereof shall also be made available for inspection at the admin office of the Company and also at the place of the meeting on the meeting day. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution.

None of Directors/Key Managerial Personnel or their relatives are in a way interested or concerned in the resolution.

GEMS Commercial Co Ltd

CIN – L51109WB1983PLC035777;

Regd. off.: Regd. off.: 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020

Phone: 011-25769111; Email: satishagrawal307@yahoo.com

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 him

2. Name: _____ Address: _____
_____ Email id _____ or failing him

3. 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 36th Annual General Meeting of the Company to be held at 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020 on Tuesday, July 30, 2019 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, 2019
2	Re-appointment of Mr. Rajat Kumar (DIN:06535125) as Director
Special Business	
3	Adoption of new set of Article of Association.

GEMS Commercial Co Ltd

CIN – L51109WB1983PLC035777;

Regd. off.: Regd. off.: 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020

Phone: 011-25769111; Email: satishgawal307@yahoo.com

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 36th Annual General Meeting of the Company to be held at 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020 on Tuesday, July 30, 2019 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**