



GCM

CAPITAL ADVISORS LIMITED

**5TH ANNUAL REPORT
2017-2018**

GCM Capital Advisors Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Samir Baid	Chairman & Managing Director
Shilpa Baid	Non-Executive Director
Laxmi Narayan Sharma	Independent Director
Mitesh Manoharlal Mehta	Independent Director

MANAGEMENT TEAM

Samir Baid	Chairman & Managing Director
Dipti Jain	Company Secretary

BANKERS

ICICI Bank Limited
Indusind Limited

REGISTERED OFFICE

805, 8th Floor, Raheja Center
214-Free Press Journal Marg,
Nariman Point, Mumbai-400021
Tel. No. 022-22049995/30859108
Email: gcmcap@gmail.com
CIN : L74110MH2013PLC243163

STATUTORY AUDITORS

M/s Maheshwari & Co.
Chartered Accountants, Mumbai

REGISTRAR AND SHARE TRANSFER AGENTS

S.K. Infosolutions Private Limited
34/1A, Sudhir Chatterjee Street,
Kolkata, West Bengal-700006
Tel. No.:033-22196797
Website: www.skcinfol.com
Email: skcdilip@gmail.com

05TH ANNUAL REPORT 2017 - 2018

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Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of GCM Capital Advisors Limited will be held on Wednesday, 26th September, 2018 at 10:00 AM at Registered Office of the Company at 805, 8th Floor, Raheja Center, 214-Free Press journal Marg, Nariman Point, Mumbai-400021 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statement for the year ended on 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Samir Baid (DIN: 00243521), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Maheshwari & Co., Chartered Accountants (Registration No. 105834W), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company

SPECIAL BUSINESS

4. Approval for Appointment of Mrs. Uma Chatterjee as Non-Executive Independent Director.

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 Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Uma Chatterjee (DIN: 07245292), who was appointed as an Additional Director of the company in the meeting of Board of Directors held on 24th April 2018 on recommendation of Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Mrs. Uma Chatterjee (DIN: 07245292), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office upto the conclusion of 9th AGM with effect from April 24, 2018 and that he shall not be liable to retire by rotation.”

5. Approval for Appointment of Mrs. Urmi Bose as Non-Executive Independent Director.

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 Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Urmi Bose (DIN: 07245298), who was appointed as an Additional Director of the company in the meeting of Board of Directors held on 24th April 2018 on recommendation of Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Mrs. Urmi Bose (DIN: 07245298), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office upto the conclusion of 9th AGM with effect from April 24, 2018 and that he shall not be liable to retire by rotation.”

Place: Mumbai
 Date: August 1, 2018
Registered Office:
 805, 8th Floor, Raheja Center,
 214- Free Press Journal Marg
 Nariman Point, Mumbai-400021
 CIN: L74110MH2013PLC243163

By Order of the Board of Directors
 for **GCM Capital Advisors Limited**
 Sd/-
SAMIR BAID
 DIN: 00243521
Chairman

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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the 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.

Proxies to be effective must be deposited at the Registered Office of the Company duly completed and signed not less than 48 Hours before the time of the Meeting. Proxies submitted on behalf of the companies, societies etc. must be accompanied by an appropriate resolution, as applicable.

2. Corporate members intending to send their authorized representative to attend the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.

3. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 20th September 2018 to Wednesday 26th September 2018 (both days inclusive).
5. Members may note that the Notice of the 5th Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the company's website www.gcmcap.com. The route map and prominent landmark for the venue of the meeting forms part of the annual report.
6. Members are requested to notify immediately any change in their address and/or bank details to the company's Registrar and Shares Transfer Agent, S. K. Infosolutions Private Limited (SKIPL) for the shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. Members holding share certificates under different folios numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to S.K. Infosolutions Private Limited for consolidating their holdings under one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
8. Members holding shares in physical form and who have not registered their e-mail IDs are requested to register the same with SKIPL.
9. The notice of AGM along with the Annual Report 2017-18 is being sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any member has requested for the physical copy of the same.
10. For members who have not registered their e-mail address, physical copies are being sent by the permitted mode.
11. To support the "Green Initiative", members who have not registered their e-mail address are requested to register the same with SKIPL/Depositories.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
13. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
14. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the appropriate Authorities to the Annual General Meeting.
15. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members facility to exercise their votes at the 5th AGM by electronic means and the business may be transacted through e-voting as per details below:-
 - a) Date and time of commencement of voting through electronic means: Sunday, September 23, 2018 at 9.00 A.M.

- b) Date and time of end of voting through electronic means beyond which voting will not be allowed: Tuesday, September 25, 2018 at 5.00 P.M.
- c) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 14, 2018, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. The e-voting module shall be disabled by CDSL for voting thereafter.
- d) Details of Website: www.evotingindia.com
- e) Details of Scrutinizer: Maheshwari & Co., Practising Chartered Accountant (Registration No. 105834W), 11, Third Floor, Esplanade Building, 3 A.K. Naik Marg, Fort, Mumbai-400001. E-mail: info@maheshwariandco.in.
- f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.

1. The instructions for Members for e-voting are as under:

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

- i Log on to the e-voting website www.evotingindia.com during the voting period
- ii Click on "Shareholders" tab
- iii Now, select the GCM Capital Advisors Limited from the drop down menu and click on "SUBMIT"
- 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.
- 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 If you are a first time user 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 last 8 digits of the demat account/folio number in the PAN Field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

- viii After entering these details appropriately, click on "SUBMIT" tab.
- ix 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.
- 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 GCM CAPITAL ADVISORS 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 changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to 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 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.

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.

Place: Mumbai
 Date: August 1, 2018
Registered Office:
 805, 8th Floor, Raheja Center,
 214- Free Press Journal Marg
 Nariman Point, Mumbai-400021
 CIN: L74110MH2013PLC243163

By Order of the Board of Directors
 for **GCM Capital Advisors Limited**
 Sd/-
SAMIR BAID
 DIN: 00243521
 Chairman

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013**ITEM NO. 4****Re-Appointment of Mrs. Uma Chatterjee as Independent Director**

The Board of Directors of the Company at its meeting held on April 24, 2018, on the recommendation of the Remuneration and Nomination Committee, had appointed Mrs. Uma Chatterjee (DIN: 07245292) as an Additional Director on the Board of the Company. Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, the Board of Directors of the Company had also appointed (subject to the approval of the members at the ensuing General Meeting), Mrs. Uma Chatterjee as an Independent Director of the Company within the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 upto the conclusion of 9th AGM with effect from April 24, 2018.

The Company has also received a declaration from Mrs. Uma Chatterjee as specified under Section 149(6) and Schedule IV of the Companies Act 2013. Considering her superior experience, her presence on the Board will be of immense value to the Company.

The Company has received a notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Act, proposing the candidature of Mrs. Uma Chatterjee for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

A copy of the letter of appointment of Mrs. Uma Chatterjee (DIN: 07245292) as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mrs. Uma Chatterjee (DIN: 07245292) is in any way concerned or interested, financial or otherwise, in the said Resolution.

In the opinion of the Board, Mrs. Uma Chatterjee (DIN: 07245292), proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rule made thereunder, and is independent of the management.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Further details of Mrs. Uma Chatterjee have been provided in Annexure 1.

ITEM NO. 5**Re-Appointment of Mrs. Urmi Bose as Independent Director**

The Board of Directors of the Company at its meeting held on April 24, 2018, on the recommendation of the Remuneration and Nomination Committee, had appointed Mrs. Urmi Bose (DIN: 07245298) as an Additional Director on the Board of the Company. Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, the Board of Directors of the Company had also appointed (subject to the approval of the members at the ensuing General Meeting), Mrs. Urmi Bose as an Independent Director of the Company within the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 upto the conclusion of 9th AGM with effect from April 24, 2018.

The Company has also received a declaration from Mrs. Urmi Bose as specified under Section 149(6) and Schedule IV of the Companies Act 2013. Considering her superior experience, her presence on the Board will be of immense value to the Company.

The Company has received a notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Act, proposing the candidature of Mrs. Urmi Bose for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

A copy of the letter of appointment of Mrs. Urmi Bose (DIN: 07245298) as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mrs. Urmi Bose (DIN: 07245298) is in any way concerned or interested, financial or otherwise, in the said Resolution.

In the opinion of the Board, Mrs. Urmi Bose (DIN: 07245298), proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rule made thereunder, and is independent of the management.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Further details of Mrs. Uma Chatterjee have been provided in Annexure 1.

Annexure - 1

Name of Director	Uma Chatterjee	Urmi Bose
Directors' Identification No. (DIN)	07245292	07245298
Date of Birth	23rd August 1959	15th August 1979
Date of Appointment on Board	24th April 2018	24th April 2018
Qualification	S.S.C	Graduate (Master of Arts)
Experience	Having more Than 2 Years (in the Management and planning as well as cost control)	Having more Than 4 Years (in the Management and planning as well as cost control)
Terms & Conditions of Appointment / Re-appointment	Upto the conclusion of 9th AGM with effect from April 24, 2018.	Upto the conclusion of 9th AGM with effect from April 24, 2018.
Remuneration details	Maximum of ₹ 5000/- per meeting	Maximum of ₹ 5000/- per meeting
Shareholding in Company	Nil	Nil
Relationship with Other Directors and Company	Not Any	Not Any
No. of Board Meeting attended during the year	Not Applicable	Not Applicable
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<ul style="list-style-type: none"> • GCM Commodity & Derivatives Limited • Voltaire Leasing & Finance Limited 	<ul style="list-style-type: none"> • GCM Securities Limited • Global Capital Markets Limited
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Not Any	Not Any

Place: Mumbai
Date : August 1, 2018
Registered Office:
805, 8th Floor, Raheja Center,
214- Free Press Journal Marg
Nariman Point, Mumbai-400021
CIN: L74110MH2013PLC243163

By Order of the Board of Directors
for **GCM Capital Advisors Limited**
Sd/-
SAMIR BAID
DIN: 00243521
Chairman