

22ND
ANNUAL REPORT
2016 - 2017

GCM SECURITIES LIMITED

GCM Securities Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Inder Chand Baid	Chairman
Manish Baid	Managing Director
Samir Baid	Non-Executive Director
Laxmi Narayan Sharma	Independent Director
Amitabh Sukla	Independent Director
Urmi Bose	Independent Director

Corporate Identification No.
CIN: L67120WB1995PLC071337

MANAGEMENT TEAM

Inder Chand Baid	Chairman
Manish Baid	Managing Director
Pooja Bhartia	Company Secretary
Shrenik Choraria	Chief Financial Officer

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BANKERS

ICICI Bank Limited
HDFC Limited
Kotak Mahindra Bank Limited

REGISTERED OFFICE

3B, Lal Bazar Street, Sir RNM House
5th floor, Kolkata, West Bengal-700001
Tel. No. 033-22481053/22489908
Email: gcmsecu.kolkata@gmail.com

STATUTORY AUDITORS

M/s Bharat D. Sarawagee & Co.
Chartered Accountants, Kolkata

REGISTRAR AND SHARE TRANSFER AGENTS

Purva Share Registry (India) Private Limited
No.9, Shiv Shakti Indust. Estate,
Ground Floor, J.R. Boricha Marg,
Lower Parel, Mumbai-400011

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- * Proxy/Ballot form (MGT-11) with Route Map

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

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of GCM Securities Limited will be held on Friday, 29th September, 2017 at 10:00 AM at 3B Lal Bazar Street, Sir R.N.M. House, 5th Floor, Kolkata, West Bengal-700001 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statement for the year ended on 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the audited Consolidated Financial statements for the year ended on 31st March, 2017 together with the Reports on Auditors thereon.
3. To appoint Director in place of Mr Samir Baid (DIN:00243521), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass, the following Resolution as an Ordinary Business:

“RESOLVED THAT pursuant to the provisions of Section 139 read with the Companies (Audit and Auditor) Rules, 2014, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, M/s. A D S R & Associates, Chartered Accountants, Kolkata (FRN - 329843E), who have offered themselves for appointment as Auditors to the Company and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company and to hold office from the conclusion of the 22nd Annual General Meeting up to the conclusion of the 26th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. Approval for revision in remuneration of Managing Director Mr. Manish Baid

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

RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made there under, including any statutory modification thereof, or any other law and subject to approval of shareholders, consent of the board be and is hereby accorded for the alteration in the remuneration structure of Mr. Manish Baid (Managing Director) of the Company with effect from 01-04-2017 as under:

Consolidated Salary: Up to a Maximum of Rs. 7,50,000/- per annum which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Manish Baid, Managing Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

RESOLVED FURTHER THAT Ms. I.C. Baid, Director and Ms. Pooja Bhartia, Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above.”

Place: Kolkata
Data: September 1, 2017

By Order of the Board of Directors
for **GCM Securities Limited**

Registered Office:

3B Lal Bazar Street, Sir RNM House
5th floor, Kolkata, West Bengal-700001
CIN: L67120WB1995PLC071337

INDER CHAND BAID

DIN: 00235263

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 Saturday 23rd September 2017 to Saturday 29th September 2017 (both days inclusive).
5. Members may note that the Notice of the 22nd Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the company's website www.gcmsecsecuritiesltd.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, Purva Share Registry (India) Private Limited (PSR(I)PL for the shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. Members holding shares in physical form and who have not registered their e-mail IDs are requested to register the same with PSR(I)PL.

8. The notice of AGM alongwith the Annual Report 2016-17 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.
9. For members who have not registered their e-mail address, physical copies are being sent by the permitted mode.
10. To support the "Green Initiative", members who have not registered their e-mail address are requested to register the same with PSR(I)PL/Depositories.
11. 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.
12. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
13. 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.
14. 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.
15. 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 22nd 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: Tuesday, September 26, 2017 at 9.30 A.M.
 - b) Date and time of end of voting through electronic means beyond which voting will not be allowed: Thursday, September 28, 2017 at 5.30 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 22, 2017, 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: CA Sumit Kumar Verma, Practising Chartered Accountant (Membership No. 302320), 86, Sharat Chatterjee Road, Kolkata-700089 West Bengal. E-mail: sumitvermaca@yahoo.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 SECURITIES 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 SECURITIES 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: Kolkata
Data: September 1, 2017

By Order of the Board of Directors
for **GCM Securities Limited**

Registered Office:

3B Lal Bazar Street, Sir RNM House
5th floor, Kolkata, West Bengal-700001
CIN: L67120WB1995PLC071337

INDER CHAND BAID
DIN: 00235263
Chairman

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013

ITEM NO. 5

Revision in the Remuneration of Mr. Manish Baid, Managing Director

Mr. Manish Baid, aged 41 Years, has completed his Bachelors in Commerce from University of Calcutta. He is a Chartered Accountant by Profession and is a Fellow member of the Institute of Chartered Accountants of India. He is having an experience of over 14 Years in Merchant Banking and having an experience of about 14 years in Accounting, Taxation, Company Law, Financial Markets and Capital Market activities. He guides our Company through his experience and is instrumental in preparing our growth strategies.

Keeping in view, the significant progress made by the Company under the stewardship of Mr Manish Baid, the Board of Directors, subject to approval of the competent authorities and Members, has approved increase in remuneration of Mr Manish Baid as mentioned in the resolution. Details of revised Remuneration have already been provided in proposed resolution.

Your Directors, therefore, recommend the resolution, as set forth in Item No. 4 of this Notice, for your approval.

Save and except Mr Samir Baid, and Mr I.C. Baid, relatives of Mr Manish Baid, none of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

Place: Kolkata
Date: September 1 2017

By Order of the Board of Directors
for **GCM Securities Limited**

Registered Office:
3B Lal Bazar Street, Sir RNM House
5th floor, Kolkata, West Bengal-700001
CIN: L67120WB1995PLC071337

INDER CHAND BAID
DIN: 00235263
Chairman

DIRECTORS' REPORT

To

The Members of,
GCM Securities Limited

Your Directors have pleasure in presenting the 22nd Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2017.

FINANCIAL RESULTS:

A summary of the Financial Performance of your company and its major associates, for the financial year ended March 31, 2017 is as under:

	Rs in Lac	
Financial Results	Current Year Ended on 31st March, 2017	Previous Year Ended on 31st March, 2016
Operating Revenue	55.97	169.71
Others Income	109.44	111.19
Total Revenue	165.42	280.90
Total Expenditure	166.44	266.97
Profit/(Loss) before Taxation	(1.03)	13.93
Provision for Taxation (including Deferred Tax)	14.81	4.58
Profit/(Loss) after Taxation	(15.84)	9.35
Balance Carried forward to Balance Sheet	(15.84)	9.35

MICROECONOMIC OVERVIEW

India remains one of the fastest growing economies in the world. According to the Central Statistical Office's (CSO) revised estimates, India's GDP growth remained steady at 7.1% in FY17 with the third quarter registering a growth rate of 7% y-o-y despite the effects of demonetisation. Certain macroeconomic indicators suggest that the economy is steadily recovering from the impact of demonetisation, announced on 8th November, 2016, with the RBI forecasting GDP growth at 7.4% in FY18.

Consumer Inflation likely to be moderate and remain below 5% in the FY 2017. The central Government remains on the path of fiscal deficit to around 3% of GDP in FY18. Government continues to make efforts to revive investment cycle and is spending on building physical infrastructure. Government has been able to revive many stalled projects in the public sector; however, private sector investments remain weak given low capacity utilization and leveraged balance sheets.

We are on the verge of one of the most important reform measures in the country – the transition to the Goods and Services Tax (GST) from 1st July, 2017. The GST will unify India into a single market thereby simplifying the compliance process, broadening the tax base and improving productivity. While there remains a possibility of disruption in the short run, given the scale of change, recent experience with the demonetization exercise suggests that the disruption to economy from GST

implementation, if any, is likely to be small and short lived. The long-term potential from GST is immense.

OVERALL PERFORMANCE & OUTLOOK

Your Company is one of the SEBI registered Stock Broker and is a registered Corporate Member of the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) in the Capital Market segment and future & Options.

Total Gross Revenue from operation for the year was Rs 165.42 Lakhs in comparison to previous financial year figures of Rs 280.90. The company has registered Net Profit/(Loss) before Tax for the year was of Rs (15.84) Lakhs in comparison to Previous Financial Year Rs 9.35 Lakhs.

DIVIDEND AND RESERVES

Due to inadequate profit during the year and in order to conserve resources for future, your Directors do not recommends any further Dividend payments for the year under review.

During the year under review, no amount was transferred to General Reserve.

SHARE CAPITAL

The Paid-up Equity Share Capital as on March 31, 2017 was Rs 18.9960 Crore. During the year under review, the company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

SUBSIDIARY COMPANY

The Company does not have any subsidiary.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Management Personal or to the designated person which may have potential conflict with interest of the company at large and hence do not attract the provisions of Section 188 of the Companies Act, 2013 thus disclosure in Form AOC-2 is not required.

MANAGEMENT DISCUSSION & ANALYSIS

As required by under Part B of Schedule V read with Regulation 34(3) of the Listing Regulations, 2015, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

MANAGEMENT

There was no change in Management of the Company during the year under review. Further none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee adopted the Remuneration Policy, Which inter-alia includes policy for selection and appointment of Directors, key Managerial Personnel, Senior Management Personnel and their remuneration. The Remuneration Policy is stated in the www.gcmsecuitiesltd.com.