

GCM CAPITAL ADVISORS LIMITED

Proceeding of the 07th Annual General Meeting

Minutes of the 07th Annual General Meeting of the members of M/s GCM Capital Advisors Limited held on Wednesday, the December 30, 2020 at 11.00 a.m. at 805, Raheja Center, 8th Floor, 214-Free Press Journal Road, Nariman Point, Mumbai, Maharashtra-400021

PRESENT:

Mr. Vicky Agrawal	(Managing Director)
Mr. Samir Baid	(Non-Executive, Non-Independent Director)
Mr. Laxmi Narayan Sharma	(Independent Director)
Mrs. Amita Bose	(Independent Director)
Mrs. Urmi Bose	(Independent Director)
Mr. Pawan Gattani	Representative of Auditor's Maheshwari & Co.
Mr. Alok Kumar Das	Scrutinizer of Voting of AGM

11 Members were present in person.

CHAIRMAN:

Mr. Vicky Agrawal was elected chairman of this Annual General meeting and took the chair and formally extended a very warm welcome to members at the 07th Annual General Meeting of the Company.

PROXY

The Chairman then announced that until 48 hours before the time of the commencement of the Annual General Meeting no proxy was received.

QUORUM:

The Chairman announced that the requisite quorum was present and called the meeting in the order and open for proceeding.

CONVENING THE 07th ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 07th Annual General Meeting along with Balance Sheet, Profit and Loss Account and Cash Flow Statement for the Year ended March 31, 2020 along with Notes and Report of Board of the Directors, Corporate governance and the Auditors Report have already been dispatched to the members and with the permission of the Members the same may be taken as read. With the approval of the members the above-mentioned Notice, Directors and Auditors Report and the Balance Sheet, Profit and Loss Account and Cash Flow Statement were taken as read.

THE REGISTER OF MEMBERS, REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING:

The Chairman informed the members that Register of Members, Register of Directors and Key Managerial Personnel (KMPs) and their shareholding as required under other provisions of the Companies Act, 2013 have been kept in the meeting and open for inspection of the members.

CHAIRMAN SPEECH:

The Chairman then delivered a speech to the gathering briefly reviewing the working of the company, market scenario and business outlook.

The Chairman has also informed about progresses made by the company over the last year. He also thanked the shareholders for their co-operation and support for the Company.



PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Chairman informed that as per requirement of the Companies Act, 2013 and the voting in the annual general meeting shall be conducted by way of poll therefore the members were requested to mark their assent or dissent of the poll paper provided to them. He also informed that the members may ask their question on any agenda items of the Company at any time during the meeting.

The Chairman informed that Company has appointed CA Alok Kumar Das, Practicing Chartered Accountants as scrutinizer to scrutinize the E voting results as well as voting through poll.

The Chairman also informed the members that the business being placed before the meeting for consideration and vote by poll and that the results of the meeting would be announced within 2 working days and the same shall be posted on the website of the company and NSDL.

The Chairman also explained that as per section 107 read with section 108 of Companies Act, 2013 there were no voting by show of hands at this Annual General Meeting.

The Chairman informed the members that scrutinizer has submitted his report dated January 1, 2021, 12 members have casted their votes for 7113000 shares in favor of resolution 1 to 4 and none of the members have casted their votes by e-voting or by ballot in against of the both resolutions.

Further the chairman asked the members of the company present in the meeting to raise their queries relating to the business affairs of the company. No member has raised any question in the meeting.

Thereafter chairman read agenda items of the notice of Annual General meeting one by one as per notice of Annual General meeting.

CA Alok Kumar Das, Practicing Chartered Accountants arranged for the Ballot Box, which was sealed by the scrutinizer in his presence after showing that it is empty.

The members were provided opportunity to cast their votes by poll and drop their poll papers provided in the form of MGT 11 in the poll Box and requested to ensure that if any member has casted his vote by E voting process, he will not be entitled to cast his vote by poll and if it is casted, vote given by e-voting shall be considered as final.

The chairman allowed thirty minutes time for polling and after the scrutinizer ascertained that no member left for polling. The scrutinizer unlocked the poll box in presence of two members and collected the poll box for scrutiny of the poll papers.

After scrutiny of the poll papers the scrutinizer submitted his report on poll dated January 1, 2021 along with requisite papers, documents and records which were handed over to the chairman and chairman accepted the reports of the scrutinizer.

After consolidation the scrutinizer report for E-voting dated January 1, 2021 and report on poll dated January 1, 2021 the chairman declared the following result:

The chairman declared that date of the passing of the resolution shall be considered as the date of Annual General meeting i.e. December 30, 2020 as under for all the purposes:

ORDINARY BUSINESS:

I. ADOPTION OF AUDITED FINANCIAL STATEMENTS

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Directors and Auditors thereon and Management Discussion Analysis and Corporate Governance Report be and are hereby received, approved and adopted."



The result of voting was as under:

Particulars	No. of Shareholders	No. of Votes Polled	% of Voting
Total Votes Polled and Ballot	12	7113000	41.99%
Voted in favor	12	7113000	41.99%
Voted against	-	-	-
Invalid Votes	-	-	-

The resolution was declared as passed with requisite majority by ordinary resolution.

ORDINARY BUSINESS:

II. To consider the re-appointment of the auditor, M/S. Maheshwari & Co. Chartered Accountants (Firm Reg. No.105834W) as the Statutory Auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution with or without modification as an ordinary Resolution

"RESOLVED THAT pursuant to the provision of section 139, 142 and other applicable provisions, if any, of the companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Maheshwari & Co., Chartered Accountants, Mumbai (Firm Registration No. 105834W), be and are hereby appointed as the Statutory Auditors of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the company and the said Auditor

The result of voting was as under:

Particulars	No. of Shareholders	No. of Votes Polled	% of Voting
Total Votes Polled and Ballot	12	7113000	41.99%
Voted in favor	12	7113000	41.99%
Voted against	-	-	-
Invalid Votes	-	-	-

The resolution was declared as passed with requisite majority by ordinary resolution.

SPECIAL BUSINESS:

III. To consider the Appointment of the Vicky Agrawal as Managing Director of the Company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution with or without modification as a special Resolution

"RESOLVED THAT Pursuant to the provisions of Section 149 (read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vicky Agarwal as an Managing Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Managing Director, be and is hereby appointed as an Managing Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from July 15, 2020 till the end of 11th Annual General Meeting.



The result of voting was as under:

Particulars	No. of Shareholders	No. of Votes Polled	% of Voting
Total Votes Polled and Ballot	12	7113000	41.99%
Voted in favor	12	7113000	41.99%
Voted against	-	-	-
Invalid Votes	-	-	-

The resolution was declared as passed with requisite majority by Special resolution.

SPECIAL BUSINESS:

IV. Re-appointment of Mr. Laxmi Narayan Sharma as independent director for Second Term

To consider and if thought fit, to pass the following resolution with or without modification as an special Resolution

"RESOLVED THAT Pursuant to the provisions of Section 149 (read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Laxmi Narayan Sharma (DIN: 00356855) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from April 17, 2020 till the end of April 17, 2025.

Particulars	No. of Shareholders	No. of Votes Polled	% of Voting
Total Votes Polled and Ballot	12	7113000	41.99%
Voted in favor	12	7113000	41.99%
Voted against	-	-	-
Invalid Votes	-	-	-

The resolution was declared as passed with requisite majority by Special resolution.

Vote of Thanks

All business cited in notice has been discussed and there being no other business to be transacted in the meeting, the meeting concluded with vote of thanks to the Chair and Shareholders for their active participation in the Annual General Meeting.

Place : Mumbai
Date : January 1, 2021



Chairman