

GAYLORD COMMERCIAL COMPANY LIMITED

Regd. Off. 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata- 700072

Tel. No. : 033-22126083, Fax: 033-30226083, Email: gaylordcom123@gmail.com

Website: www.gcclimited.in, CIN: L17232WB1983PLC035978

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of the **GAYLORD COMMERCIAL COMPANY LIMITED** will be held at 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700072 on Thursday, the 29th day of September, 2016 at 10.00 A.M. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Beda Nand Choudhary (DIN - 00080175), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors and fix their remuneration and for the purpose to consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 139 and the Rules made thereunder, and pursuant to the recommendations of the audit committee, M/s. Bhandari B. C. & Co., Chartered Accountants, Firm Registration No. 311082E, Kolkata, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of 32nd Annual General Meeting for a term of 5 years till conclusion of 37th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) at such remuneration as may be determined by the Board of Directors in consultation with the Auditors.”

AS SPECIAL BUSINESS:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force, **Mr. Tarun Bisht (DIN 07269544)**, who was appointed as an Additional Director in the category of Independent Director by the Board with effect from 14th May, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from 14th May, 2016 to 13th May, 2021, not liable to retire by rotation.”

By order of the Board
For **Gaylord Commercial Company Limited**

Beda Nand Choudhary
Director

Registered Office:

1/1A, Biplabi Anukul Chandra Street,
5th Floor, Room No. 5G,

Kolkata – 700 072

Date: The 25th day of August, 2016

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/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. Proxies in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to the notice hereto.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. The Register of Members and Share Transfer books of the Company shall remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).

6. Members are requested to notify immediately any change of address & e-mail id to the Company and in case their shares are held in dematerialized form the information should be passed on to their Depository Participant (DPs) without any delay.

7. Shareholders are requested to bring the attendance slip along with copy of Annual Report at the Annual General Meeting.

8. Please note that as per the notification of SEBI, the Company's shares are under the compulsory Demat trading. The Shareholders who are still holding shares in physical form are requested to take immediate steps to Demat their shares to avail easy liquidity, since trading of shares of the Company are under compulsory Demat Mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate. You are therefore, requested to Demat your Shareholding to avoid any inconvenience in future.

9. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 submission of a copy of PAN card of the transferor and transferee is mandatory for transfer of shares held in physical form.

10. A copy of Balance Sheet as on 31st March, 2016, Statement of Profit and Loss for the year ended on that date, the Auditors' Report, the Directors' Report and all other documents required by law to be annexed or attached to the Balance Sheet shall be available for inspection at the Registered Office of the Company on all working days during business hours between 11.00 a.m. and 1.00 p.m. for a period of 21 days before the date of Annual General Meeting.

11. Voting Through Electronic Means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

GAYLORD COMMERCIAL COMPANY LIMITED=====

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
- i. The remote e-voting period commences on September 26, 2016 at (9.00 A.M) and end on September 28, 2016 at (5.00 P.M). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22nd, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iii. Click on “Shareholders” tab.
 - iv. 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, excluding the special characters.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. 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. However, if you are a first time user, please 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> <ul style="list-style-type: none">• 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	<p>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.</p>
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">• Please Enter the DOB or Bank Account Number in order to Login.• 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).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company Name i.e. "GAYLORD COMMERCIAL COMPANY LIMITED" on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. 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.
- xviii. Note for Institutional Shareholders and Custodians:
 - i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. After receiving the login details they have to create compliance user which 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.
 - iv. 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.
 - v. 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.
- xix. 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 or contact them at 1800 200 5533
- xx. Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. 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 on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

12. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at jagannathcs@hotmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 28, 2016, upto 5 p.m. without which the vote shall not be treated as valid.
13. 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 of September 22nd, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
14. The notice of the AGM will be sent to the members, whose names appear in the register of members/ beneficiary owners as at closing hours of business on 12th August, 2016.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 22nd, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22nd, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. September 22nd, 2016 are requested to send the written / email communication to the Company at gaylordcom123@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. Mr. Jagannath Kar, Company Secretary (Membership No. 20600 & CP No. 7591) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company website www.gclimited.in and on the website of CDSL. The same will be communicated to the Stock Exchange.
21. Details of Directors seeking appointment / re-appointment in the Annual General Meeting:

Name of the Director	Mr. Tarun Bisht (DIN : 07269544)	Mr. Beda Nand Choudhary (DIN : 00080175)
Date of Birth	13th July, 1989	17th February, 1970
Date of Appointment	14th May, 2016	14th February, 2013
Qualification	B. Com, LLB	B.Com
Expertise in Specific Functional areas	Corporate and other Laws	Accounts and Finance
Directorship held in listed Companies	NIL	Mathew Easow Research Securities Ltd.
Committee Membership	NIL	Audit Committee, Nomination & Remuneration Committee and Investors' Grievance & Stakeholders' Relationship Committee
Shareholding in the Company	NIL	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

ITEM – 4

The Board of Director of the Company at their meeting held on 14th May, 2016 appointed Mr. Tarun Bisht (DIN: 07269544) as an Additional Director of the Company with effect from 14th May, 2016, pursuant to Section 161 of Companies Act, 2013.

Pursuant to the provision of Companies Act, 2013, Mr. Tarun Bisht (DIN: 07269544) will hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing under the provision of Section 160 of Companies Act, 2013, from a member, proposing the candidature of Mr. Tarun Bisht (DIN: 07269544) for the office of Independent Director. A brief profile and other details of Mr. Tarun Bisht (DIN: 07269544) are given in point no. 21 to this notice.

The Company has received the consent from Mr. Tarun Bisht (DIN: 07269544) to act as the director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, along with intimation in Form DIR 8 in terms of Companies (Appointment & Qualification Of Directors) Rules 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of Companies Act, 2013, and a declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013. He, along with his relatives does not hold any shares in the Company.

The Resolution seeks the approval of Company by way of ordinary resolution for the appointment of Mr. Tarun Bisht (DIN: 07269544) as an Independent Director of the Company for a term of consecutive 5 years from 14th May, 2016 to 13th May, 2021 pursuant to Section 149 of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

Except Mr. Tarun Bisht, none of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the above referred resolution.

By order of the Board
For **Gaylord Commercial Company Limited**

Beda Nand Choudhary
Director

Registered Office:

1/1A, Biplabi Anukul Chandra Street,
5th Floor, Room No. 5G,
Kolkata – 700 072

Date: The 25th day of August, 2016

GAYLORD COMMERCIAL COMPANY LIMITED

Regd. Off. 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata- 700072

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Website: www.gcclimited.in, CIN: L17232WB1983PLC035978

ATTENDANCE SLIP

(32ND ANNUAL GENERAL MEETING ON THURSDAY, 29TH SEPTEMBER, 2016 AT 10.00 A.M)

Registered Folio/ DP & Client ID No.	
Name and Address of the Shareholder(s)	

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company held on Thursday, 29th September, 2016 at 10.00 A.M. at 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072.

Member's Folio/ Dp ID/ Client ID No. _____ Member's / Proxy's name in Block Letters _____ Member's / Proxy's Signature _____

Note: Please complete the Folio/DP ID & Client ID No. and name, sign this attendance slip and hand it over at the Attendance verification Counter at the entrance of the Meeting Hall.

.....**tear here**.....

FORM NO. MGT-11

PROXY FORM

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

CIN : L17232WB1983PLC035978
Name of the Company : Gaylord Commercial Company Limited
Registered Office : 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072

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 the above named Company, hereby appoint

1. Name:
 Address:
 E-mail ID: Signature:or failing him/her,
2. Name:
 Address:
 E-mail ID: Signature:or failing him/her,
3. Name:
 Address:
 E-mail ID: Signature:

As my/our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the 32nd Annual General Meeting of the Company, to be held on the 29th Day of September, 2016 at 10.00 a.m. at 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution Proposed	For	Against
1.	Adoption of Financial Statements for the year ended 31st March, 2016.		
2.	Approval to re-appoint Mr. Beda Nand Choudhary (DIN-00080175), Director retires by rotation.		
3.	Appointment of M/s. Bhandari B. C & Co., Chartered Accountants, as Auditors and fixing their remuneration.		
4.	Appointment of Mr. Tarun Bisht (DIN-07269544) as an Independent Director of the Company.		

Signed this day of 2016

Signature of the Shareholder(s) Signature of Proxy (s).....



Note: The form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.