

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: 18.10.2019

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

Sub. - Intimation of the Declaration of the Results of Postal Ballot including e-voting under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In terms of the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith in prescribed format the details of the voting results of the Postal Ballot including e-voting declared by the Company on 18th October, 2019. The resolutions set out in the Postal Ballot notice dated 5th September, 2019 were approved by the Shareholders of the Company with requisite majority.

Enclosed please find herewith a copy of the Scrutinizer's Report for your information and record.

Thanking you,

Yours Faithfully

For **Gaylord Commercial Company Ltd.**


Beda Nand Choudhary (DIN - 00080175)
Director



Encl. As Above

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Voting Results of Postal Ballot

Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Postal Ballot Notice	05.09.2019
Date of declaration of the results of Postal Ballot and E-Voting	18.10.2019
Total number of shareholders on Cut-Off date	14
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable Not Applicable

Agenda- wise disclosure

Resolution:	Voluntary Delisting of the equity shares of the Company from the Metropolitan Stock Exchange of India Limited ('MSEI') and the Calcutta Stock Exchange Limited i.e., the Stock Exchanges where the equity shares of the Company are presently listed
Resolution required: (Ordinary/Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	Yes

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		-	-	-	-	-	-
	Postal Ballot		4,72,000	100	4,72,000	-	100	-
	Total		4,72,000	4,72,000	100	4,72,000	-	100
Public-Institutions	E-Voting	Nil	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		Nil	-	-	-	-	-
Public-Non Institutions	E-Voting	1,68,000	1,13,700	67.68	1,13,700	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		44,100	26.25	44,100	-	100	-
	Total		1,68,000	1,57,800	93.93	1,57,800	-	100
Total		6,40,000	6,29,800	98.41	6,29,800	-	100	-

Result: Based on the aforesaid result, special resolution contained in the Postal Ballot Notice dated 5th September, 2019 is hereby passed with requisite majority as required under regulation 8(1)(b) of the Delisting Regulations

For Gaylord Commercial Company Ltd.

Beda Nand Choudhary
Director (DIN - 00089135)



CONSOLIDATED SCRUTINIZER'S REPORT ON POSTAL BALLOT AND E-VOTING

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Board of Directors,
Gaylord Commercial Company Limited
1/1A, Biplabi Anukul Chandra Street,
5th Floor, Room No. 5G
Kolkata - 700 072

Sub: Consolidated Scrutinizer's Report under section 108 and 110 of the Companies Act, 2013 (as amended) for voting by equity shareholders through Postal Ballot and E-Voting

Dear Sir/Madam,

I, Jagannath Kar, Practicing Company Secretary, holding Membership No. 20600 and C. P. No. 7591, have been appointed as Scrutinizer by the Board of Directors of M/s. Gaylord Commercial Company Limited (the Company) at their meeting held on 5th September, 2019, for the purpose of scrutinizing the Postal ballot and electronic voting (e-voting) process, in a fair and transparent manner and ascertaining the votes cast through electronic means as well for conducting the voting by Postal Ballot carried out in compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 on the proposed resolution contained in the notice of postal ballot dated 05th September, 2019 (the Notice).

1. 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 voting through electronic means and postal ballot on the proposed resolution contained in the Notice. My responsibility as a Scrutinizer for the postal ballot process including the e-voting process is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" on the proposed resolution, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, the authorised agency engaged by the Company to provide e-voting facility for e-voting and duly completed postal ballot form(s) as received from the shareholders up to 5.00 p.m. on 16th October, 2019.
2. The Company has completed the dispatch of Notice of Postal Ballot Forms along with self-addressed, pre-paid postage envelopes through Speed Post and through electronic mode i.e. e-mail on 16th September, 2019 to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 6th September, 2019 i.e. the cut-off date.



3. The Company has made an advertisement regarding dispatch of Postal Ballot notice, which was published after completion of dispatch of the Notice in Financial Express, English Newspaper and Duranto Barta, Bengali Newspaper both, dated 17th September, 2019. The notice published in the newspaper carried the required information as specified in the Rule.
4. The Company sought the approval of its Members by postal ballot which included voting by electronic means. Accordingly, I hereby submit my Consolidated Report on the results of e-voting together with postal ballot as under:
- 4.1 The Postal Ballot and e-voting period commenced on 9:00 A.M. on 17th September, 2019 and ended on 5.00 P.M. on 16th October, 2019. The CDSL portal was blocked at the end of the voting period on 16th October, 2019.
- 4.2 The duly completed Postal Ballot Forms as received till 5:00 P.M of 16th October, 2019 have been considered for my scrutiny.
- 4.3 Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- 4.4 The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
- 4.5 The e-voting were unblocked on 16th September, 2019 at 5.49 P.M. and the Postal Ballot Forms were duly opened on 17th September, 2019 at 11.00 A.M. in my presence and in the presence of two witnesses. They have signed below in confirmation of the same.
- 4.6 Thereafter I scrutinized the postal ballot forms and e-voting details and was reconciled with the Register of Members of the Company as on cut off date.
- 4.7 I did not find any defaced or mutilated ballot paper.
5. Details of Postal Ballot Forms and Voting by Electronic Mode received are given below:

Particulars	Number of members	Number of votes held	% of total paid up share capital
Total No. of Postal Ballot Forms Received	6	516100	80.64
Total No. of E-voting options received	7	113700	17.77
Less: Invalid Postal Ballots Form	0	0	0
Less: Invalid e-voting options	0	0	0
Net Valid Postal Ballot Forms received	6	516100	80.64
Net Valid E-voting option considered	7	113700	17.77
Total Valid voting received	13	629800	98.41



6. The result of the vote cast is as under:

Special Resolution:

"RESOLVED THAT pursuant to (i) the letter dated August 05, 2019 received from M/s. Vista Vyapaar Private Limited and Mr. Ankit Jain, the Promoters of the Company, holding 4,72,000 equity shares of face value of Rs. 10/- each representing 73.75% of the issued, subscribed and paid-up equity share capital of the Company, conveying their intention to voluntarily delist the equity shares of the Company from both Metropolitan Stock Exchange of India Limited (MSEI) and the Calcutta Stock Exchange Limited (CSE)(now defunct) and (hereinafter collectively referred to as ("the Stock Exchanges") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 including any statutory modifications or amendments or re-enactments thereof ("SEBI (Delisting) Regulations"); and (ii) the approval of the Board of Directors of the Company in its meeting held on September 05, 2019 for the voluntary delisting of the equity shares of the Company from both MSEI and CSE (now defunct) and (iii) subject to the applicable provisions of the Companies Act, 2013 and rules made there under, the Delisting Regulations, Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchanges, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board") or a Committee of Directors/ persons authorized by the Board, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from MSEI and CSE (now defunct) through acquisition of up to 1,68,000 equity shares of face value of Rs. 10/- each representing 26.25% of the issued, subscribed and paid-up equity share capital of the Company held by the Public Shareholders of the Company by the Promoters/Promoter Group of the Company ("Delisting Offer").

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and too make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchanges for seeking the in-principle and final approvals for the Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient, to settle and questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to file applications, documents and other related correspondence as may be required before any regulatory authorities in connection with the said matter"



“RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

i. Voted in favour of the resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	7	113700	18.05
Postal Ballot	6	516100	81.95
Total	13	629800	100.00

ii. Voted against the Resolution:

Mode of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Postal Ballot	0	0	0
Total	0	0	0

iii. Invalid votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Postal Ballot	0	0
Total	0	0

7. Details of Voting in terms of provisions of Regulation 8 (1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time:

Particulars	Number of members voting	Number of votes cast by them	% of total number of Valid votes cast
Total Valid Votes through Postal Ballot and E-Votes received	13	629800	100
Less: Promoters Votes Cast through Postal Ballot and E-Votes	2	472000	74.94
Total Public Shareholders votes through Postal Ballot and E-Votes	11	157800	25.06
Voted in favour of the Resolution by the public share holders through Postal Ballot and E-Votes	11	157800	100
Voted Against the Resolution by the public share holders through Postal Ballot and E-Votes	0	0	0



Notes:

- i. The terms "Public Shareholders" and "Promoter Shareholders" have the same meaning as assigned to them under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("SEBI Delisting Regulations").
- ii. The total valid votes cast by the Public Shareholders in favour of the proposed resolution are more than the requisite majority as required under SEBI Delisting Regulations.
- iii. In view of the above scrutiny, I hereby certify that the special resolution for the Delisting of Equity Shares of the Company as set out in notice dated 5th September, 2019 has been approved and passed by the requisite majority as required under the SEBI Delisting Regulations.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Director of the Company authorized by the Board to supervise the Postal Ballot process.

Kindly arrange to declare the results accordingly.

Thanking You,

Yours faithfully,
For JAGANNATH KAR
Company Secretaries

Jagannath Kar
JAGANNATH KAR
Proprietor
C.P. No.: 7591
UDIN number A020600A000111680



Place: Kolkata
Date: 18.10.2019

Witness:

Jayeeta Sarkar
1. Jayeeta Sarkar
65/B/12, Nayapatty Road
Kolkata - 700 055

Shabnam Parveen
2. Shabnam Parveen
22, Gulam Subhan Lane
Kolkata - 700 016

Received on
18/10/2019

