

# GMMCO LIMITED

**Registered Office :** 9/1, R. N. Mukherjee Road, Kolkata – 700 001  
**Tel. :** +91 33 3918 1710, **E-mail :** lawkushprasad.b@gmmcoindia.com  
**CIN :** U35202WB1966PLC026980, **Website :** www.gmmco.in

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## POSTAL BALLOT NOTICE

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

Dear Member,

**Notice** is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the “Act”) if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as an Ordinary Resolution by way of postal ballot. The explanatory statement pertaining to the said resolutions setting out the facts, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the “Form”) for your consideration.

The Board of Directors, at its meeting held on 28th July, 2017, has appointed Mr. Sanjay Bajoria, Practicing Chartered Accountant, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original, duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 5th September, 2017.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Director.

The result of the voting conducted through postal ballot would be announced by a Director or the Company Secretary of the Company on 7th September, 2017 at 12.00 p.m. at the Registered Office of the Company and would be published in the newspapers and displayed at the Registered Office of the Company and on the Company’s website viz. www.gmmco.in along with the Scrutinizer’s report.

## SPECIAL BUSINESS

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

“RESOLVED that the Company hereby accords its consent, approval and confirmation under Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013 and /or other applicable law(s) to Ms. Avani Birla, holding office or place of profit with effect from 3rd July, 2017 on annual remuneration of Rs.31 lacs (approx) plus the facilities of free use of one car with driver and free telephone including mobile, which exceeds the limit prescribed under Rule 15(3)(b) of the Companies (Meeting of the Board and its Powers) Rules, 2014 and that the Board of Directors of the Company or any Committee thereof be and is hereby authorized to approve the all inclusive remuneration payable to her from time to time as may be decided by the Board of Directors or any Committee of Board, provided that the aggregate annual remuneration payable to Ms. Avani Birla shall not exceed Rs.80 lacs in any financial year”.

**By order of the Board  
For GMMCO Limited**

**(Lawkush Prasad)  
Company Secretary**

**Registered Office:**  
9/1, R. N. Mukherjee Road  
Kolkata – 700 001

Place : Kolkata  
Dated : 28th July, 2017

**Notes:**

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed Mr. Sanjay Bajoria, Practicing Chartered Accountant, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 28th July, 2017.
4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent to the shareholders by Courier/ Registered Post.
5. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to lawkushprasad.b@gmmcoindia.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the member.
6. The Postal Ballot Notice is also being uploaded on the Company's website viz. www.gmmco.in
7. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to 05/09/2017.
8. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 28th July, 2017. The ordinary resolution mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than the number of votes cast against the ordinary resolution.
9. Instructions for Voting:

**Voting through Physical Postal Ballot Form**

- I A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in then closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
- II The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 5th September, 2017. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted / accepted.

**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

Ms. Avani Birla, daughter of Mr. C.K.Birla has been employed with the Company. She went on leave since 16th March, 2015 for pursuing higher studies and after completion of studies has resumed the services w.e.f. 3rd July, 2017. In accordance with the recommendation of the Nomination and Remuneration Committee and the Audit Committee of the directors, Board of Directors of the Company at its meeting held on 28th July, 2017 have approved revision of remuneration of Ms. Avani Birla with effect from 3rd July, 2017. Since Ms. Avani Birla is deemed to be a related party within the definition of Section 2(76) of the Companies Act, 2013 and her remuneration exceeds the limit prescribed under the Companies Act, 2013, her holding office or place of profit with proposed remuneration and benefits payable to her require approval /ratification by the shareholders of the Company. Further, the Board of Directors or any committee thereof may give such increments and benefits as may be approved by them from time to time so long that the total annual remuneration payable to Ms. Avani Birla in any financial year does not exceed Rs.80 lacs.

The Directors recommend the said Ordinary Resolution for your approval.

None of the Directors, Key Managerial Personnel and any of their relatives are interested in the resolution.

**By order of the Board  
For GMMCO Limited**

**(Lawkush Prasad)  
Company Secretary**

**Registered Office:**

9/1, R. N. Mukherjee Road  
Kolkata – 700 001

Place : Kolkata

Dated : 28th July, 2017