

# GAYLORD COMMERCIAL COMPANY LIMITED

Regd. Off. : 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata - 700 072

Tel. : (+91-33) 2212 6083 Fax : (+91-33) 3022 6083 Email : gaylordcom123@gmail.com

Website : www.gcclimited.in ; CIN : L17232WB1983PLC035978

Date: 27.09.2019

To  
The Secretary  
Listing Department  
Metropolitan Stock Exchange of India Limited,  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 098  
Symbol : GAYLORD

To  
The Secretary  
Listing Department  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700 001  
Scrip Code: 017125

## Subject: Proceedings of 35<sup>th</sup> Annual General Meeting ('AGM') and Voting Results

Dear Sir/ Madam,

This is to inform you that the 35<sup>th</sup> Annual General Meeting ("AGM") of Gaylord Commercial Company Limited ("the Company") was held today and the business mentioned in the Notice dated 14<sup>th</sup> August, 2019 was transacted.


In this regard, enclosed please find herewith the following-


- (1) Brief proceedings of AGM of the Company, as required under the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, held on Friday, 27<sup>th</sup> September, 2019 at 2.30 P.M at 1/1A, Biplabi Anukul Chandra Street, 5<sup>th</sup> Floor, Room No. 5G, Kolkata - 700 072 (Annexure-I);
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-II); and
- (3) Consolidated Scrutinizer's Report dated 27<sup>th</sup> September, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules 2014 as amended regarding rules on e-voting and voting through ballot (poll) at the AGM (Annexure-III).

This is for your information and records.

Thanking you,

Yours faithfully,  
For Gaylord Commercial Company Limited

  
Beda Nand Choudhary  
Director (DIN-00080175)



Encl: As Above

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## Proceedings of 35<sup>th</sup> Annual General Meeting ('AGM') of Gaylord Commercial Company Limited

The 35<sup>th</sup> Annual General Meeting ("AGM") of Gaylord Commercial Company Limited ("the Company") was held on Friday, 27<sup>th</sup> September, 2019 at 2.30 P.M at the 1/1A, Biplabi Anukul Chandra Street, 5<sup>th</sup> Floor, Room No.5G, Kolkata - 700 072.

The members elected Mr. Beda Nand Choudhary, Director, as the Chairman of the meeting. The requisite quorum being present. The Chairman declared the AGM open.

In compliance with the 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 SEBI (LODR) Regulations, 2015, the Company had provided the facility of voting through electronic means ("remote e-voting") to its members from 24<sup>th</sup> September, 2019 (9.00 a.m) to 26<sup>th</sup> September, 2019 (5.00 p.m) to cast their votes electronically on all the businesses as set out in the Notice of 35<sup>th</sup> AGM.

In order to provide similar voting rights to the members who had not voted using remote e-voting facility, a poll was conducted at the Annual General Meeting venue.

Following were the agenda transacted at the 35<sup>th</sup> Annual General Meeting of the Company.

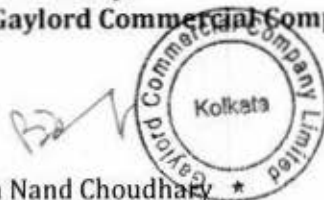
1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and reports of the Board of Directors and the Auditors' Reports thereon (Ordinary Resolution);
2. Appointment of Mr. Beda Nand Choudhary (DIN-00080175), liable to retire by rotation and being eligible offer himself for re-appointment (Ordinary Resolution);and
3. Appointment of Mr. Vivek Kantilal Shah as the Whole-time Director of the Company (Special Resolution)

Mr. Jagannath Kar, Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors of the Company to overview the whole process of Voting in a fair and transparent manner. The Chairman of the meeting being authorized to declare the results of voting.

The Scrutinizer Report was received on 27<sup>th</sup> September, 2019 and as per the said report all the resolutions as set out in the notice have been passed with requisite majority.

Thanking You.

Yours faithfully,  
For Gaylord Commercial Company Limited



Beda Nand Choudhary  
Director (DIN-00080175)

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Details of Voting Results in respect of the 35<sup>th</sup> Annual General Meeting of M/s. Gaylord Commercial Company Limited pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015:

Items	Particulars
Date of the AGM	Friday, 27 <sup>th</sup> September, 2019
Total number of shareholders as on Record Date	14
No. of shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group : 2 Public : 5
No. of Shareholders attended the meeting through Video Conferencing	No video conferencing

## Item No. 1 – Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	4,72,000	-	-	-	-	-	-
	Poll		4,72,000	100	4,72,000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,000	100	4,72,000	-	100	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	1,68,000	15,700	9.35	15,700	-	100	-
	Poll		62,100	36.96	62,100	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		77,800	46.31	77,800	-	100	-
<b>Total</b>		<b>6,40,000</b>	<b>5,49,800</b>	<b>85.91</b>	<b>5,49,800</b>	<b>-</b>	<b>100</b>	<b>-</b>



## Item No. 2 – Ordinary Resolution

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.

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	4,72,000	-	-	-	-	-	-
	Poll		4,72,000	100	4,72,000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,000	100	4,72,000	-	100	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	1,68,000	15,700	9.35	15,700	-	100	-
	Poll		62,100	36.96	62,100	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		77,800	46.31	77,800	-	100	-
<b>Total</b>		<b>6,40,000</b>	<b>5,49,800</b>	<b>85.91</b>	<b>5,49,800</b>	<b>-</b>	<b>100</b>	<b>-</b>

## Item No. 3 – Special Resolution

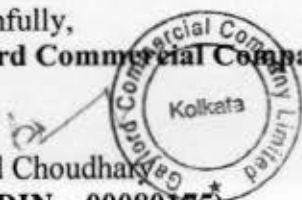
Appointment of Mr. Vivek Kantil Shah as the Whole-time Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	4,72,000	-	-	-	-	-	-
	Poll		4,72,000	100	4,72,000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,000	100	4,72,000	-	100	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	1,68,000	15,700	9.35	15,700	-	100	-
	Poll		62,100	36.96	62,100	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		77,800	46.31	77,800	-	100	-
<b>Total</b>		<b>6,40,000</b>	<b>5,49,800</b>	<b>85.91</b>	<b>5,49,800</b>	<b>-</b>	<b>100</b>	<b>-</b>

Yours faithfully,  
For **Gaylord Commercial Company Limited**

Beda Nand Choudhary  
Director (DIN – 00080175)



## CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]*

To,  
The Chairman of the 35<sup>th</sup> Annual General Meeting of  
Gaylord Commercial Company Limited  
1/1A, Biplabi Anukul Chandra Street,  
5<sup>th</sup> Floor, Room No. 5G  
Kolkata-700 072

**Sub: Consolidated Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot (Poll) at their meeting", in respect of the resolutions contained in the Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of Gaylord Commercial Company Limited (the Company), held at 1/1A, Biplabi Anukul Chandra Street, 5<sup>th</sup> Floor, Room No. 5G, Kolkata – 700 072 at on 27<sup>th</sup> September, 2019 at 2.30 P.M.**

Dear Sir,

I, Jagannath Kar, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors of M/s. Gaylord Commercial Company Limited (the Company) for the purpose of Scrutinizing the remote e-voting process (remote e-voting) as well as for voting through physical Ballot (poll) voting process at the AGM venue in a fair and transparent manner and ascertaining the results thereof, in respect of resolutions transacted at the 35<sup>th</sup> Annual General Meeting of the Equity Shareholders of Gaylord Commercial Company Limited held at 1/1A, Biplabi Anukul Chandra Street, 5<sup>th</sup> Floor, Room No. 5G, Kolkata – 700 072 on Friday, the 27<sup>th</sup> day of September, 2019 at 2.30 P.M.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under and the SEBI (LODR) Regulations, 2015 relating to remote e-voting as well as voting through poll at the AGM venue by the members of the Company on the resolutions contained in the Notice dated 14<sup>th</sup> August, 2019 convening the 35<sup>th</sup> AGM of the Company. My responsibility as a Scrutinizer for the Remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" or "abstained" the resolutions stated below, based on the reports generated from the e-voting system provided by CDSL, the authorised agency engaged by the Company to provide remote e-voting facility for e-voting and on poll conducted at the AGM venue.

The Company has also released an advertisement, which was published after completion of dispatch of AGM Notice in Financial Express, English Newspaper and Duranta Barta, Bengali Newspaper both dated 4<sup>th</sup> September, 2019. The notice published in the newspaper carried the required information as specified in the Rule.

The Company had availed the remote e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the shareholders of the Company. The shareholders of the Company holding shares of the Company as on the "cut off" date i.e. 20<sup>th</sup> September, 2019 were entitled to vote on the resolutions contained in the notice convening AGM of the Company.

The period for remote e-voting commenced on Tuesday, 24<sup>th</sup> September, 2019 (9.00 a.m.) and ended on Thursday, 26<sup>th</sup> September, 2019 (5.00 p.m.) The CDSL remote e-voting platform was blocked thereafter.



The Company also provided voting by physical ballot (poll) at the venue of the AGM to members attending the Meeting but had not cast their vote by remote e-voting. One empty ballot box was locked and sealed by me in the presence of members and proxies at the AGM Venue.

The locked ballot box was subsequently opened in presence of two witnesses who are not in employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

1. Jayeeta Sarkar

Jayeeta Sarkar

2. Shabnam Parveen

Shabnam Parveen.

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Niche Technologies Private Limited, Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

I did not find any poll papers invalid.

The votes cast through remote e-voting were unblocked immediately after counting the votes cast through ballot paper at the AGM in the presence of two witnesses who are not in employment of the Company. They have signed below in confirmation of the same.

1. Jayeeta Sarkar

Jayeeta Sarkar.

2. Shabnam Parveen

Shabnam Parveen.

Based on the details containing list of members who has cast their votes on remote e-voting platform as downloaded from the e-voting website of CDSL and the vote cast by the members through ballot papers at AGM, the Consolidated Report on the result of the remote e-voting and voting through ballot paper at the AGM on all items of Business transacted at the AGM held on 27<sup>th</sup> September, 2019.

**A. Resolution No. 1:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 with the reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	15700	100
Physical Ballot (Poll)	7	534100	100
<b>Total</b>	<b>8</b>	<b>549800</b>	<b>100</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot (Poll)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Number of members present and voted.	Number of votes cast by them
Remote e-voting	0	0
Physical Ballot (Poll)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**B. Resolution No. 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 (**Ordinary Resolution**).

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	15700	100
Physical Ballot (Poll)	7	534100	100
<b>Total</b>	<b>8</b>	<b>549800</b>	<b>100</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot (Poll)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Number of members present and voted.	Number of votes cast by them
Remote e-voting	0	0
Physical Ballot (Poll)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**C. Resolution No. 3:**

Approval of Appointment of Vivek Kantilal Shah (DIN:03279184) as Whole Time Director of the Company (**Special Resolution**)

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	15700	100
Physical Ballot (Poll)	7	534100	100
<b>Total</b>	<b>8</b>	<b>549800</b>	<b>100</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot (Poll)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Number of members present and voted.	Number of votes cast by them
Remote e-voting	0	0
Physical Ballot (Poll)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



Based on the aforesaid results, I report that the resolution as contained in Item - 1 to Item - 3 of the notice have been passed with requisite majority.

The register, all other papers and relevant records relating to remote e-voting and physical Ballot (poll) forms and voting at the meeting shall remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid AGM, after which the same will be handed over to the Chairman of the meeting for safe keeping.

Thanking You,  
Yours faithfully,

For **JAGANNATH KAR**  
Company Secretaries

  
**JAGANNATH KAR**

Proprietor

**C.P. No.: 7591**



Place: Kolkata

Date: 27.09.2019