

**GCM Securities Ltd**  
**L67120WB1995PLC071337**

Registered office: 3B, Sir R N M House, 5th Floor, Lal Bazar Street, Kolkata, West Bengal, 700001  
Corporate office: 805, Raheja Centre, 214 Free Press Journal Marg, Nariman Point, Mumbai - 400 021  
Tel: 033-22481053 / 22489908; Email: gcmsecu.kolkata@gmail.com; Website: [www.gcmsecuritiesltd.com](http://www.gcmsecuritiesltd.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 together with the Companies (Management and Administration) Rules, 2014, ("Rules") including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, 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 Ms. Kriti Daga, Practicing Company secretary (Membership No. 026425), 4, Ho Chi Minh Sarani, 3rd Floor Kolkata - 700 071 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 9th March, 2017.

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 on 11th March 2017 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.gcmsecuritiesltd.com](http://www.gcmsecuritiesltd.com)

By Order of the Board  
**GCM Securities Limited**  
S/d-  
**Manish Baid**  
**DIN: 00235263**  
**Chairman**  
Place: Kolkata  
Date: 25<sup>th</sup>, January 2017

**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** any of 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.

By Order of the Board

**GCM Securities Limited**

S/d-

**Manish Baid**

**DIN : 00235263**

**Chairman**

Place : Mumbai

Date : 25<sup>th</sup>, January 2017

## Notes

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **27<sup>th</sup> January 2017** . The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **27<sup>th</sup> January 2017** will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on **27<sup>th</sup> January 2017**.
7. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to [gcmsecu.kolkata@gmail.com](mailto:gcmsecu.kolkata@gmail.com) The Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are given in this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed postage prepaid envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. **5:00 p.m.**) on **09<sup>th</sup> March 2017**. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after **5:00 p.m.** on **09<sup>th</sup> March 2017**, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on **11<sup>th</sup> March 2017** at the Corporate Office at **805, Raheja Centre, 214 Free Press Journal Marg, Nariman Point, Mumbai - 400 021 (INDIA)** and will also be displayed on the Company website ([www.gcmsecuritiesltd.com](http://www.gcmsecuritiesltd.com)), besides being

communicated to the Stock Exchange , Depository, Registrar and Share Transfer Agent on the said date.

12. The date of declaration of results of the postal ballot i.e. on **11<sup>th</sup> March 2017** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **Voting through electronic means**

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility 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 CDSL for the purpose of providing e-voting facility to all its Members.

- (1) The voting period begins on **08<sup>th</sup> February 2017 (9:00 am)** and ends on **09<sup>th</sup> March 2017, (5:00 pm)**. During this period, shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **27<sup>th</sup> January 2017** , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (2) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (3) Click on "Shareholders" tab.
- (4) Now Enter your User ID
  - i) For CDSL : 16 digits beneficiary ID
  - ii) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
  - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (5) Next enter the Image Verification as displayed and Click on Login.
- (6) 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. If you are a first time user follow the steps given below.

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> <ul style="list-style-type: none"><li>• 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.</li><li>• 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.</li></ul>
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DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li> </ul>

- (7) After entering these details appropriately click on "SUBMIT" tab.
- (8) 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. 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.
- (9) For Members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) Click on Electronic Voting Sequence Number (EVSN) relevant for "**GCM SECURITIES LIMITED**" on which you choose to vote.
- (11) 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.
- (12) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (13) After selecting the resolution you have decided to vote 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.
- (14) Once you "CONFIRM" your vote on the resolution you will not be allowed to modify your vote.
- (15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (16) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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](http://www.evotingindia.com) and register themselves as Corporates.

\*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](mailto: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.

(17) In case of members receiving the physical copy please follow all steps from Sl no (1) to (15) above to cast vote.

(18) 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).

(19) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **27<sup>th</sup> January 2017**.

(20) Ms.Kriti Daga, Practicing Company Secretary (Membership No. ACS 26425, CP No. 14023) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

(21) The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on **11<sup>th</sup> March 2017** and communicated to the stock exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at [www.gcmsecuritiesltd.com](http://www.gcmsecuritiesltd.com).

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No 1:**

As per SEBI circular dated 18th May 2010, Company with post issue face value capital of `10 crores or more and upto `25 crores and listed SME Platform of Stock Exchange can migrate to their Main Board., provided shareholder's approval is obtained in accordance with Securities and Exchange Board of India (ICDR) Regulations and the Company meets listing requirements of Stock Exchange on which the Company is proposed to list. Further, in compliance of BSE circular dated 26th November 2012, Directors of your Company are of the view that migration to main board of BSE Limited will accelerate in growth and expansion of the Company and will also help the shareholders to benefit better return from their investments.

The Directors of the Company propose the resolution for your approval. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

By Order of the Board

**GCM Securities Limited**

S/d-

**Manish Baid**

**DIN : 00235263**

**Chairman**

Place : Mumbai

Date : 25<sup>th</sup> January 2017

**GCM Securities Ltd**  
**L67120WB1995PLC071337**

Registered office: 3B, Sir R N M House, 5th Floor, Lal Bazar Street, Kolkata, West Bengal, 700001  
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**POSTAL BALLOT FORM**

Last Date: 09.03.2017, 5:00 P.M.

Sr. No. :

Name and Registered Address of the sole / First named Member	:
Name (s) of the Joint Holder (s) (if any)	:
Registered Folio No./ DP ID No. and Client ID No.	:
Number of share(s) held	:

I / We hereby exercise my / our vote(s) in respect of the following Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 25<sup>th</sup> January, 2017 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (v) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1.	<b>MIGRATION FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LTD</b>			

Place:

Date:

\_\_\_\_\_  
(Signature of Member/ Beneficial Owner)

EVSN (Electronic Voting Sequence Number)	User ID	*Default PAN /Password
INE168001026		

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

## IMPORTANT INSTRUCTIONS

- I. The voting rights for the shares are one vote per equity share which is fully paid, registered, in the name of the shareholders/beneficial owners as on Friday, 27<sup>th</sup> January, 2017.
- II. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- III. Voting period commences on Wednesday, 08<sup>th</sup> February, 2017 at 9.00 A.M and will end on Thursday 09<sup>th</sup> March 2017 at 5.00 P.M.
- IV. The result of the Postal Ballot would be announced by the Managing Director or any other Director of the Company on Saturday, 11<sup>th</sup> March, 2017 and displayed on the Notice Board of the Company at its Registered Office besides being communicated to the Bombay Stock Exchange.
- V. A member need not use all his/her votes.
- VI. Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
- VII. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
- VIII. Any queries/grievances pertaining to voting by Postal Ballot can be addressed to Ms. Kriti Daga, Practicing Company secretary (Membership No. 026425) at 4, Ho Chi Minh Sarani, 3rd Floor Kolkata - 700 071 or by sending an email at gmsecu.kolkata@gmail.com.

### Instructions for Voting by Physical Postal Ballot Form

- I. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- III. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
- IV. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Thursday, 09<sup>th</sup> March 2017 at 5.00 p.m. Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
- V. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authority to the person voting on the Postal Ballot Form. Where the

form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.

- VI. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
- VII. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. V above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- VIII. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
- IX. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
- X. Postal Ballot Forms with following deficiencies will be rejected.
  - i. A form other than one issued by the Company has been used.
  - ii. It has not been signed by or on behalf of the Member.
  - iii. Signature on the Postal Ballot form doesn't match the specimen signatures with the Company.
  - iv. It is not possible to determine without any doubt the assent or dissent of the Member.
  - v. Neither assent nor dissent is mentioned.
  - vi. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member.
  - vii. The envelope containing the Postal Ballot form is received after the last date prescribed.
  - viii. The Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
  - ix. It is defaced or mutilated in such a way that its identity as a genuine form cannot be Established.
  - x. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - xi. Postal Ballot Form is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.