

Notice of 38th Annual General Meeting

Notice is hereby given that the 38th 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, August 09, 2021 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, 2021:

“**RESOLVE THAT** the audited Financial Statements of the Company for the Financial Year ended on March 31, 2021 along with Director’s Report and Auditors’ Report thereon be and are hereby received, considered, approved and adopted.”

Item No. 2: Re-appointment of Mrs. Uma Jain (DIN: 08784837) as Director:

“**RESOLVED THAT** Mrs. Uma Jain (DIN: 08784837), who retire by rotation and being eligible offer herself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by Rotation.”

Item No.3 : Re-appointment of Statutory Auditor:

To re-appoint 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 re-appointed as Statutory Auditors of the Company from the conclusion of this 38th Annual General Meeting to the conclusion of 43rd 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, 2022 to March 31, 2026, be and is hereby approved”

SPECIAL BUSINESS:

Item No.4: Appointment of Mr. Rajender Soni (DIN: 00418933) as Managing 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 Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI(LOADR) Regulations 2015, as amended from time to time, and Articles of Association of the Company, consent of the Company be and is hereby accorded for appointment of **Mr. Rajender Soni** (DIN: 00418933), director of the Company as Managing Director of the Company for a period of five years with effect from August 01, 2021 upto July 31, 2026 oupon such terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of

profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting. “

“**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Rajender Soni as Managing Director, including the components of the remuneration payable to him”

“**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

“**FURTHER RESOLVED THAT** Mrs. Uma Jain(DIN: 087848378) and/or Mr. Krishan Swaminathan (DIN: 08784845) Directors of the Company and Mr. Sudhir Chnad Sood, Company Secretary, 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.”

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

By order of the Board
for Gems Commercial Co. Limited

Date: June 28, 2021

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 38th 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 **August 03, 2021 to August 09, 2021** (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. **August 09, 2021**. 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. **August 02, 2021**, 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 **August 05, 2021** at 09:00 AM and will ends on **August 08, 2021** 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	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).

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 scrutiniser'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 37th Annual General Meeting M/s Rakesh K Agarwal & Co (FRN: 033764N) was appointed as Statutory Auditor of the Company for Financial year 2020-21 to fill the vacancy caused due to resignation of M/s Shiv & Associates. Further the Board of Directors intended to re-appoint M/s Rakesh K Agarwal & Co (FRN: 033764N) for the further term of 5 year as Statutory Auditor of the Company from the conclusion of this 38th AGM to the conclusion of 43rd AGM.

In terms of Section 139(8) of the Companies Act, 2013, such Appointment/re-appointment of Statutory Auditors also required to be approved by members at general meeting. Hence, approval of members for re-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 re-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. Rajender Soni as Managing Director of the Company.

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Rajender Soni (DIN: 00418933) as an Additional Director from w.e.f 10.05.2021. In terms of Section 161(1) of the Companies Act, 2013, Mr. Rajender Soni holds office as an Additional Director only upto the date of ensuing Annual General Meeting and is eligible for appointment as a Director. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Soni's appointment as a Director

Mr. Rajender Soni, aged 61 years (DOB: 15-07-1960) is graduate and have experience of more than 25 years in the field of Finance, Secretarial management etc. the Company will be benefited from his knowledge. Mr. Soni has a long association with Dalmia group.

The principal terms and conditions of appointment of Mr. Rajender Soni as the Managing Director is as follows:**1. Period of Appointment:**

Five years commencing from 1st August 2021, the date of appointment.

2. A. Remuneration:

In consideration of the performance of his duties, the Company shall pay to Mr. Rajender Soni the fixed gross remuneration (other than the PF, Superannuation and Gratuity) of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand only) per annum with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The gross remuneration shall be categorized as follows:-

B. Basic Salary

75,000/- (Rupees 75 thousand only) per annum.

The increment as and when approved by the Board shall be merit based and will take into account the performance as MD as well as that of the Company.

C. Perquisites & Allowances:

As applicable from time to time and approved by Board of Director or committees thereof.

D. Leave

Entitled for leave with full pay or encashment thereof as per the rules of the Company.

E. Amenities:**i. Conveyance facilities:**

The Company shall provide suitable vehicle to the Managing Director. All the repairs, maintenance and running expenses including driver's salary shall be borne / reimbursed by the Company.

ii. Telephone internet and other communication facilities:

The Company shall provide telephone, mobile, internet and other communication facilities at the Managing Director.

3. Income-Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.

4. Powers & Responsibilities as the Managing Director:

- a. As the Managing Director (MD) Mr. Rajender Soni will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.
- b. MD will, to the best of his skill and ability, endeavour to promote the interests and welfare of the Company and to conform to and comply with the directions & regulations of the Company and

- also such orders and directions as may from time to time be given to him by the Board of Directors of the Company.
- c. MD shall at all times act in the best interests of the Company and all its stakeholders (including its minority shareholders) and keep the Board of Directors informed of any developments or matters that have materially impaired, or are reasonably likely to materially impair, the interests of the Company and/or any of its stakeholders.
 - d. Subject to the superintendence, control and direction of the Board, MD shall (i) have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business and (iii) have the authority to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company.
 - e. MD shall devote the whole of his time, attention and abilities to manage the business of the Company and shall use his best endeavour to promote its interest and welfare
5. During the currency of this Agreement, MD shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature. However, he may with the prior approval of the Board of Directors, hold Directorship in other companies and/or provide services to other group companies.
 6. The terms & conditions of appointment and the payment of remuneration to MD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard and within the overall approval given by the Shareholders
 7. (i) The appointment Agreement with MD may be terminated either by the Company or by him by giving 6 (six) months' notice in writing at the end of a calendar month to the other party or the payment of salary in lieu thereof.
(ii) The Agreement may also be terminated upon notice in writing to the other party:
 - (a) in the event that the other party materially breaches this Agreement and has not remedied such breach (if applicable of remedy) within 14 days of having been notified of the breach or;
 - (b) in accordance with applicable law.
 - (c) Both parties reserves the right to terminate the Agreement without notice for "Due Course".For the purposes of this Agreement Due Cause means: an event such as grave or repeated violations of any relevant contractual obligations, guidelines or instructions; intentionally or negligently causing damage or injury to the other party; the acceptance of commissions or bribes in any form; any behaviour that seriously damages, the Company or the Employee's reputation; the commission of serious offences against applicable law; or repeated failure to perform basic responsibilities despite having fair opportunity to rectify such failure to perform.
 8. If at any time the MD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the MD and this Agreement with the Company shall stand terminated forthwith. Similarly, if at any time the MD ceases to be in the employment of the Company for any cause/ reason whatsoever, he shall cease to be a Director of the Company. The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Rajender Soni under Section 190 of the Act.

In opinion of the Nomination and remuneration committee and Board of Directors is of the opinion that, Mr. Rajender Soni is fit for appointment as Managing 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 Managing Director of the Company.

Except Mr. Rajender Soni, being an appointee, none of the Directors is concerned or interested in said resolution set out at item No. 4. Mr. Soni is not related to any other Director or KMP of the Company.

ANNEXURE TO ITEMS. 4 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. Rajender Soni
Date of Birth	15-07-1960
Nationality	Indian
Date of Appointment on the Board	10.05.2021
Qualifications	Graduate
Expertise in specific functional area	Finance, Management.
Number of shares held in the Company	Nil
List of the directorships held in other companies*	W G F Financial Services Limited Lakshmi vishnu investment limited Mourya finance limited Chirawa investment limited
Number of Board Meetings attended during the year 2021	2
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	3
Relationships between Directors inter-se	None
Remuneration details (Including Sitting Fees & Commission)	1.60 lacs

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

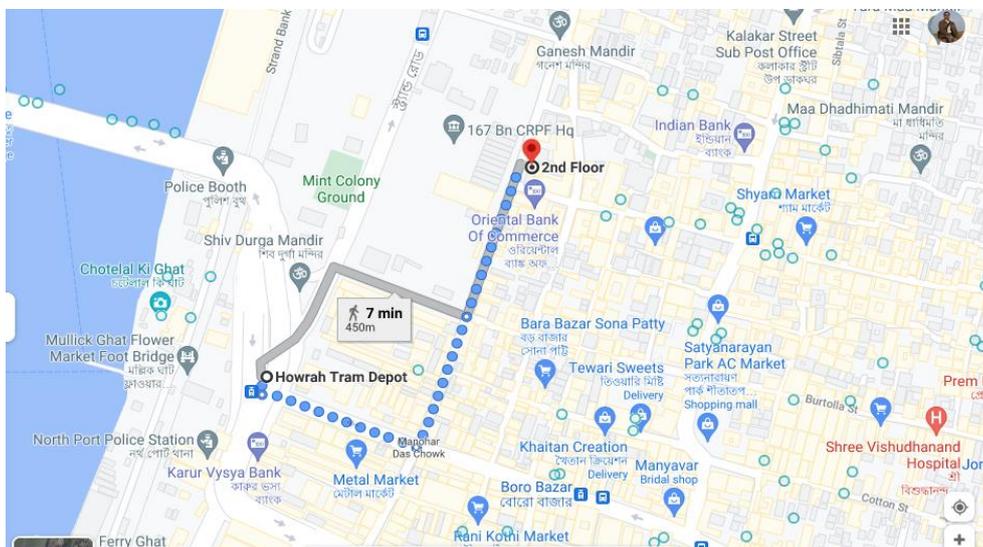
Folio No/DP ID or Client ID		No of Shares	
Name of the Member(s)/proxy: _____			
Address: _____			

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 38th Annual General Meeting of the Company to be held at 20/1, Maharshi Debendra Road 2nd Floor, Kolkata (WB)-700007 on Monday, August 09, 2021 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: 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 38th Annual General Meeting of the Company to be held at 20/1, Maharshi Debendra Road 2nd Floor, Kolkata (WB)-700007 on Monday, August 09, 2021 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, 2021
2	Re-appointment of Mrs. Uma Jain (DIN: 08784837) as Director
3	To re-appointment M/s. Rakesh K Agarwal & Co (FRN: 033764N) as Statutory Auditor for the Company
Special Business	
4	Appointment of Mr. Rajender Soni (DIN:0008784845) as Managing Director of the Company.