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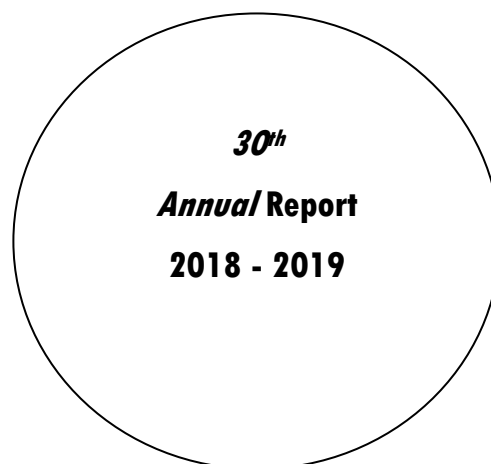
CAPITAL MARKETS LIMITED



**30th ANNUAL REPORT
2018-19**

I. C. Baid
Laxmi Narayan Sharma
Mahavir Prasad Saraswat
Urmi Bose

Chairman
Independent Director
Independent Director
Independent Director



COMPLIANCE OFFICER
Mr. I. C. Baid

CHIEF FINANCIAL OFFICER
Mr. Sanjay Mishra

AUDITORS
M/s. Maheshwari & Co.
Chartered Accountants, Kolkata

BANKERS
ICICI Bank Ltd
Kotak Mahindra Bank

REGISTERED OFFICE
Sir RNM House, 5th Floor
3B, Lalbazar Street,
Kolkata-700 001
CIN: L51109WB1989PLC046292

REGISTRAR & SHARE TRANSFER AGENT
R & D Infotech Private Limited
7A, Beltala Road, 1st Floor, Kolkata 700026
Tel.: 033-2419 2641/42, Fax: 033-2476 1657
Email: investor@rdinfotech.in
Website: www.rdinfotech.org

ANNUAL GENERAL MEETING
Date : 27th September, 2019
Time : 11.00 A.M.
Venue : Shyamal Smriti Parishad,
30, Dr. Nagen Ghosh Road,
Kolkata-700 031

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



NOTICE

Notice is hereby given that 30th Annual General Meeting of the members of M/s. Global Capital Markets Limited will be held on Friday, the 27th day of September, 2019 at 11:00 A.M. at Shyamal Smriti Parishad, 30, Dr. Nagen Ghosh Road, Kolkata-700 031 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 along with the Reports of the Board of Directors and the Auditors thereon.

Note:

The Company's Statutory Auditor, M/s Maheshwari & Co., Chartered Accountants, Mumbai (FRN - 105834W) was appointed as Statutory Auditor's for a period of five consecutive years at the 29th AGM of the Company held on 27th September 2018 on remuneration to be determined by the Board of Directors.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, which came into effect from 7th May 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditor has been withdrawn from the Statute.

In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditor have given a confirmation to the effect that they are eligible to continue with their appointment and have not been dis qualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

Registered Office :
Sir RNM House, 5th Floor
3B, Lalbazar Street,
Kolkata-700 001

Date : May 22, 2019

By Order of the Board
For Global Capital Markets Limited

I. C. 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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.
Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.
2. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
3. Members, Proxies and Authorised Representatives are requested to bring to the Meeting; the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the Annual General Meeting ("AGM") venue.
4. The Register of Member and the Share Transfer Books of the Company will remain closed from 21st September 2019 to 27th September 2019 (both days inclusive).
5. 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.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements (if any) are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
7. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id gcmil1995@gmail.com for quick and prompt redressal of their grievances.
8. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.

9. 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.
10. 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.
11. Members are requested to intimate change in their address immediately to M/s R & D Infotech Private Limited, the Company's Registrar and Share Transfer Agents, at their office at 7A, Beltala Road, 1st Floor, Kolkata 700031.
12. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s R & D Infotech Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
13. The Securities and Exchange Board of India (SEBI) has made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.
SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:
 - a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
14. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
15. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
16. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
17. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
18. Copies of Annual Report 2019 along with the Notice for the 30th AGM and instructions for e-voting, with Attendance Slip and Proxy Form are being sent by electronic mode only to those members whose email address are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of aforesaid documents are being sent by the permitted mode. Members are requested to bring copies of Annual Report to the Annual General Meeting.
19. Members may also note that the Notice of the 30th AGM and the Annual Report for 2018-2019 will also be available on the Company's website www.globalcapitalmarketandinfra ltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : gcmil1995@gmail.com
20. A route map showing directions to reach the venue of the 30th Annual General Meeting is given at the end of the Notice.
21. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
22. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 20, 2019.

23. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM), by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
24. The facility of voting, either through ballot/polling paper shall also be made available at the venue of the 30th AGM. The Members attending the AGM, who have not casted their vote till the time, through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
25. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.globalcapitalmarketandinfra ltd.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited and Calcutta Stock Exchange Association Ltd., where the shares of the Company are listed.
26. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
27. The details for voting electronically are as under –
- Date and time of commencement of voting through electronic means: **Tuesday, September 24, 2019 at 9.00 A.M.**
 - Date and time of end of voting through electronic means beyond which voting will not be allowed: **Thursday, September 26, 2019 at 5.00 P.M.**
 - During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 20, 2019**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by NSDL for voting thereafter.**
 - Details of Website: www.evotingindia.com
 - Details of Scrutinizer: CA Alok Kr. Das, Practicing Chartered Accountant (Membership No. 055737), 3B, Lal Bazar, 5th Floor, Kolkata – 700 001. E-mail: alokdas631@gmail.com
 - Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.
28. **Voting through Electronic means -**
- Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
 - The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.globalcapitalmarketandinfra ltd.com
 - The e-voting period commences on Tuesday, September 24, 2019 (9:00 am) and ends on Thursday, September 26, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 20, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 20, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor@rdinfotech.in.
 - The facility for voting through ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
29. **The process and manner for remote e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

d) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<ul style="list-style-type: none"> • For Members who hold shares in demat account with NSDL. 	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
<ul style="list-style-type: none"> • For Members who hold shares in demat account with CDSL. 	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
<ul style="list-style-type: none"> • For Members holding shares in Physical Form. 	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e) Your password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- iii. How to retrieve your ‘initial password’?
 - a. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - b. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - i. Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. Click on “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h) Now, you will have to click on “Login” button.

- i) After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c) Select “EVEN” of company for which you wish to cast your vote.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- f) Upon confirmation, the message “Vote cast successfully” will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

30. General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alokdas631@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Registered Office :
Sir RNM House, 5th Floor
3B, Lalbazar Street,
Kolkata-700 001

Date: May 22, 2019

By Order of the Board
For Global Capital Markets Limited

I.C. Baid
(DIN : 00235263)
Chairman

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting their 30th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2019

Standalone Financial Results	` in Lakh	
	Year Ended 31.03.2019	Year Ended 31.03.2018
Sales / Income	825.07	1021.15
Profit / (Loss) before Tax & Extraordinary Items	(64.97)	(101.31)
Less/(Add) : Provision for Taxation (including Deferred Tax)	41.44	(28.82)
Profit/(Loss) after Tax	(106.42)	(72.49)
Less : Extra-Ordinary Items	0.00	0.00
Profit after Tax & Extra-Ordinary Items	(106.42)	(72.49)
Add : Profit brought forward from Previous Year	52.42	128.83
Total Profit available for Appropriation	(54.00)	56.34
Less : Amount Transferred to Statutory Reserves	0.00	0.00
Less: Amt. transferred to Contingent Provision against Standard Assets	0.00	3.92
Balance carried forward	(54.00)	52.42

Accounting Method

The Ministry of Corporate Affairs vide its notification dated 30th March, 2016 notified the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, including the roadmap for implementation of Ind AS for Non-Banking Financial Companies ("NBFCs"). NBFCs were required to comply with Ind AS in phased manner, from accounting period beginning on or after 1st April, 2019.

Standalone Financial Performance

Since the Company does not have any material subsidiary company, the Company is not required to prepare or produce Consolidated Financial performance of the Company.

Your Company is one of the RBI registered NBFC and is engaged in the business of finance and investments. The Company is carrying trading/investment activities in both Equity and FNO Segment apart from its financing activities.

During the year, the gross revenue from operations stood at ` 825.07 lakh in comparison to last years' revenue of ` 1021.15 lakh. In term of Net Profit/(Loss) after tax, the same was stood at ` (106.42) lakh in comparison to last years' net profit / (Loss) of ` (72.49) lakh.

Management of company is continue to have positive outlook for current financial year however outcome depends entirely on the capital market environment as well as RBI/Govt. policies on NBFC activities.

Business Segment

The Company is operating in single segment i.e. Finance & Investments, as notified under Accounting Standard 17 defined by Institute of Chartered Accountants of India. The Company is carrying the business of trading and investments in Capital Market and is also doing financing activities.

Dividend and Reserves

In view of losses incurred during the year, your Directors do not propose any dividend for the year under review. In terms of the provisions of Regulation 43A of the SEBI Listing Regulations, your Company has formulated and adopted a Dividend Distribution Policy. The said policy is available on the website of the Company viz. www.globalcapitalmarketandinfra ltd.com

No amount was transferred to Special Reserve in terms of Section 45-IC of the RBI Act during the financial year under review.

Share Capital

The paid up Equity Share Capital as on March 31, 2019 was ` 24.8935 Crore. During the year under review, the Company has not allotted any shares whether ordinary or with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2019, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

Finance and Accounts

Your Company prepares its financial statements in compliance with the requirements the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits/(loss) and cash flows for the year ended 31st March 2019.

The Company continues to focus on judicious management of its Working Capital. Receivables, Inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

Particulars of Loans, Guarantees & Investments

The details of loans, guarantees and investments made under provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given under notes to the Standalone Financial Statements, which forms part of this Annual Report.

Subsidiary Company

The Company does not have any material subsidiary as defined under the Listing Regulations. However, it has formulated a policy for determining its 'Material' Subsidiaries and the same is available on the website of the Company.

Related Party Transactions

During the financial year under review, all transactions entered into by the Company with related parties were in ordinary course of business and on an arm's length basis and were not considered material as per the provisions of Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations. Hence, disclosure in form AOC-2 under Section 134(3)(h) of the Act, read with the Rule 8 of the Companies (Accounts of Companies) Rules, 2014, is not applicable.

Prior omnibus approval is obtained for Related Party Transactions ("RPTs") which are of a repetitive nature and entered in the ordinary course of business and at arm's length. A statement on RPTs specifying the details of the transactions, pursuant to each omnibus approval granted, is placed on a quarterly basis for review by the Audit Committee.⁶⁹

The details of contracts and arrangements with related parties, if any, of your Company for the financial year under review, are given in notes to the Standalone Financial Statements, which forms part of this Annual Report. The Policy on Related Party Transactions, as approved by the Board, is available on your Company's website

Management Discussion & Analysis

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34 (3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

Change in Nature of Business, If Any.

There are no changes in the nature of business in the financial year 2018-19.

Board Evaluation

The Board of Directors have laid down the manner for carrying out an annual evaluation of its own performance, its various Committees and individual directors pursuant to the provisions of the Act and relevant Rules and the Corporate Governance requirements are in compliance with Regulation 17 of Listing Regulations, 2015. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as Committee composition, process, dynamics, deliberation, strategic discussions, effective reviews etc. The Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as transparency, analytical capabilities, performance, leadership, ethics and ability to take balanced decisions regarding stakeholders etc.

Number of Meetings of the Board

The details of the Board Meetings and other Committee Meetings held during the financial year 2018-19 are given in the separate section of Corporate Governance Report.

Board Committees

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management

There is no change in Management of the Company during the year under review.

Directors

During the year, Mr. Amitabh Shukla and Mrs. Amrita Baid have resigned from the Board and in order to fulfil vacancy caused due to the above resignations, the Company has appointed Mr. Mahavir Prasad Saraswat and Mrs. Urmi Bose as Independent Directors of the Company w.e.f. 16th July 2018. Further, the members have approved above appointments in the 29th Annual General Meeting held on 27th September 2018.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Independent Directors

As per provisions of Section 149 of the Companies Act, 2013 independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per requirements of Regulation 25 of SEBI LODR Regulations, 2015, a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. In the opinion of

the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

Details of Directors / KMP appointed and resigned during the year

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mr. Amitabh Shukla	Independent Director	-	16 th July 2018
2.	Mrs. Amrita Baid	Non-Executive Director	-	16 th July 2018
3.	Mr. Mahavir Prasad Saraswat	Independent Director	16 th July 2018	-
4.	Mrs. Urmi Bose	Independent Director	16 th July 2018	-
5.	Ms. Puja Verma	Compliance Officer	-	5 th July 2018
6.	Ms. Reshu Agarwal	Compliance Officer	5 th July 2018	-

Significant and Material Orders Passed by the Regulators, Tribunals or Courts

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

Material changes and commitments affecting financial position between the end of the Financial Year and date of Report

There were no material changes and commitments, affecting the financial position of the Company from end of the financial year up to the date of this Report.

Directors Responsibility Statement

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

1. that in the preparation of the Annual Accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit/(loss) of the Company for the year ended on that date;
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis;
5. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Information Technology

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

Business Risk Management

As an NBFC, the Company is exposed to credit, liquidity and interest rate risk. On the other hand, investment in Stock Market, both in Quoted and Unquoted Shares, have the risk of change in the price and value, both in term of up and down and thus can affect the profitability of the Company.

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

However the Company is not required to constitute Risk Management Committee under Listing Regulations, 2015.

Internal Control Systems and their Adequacy

Your Company has an Internal Control System, which is commensurate with the size, scale, scope and complexity of its operations. To maintain its objectivity and independence, an independent firm of Chartered accountants has been appointed as the Internal Auditors, who report to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in your Company, its compliance with operating systems, accounting procedures and policies of your Company. Based on the report of the Internal Auditors placed before the Audit Committee, process owners undertake corrective action in their respective areas and thereby strengthen the controls. The internal controls have been reported by the Auditors to be adequate and effective during the year.

Nomination, Remuneration and Board Diversity Policy

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates. The above policy has been posted on the website of the Company.

Vigil Mechanism / Whistle Blower Policy

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company i.e. www.globalcapitalmarketandinfra ltd.com

Research & Development

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature & size of operations of your Company.

Auditors

Statutory Auditors

Messrs. Maheshwari & Co., Chartered Accountants, Mumbai (FRN – 105834W) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 29th Annual General Meeting (AGM) of the Members held on September 27, 2018 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on September 27, 2018.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

There is no audit qualification, reservation or adverse remark for the year under review.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Kriti Daga (C. P. No. 14023), Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed in this Annual Report as Annexure II.

Internal Auditors

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s A. K. Das & Co., Chartered Accountants, Kolkata (FRN 325204E). The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

Extract of Annual Return

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March, 2019 made under the provisions of Section 92(3) of the Act is attached as Annexure III to this report.

**Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013
Read with Rules**

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

Statutory Information and Other Disclosures

Since the Company is into the business of financing (NBFC activities) and investment activities in Shares and Securities; the information regarding Conservation of Energy, Technology Absorption, Adoption and Innovation, as defined under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is reported to be NIL.

The Disclosure required under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure 'IV' and forms an integral part of this Report. A statement comprising the names of top 10 employees in terms of remuneration drawn and every persons employed throughout the year, who were in receipt of remuneration in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure 'V' and forms an integral part of this annual report. The above Annexure is not being sent along with this annual report to the members of the Company in line with the provisions of Section 136 of the Act. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company, 21 days before and up to the date of the ensuing Annual General Meeting during the business hours on working days.

None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the Equity Shares of the Company.

Business Responsibility Report

As the Company is not among top 500 or 1000 Companies by turnover on Stock Exchanges, the disclosure of Report under of Regulation 34(2) of the Listing Regulations is not applicable to the Company for the year under review.

Foreign Exchange Earnings and Outgo

The Company did not earn or used foreign exchange during the year under review.

Public Deposits

The Company, being a Non-Deposit taking Systemically Important Core Investment Company, has not accepted any deposits from the public during the financial year under review in accordance with Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

Report on Corporate Governance

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

Cautionary Statement

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

Appreciations

Your Directors wish to place on record their appreciation on the contribution made by employees at all levels but for whose hard work, solidarity and support your Company's achievements would not have been possible. Your Directors also wish to thank the customers, service providers, investors and bankers for their continued support and faith reposed in the Company.

By Order of the Board
For Global Capital Markets Limited

Place : Kolkata
Date : May 22, 2019

I. C. Baid
(DIN : 00235263)
Chairman

MANAGEMENT DISCUSSIONS & ANALYSIS

GLOBAL ECONOMIC OUTLOOK

The global economy continued to grow through the financial year 2018-19, albeit with the momentum easing off slightly in the second half. Protectionism, anti-globalization sentiments, uncertainty surrounding Brexit and the escalating trade war between US and China continued to affect sentiments of the financial markets. The global GDP growth eased from 3.8% in CY2017 to 3.6% in CY2018. IMF expects growth to further moderate to 3.3% in 2019.

The United States economy grew by 2.9% in calendar 2018 and 3.2% in the first quarter of calendar 2019, driven by government spending and fiscal stimulus provided by the Trump administration's tax cuts. Unemployment rate in US continued to stay at near multi-decade lows and fell to 3.6% in April, 2019, the lowest since 1969. Ensuing trade tensions with China coupled with lower government spending and weak manufacturing data is expected to decelerate the growth momentum in 2019.

The US Federal Reserve [Fed] increased policy rates 4 times by 25 bps and was guiding at further rate hikes in 2019. However, early 2019 saw a change in the Fed's policy stance to accommodative and the latest indications seem to suggest little to no further hikes in 2019 and the end of the run-off of the Fed balance sheet during the year.

DOMESTIC ECONOMY

India continued to enjoy robust growth in first half of FY19 with the GDP growing by 7.6% in H1FY19, indicating a revival in investment and exports. However, second half saw a significant decline in GDP growth to 6.6% in Q3 and 5.8% in Q4 - the slowest GDP growth rate in five years. As a result, GDP growth for the full fiscal year 2019 declined to 6.8% and India lost its fastest growing economy tag to China which grew by 6.4% in the March quarter. The World Bank expects India's GDP growth to accelerate moderately to 7.5% in FY20, driven by strengthening investments, particularly private-improved export performance and resilient consumption.

Inflation in the country remained subdued over most of FY19. A sustained decline in food prices since July 2018, subsequently complemented by the softening of oil prices and concomitant appreciation of the rupee, led to a steady decline in inflation.

CPI inflation stood at 3.18% in June 2019, while the average for FY19 was at 3.43%, well below the RBI's target of 4% +/- 2%. As a result, the RBI reduced the policy rates thrice by 25 bps each in February, April and June 2019 bringing it to 5.75% - the lowest since July 2010. With economic growth softening in the second half of FY19, and retail inflation expected to be well within RBI's guided range, the RBI is expected to cut the repo rate further during the year.

HUMAN RESOURCE DEVELOPMENT

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2018-2019, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

By Order of the Board
For Global Capital Markets Limited

I. C. Baid
(DIN : 00235263)
Chairman

Place : Kolkata
Date : May 22, 2019

DETAILS OF RELATED PARTY TRANSACTIONS**A. (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under Note No. 2.19 of the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

Sl. No.	In the Account of	Disclosures of amount at the year end and the maximum amount of loans/advances/Investments outstanding during the year.	
1.	Holding Company	<input type="radio"/> Loans and advances in the nature of loans to subsidiaries by name and amount <input type="radio"/> Loans and advances in the nature of loans to associates by name and amount <input type="radio"/> Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount	Not Applicable
2.	Subsidiary	<input type="radio"/> Loans and advances in the nature of loans to subsidiaries by name and amount <input type="radio"/> Loans and advances in the nature of loans to associates by name and amount <input type="radio"/> Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount	
3.	Holding Company	<input type="radio"/> Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan.	

By Order of the Board
For Global Capital Markets Limited

Place : Kolkata
Date : May 22, 2019

I. C. Baid
(DIN : 00235263)
Chairman

**SECRETARIAL AUDIT REPORT
FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**The Members,
Global Capital Markets Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Global Capital Markets Ltd. (hereinafter called as 'the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2019, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2019, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- vi. Rules, regulations and guidelines issued by the Reserve Bank of India as per Reserve Bank of India Act, 1934 and its circulars, Master circulars, notifications, to the extent as applicable to Non-Deposit taking Non-Banking Financial Companies.
- vii. Prevention of Money Laundering Act, 2002 and its circulars, notifications.
- viii. Anti-Money Laundering Regulation issued by RBI and various circulars and Guidelines thereunder.
- ix. Employee Laws –
 - The Payment of Gratuity Act, 1972 and Payment of Gratuity (Central) Rules, 1972
 - The Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975
 - The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 & the scheme provided thereunder
- x. Acts as prescribed under Shop and Establishment Act of State and various local authorities.

- xi. The Negotiable Instrument Act, 1881
- xii. The Indian Stamp Act, 1899 and the State Stamp Acts
- xiii. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

I have also examined compliance with the applicable clauses of the following:-

- i. Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
- ii. Listing Agreements entered into by the Company with BSE Ltd. and Calcutta Stock Exchange Association Ltd. as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, rules, regulations, directions, guidelines, standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors including one woman director.

There is no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors. The decisions were carried unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there was no other event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards.

Place : Kolkata
Date : May 22, 2019

CS Kriti Daga
Membership No. 26425, C. P. No. 14023

Annexure - III

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2019

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. Registration & Other Details	
CIN	L51109WB1989PLC046292
Registration Date	20/02/1989
Name of the Company	Global Capital Markets Limited
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company
Address of the Registered Office and contact details	Sir RNM House, 5th Floor 3B, Lalbazar Street, Kolkata-700 001 Tel : +91 33 2248 1053 / 2248 9908
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	R & D Infotech Private Limited 7A, Beltala Road, 1st Floor, Kolkata 700026 Tel. : 033-2419 2641/42, Fax : 033-2476 1657

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
NBFC Activities (Financing) & Trading / Investment in Shares & Securities	66110	100.00%

III. Details of Subsidiary / Associate / Holding Companies				
Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	1133477	-	1133477	4.55	1133477	-	1133477	4.55	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	111900	-	111900	0.45	111900	-	111900	0.45	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	1245377	-	1245377	5.00	1245377	-	1245377	5.00	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(2)									
Total Shareholding of Promoters (A1) + (A2)	1245377	-	1245377	5.00	1245377	-	1245377	5.00	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-

d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total B(1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
i. Indians	12693418	45900	12739318	51.18	12802025	45900	12847925	51.61	0.43
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to ` 2 lakh	5399129	991027	6390156	25.67	4334071	936977	5271048	21.17	4.50
ii. Individual Shareholders holding nominal share capital in excess of ` 2 lakh	4518649	-	4518649	18.15	5471750	57400	5529150	22.21	4.06
c) Others (Specify)									
Sub Total B(2)	22611196	1036927	23648123	95.00	22607846	1040277	23648123	95.00	-
Total Public Shareholding B = B(1) + B(2)	22611196	1036927	23648123	95.00	22607846	1040277	23648123	95.00	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	23856573	1036927	24893500	100.00	23853223	1040277	24893500	100.00	-

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of year			Shareholding during and at the end of the year			% change in Share holding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
I. C. Baid	1081477	4.34	Nil	1081477	4.34	Nil	-
Manish Baid	52000	0.21	Nil	52000	0.21	Nil	-
GCM Securities Ltd.	111900	0.45	Nil	111900	0.45	Nil	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	1245377	5.00	1245377	5.00	Not Any	
At the end of the Year			1245377	5.00		

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase / decrease in Shareholding	Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
Goodpoint Vintrade Pvt. Ltd.	7,93,150	3.19%	No Change	7,93,150	3.19%
Vishal Vijay Shah	6,94,222	2.79%	No Change	6,94,222	2.79%
Delineate Traders Pvt. Ltd.	6,71,539	2.70%	No Change	6,71,539	2.70%
Blue Horizon Commosales Pvt. Ltd.	6,42,695	2.58%	No Change	6,42,695	2.58%
Petunia Trades Pvt. Ltd	5,92,880	2.38%	No Change	5,92,880	2.38%
Kohinoor Vincome Pvt. Ltd	5,43,315	2.18%	No Change	5,43,315	2.18%
Swapanpuri Tradelink Pvt. Ltd	5,07,505	2.04%	No Change	5,07,505	2.04%
Alok Knit Exports Ltd.	5,00,000	2.01%	No Change	5,00,000	2.01%
Rockers Tradelink Pvt. Ltd.	4,16,737	1.67%	No Change	4,16,737	1.67%
Reachsmart Construction Pvt. Ltd.	4,43,738	1.78%	Refer Note 1 below	2,85,400	1.15%

Note 1 : The Company does not procure Beneficiary Positions (BENPOS) on daily basis from Depositories and due to this reason, the Company is unable to provide details of date wise change in Shareholding of top 10 shareholders during the current financial year.

v) Shareholding of Directors and Key Managerial Personnel				
For Each of Directors & KMP	Shareholding at the beginning of the year		Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
I. C. Baid, Chairman				
At the beginning of the year	1,081,477	4.34%	1,081,477	4.34%
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc.):	Not Applicable (As there is no change in Shareholding of Directors and KMP during the year)			

V. INDEBTEDNESS

In Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits ` in Lac	Unsecured Loans ` in Lac	Deposits ` in Lac	Total Indebtedness ` in Lac
Indebtedness at the beginning of the financial year				
i. Principal Amount	0.96	-	-	0.96
ii. Interest due but not Paid	-	-	-	-
iii. Interest Accrued but not due	-	-	-	-
Change in Indebtedness during financial year				
• Addition	19.13	-	-	19.13
• Reduction	-	-	-	-
Indebtedness at the end of the financial year				
i. Principal Amount	20.09	-	-	20.09
ii. Interest due but not Paid	-	-	-	-
iii. Interest Accrued but not due	-	-	-	-
Total (i+ii+iii)	20.09	-	-	20.09

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Particulars of Remuneration	I. C. Baid (Chairman)	Sanjay Mishra (CFO)	Puja Verma, CS	Reshu Agarwal, CS
1.	Gross Salary	` 6,87,500/-	` 3,00,000/-	` 2,94,000/-	` 2,94,000/-
2.	Value of Perquisites	Nil	Nil	Nil	Nil
3.	Stock Options	Nil	Nil	Nil	Nil
4.	Sweat Equity	Nil	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil	Nil
6.	Others (Please specify)	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty			No Instance		
Punishment					
Compounding					
B. Directors					
Penalty			No Instance		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			No Instance		
Punishment					
Compounding					

Annexure - IV

Disclosure as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Ratio of the remuneration of each Director and Key Managerial Personnel (KMP) to the median remuneration of the employees of the Company and percentage increase in remuneration of the Directors and KMPs in the Financial Year.

Sr. No.	Name of Director / KMP	Designation	Increase (%)	Ratios of Remuneration of each Director & KMP to Median Remuneration of Employees
1.	I. C. Baid	Chairman & CEO	-	4:1
2.	Amrita Baid	Non-Executive Director	-	-
3.	Amitabh Shukla	Independent Director	-	-
4.	Laxmi Narayan Sharma	Independent Director	-	-
5.	Mahavir Prasad Saraswat	Independent Director	-	-
6.	Urmi Bose	Independent Director	-	-
7.	Sanjay Mishra	CFO	10%	2:1
8.	Puja Verma	Company Secretary & Compliance Officer	-	2:1
9.	Reshu Agarwal	Company Secretary & Compliance Officer	-	2:1

2. No. of permanent employees on the rolls of the Company as on 31 March 2019 -10
3. The average increase in median remuneration of the employees other than managerial personnel was 7.5% as compared to the increase in the managerial remuneration by 0% for this year. The salary increases are based on external benchmarking, internal parity, company performance and individual performance.

Annexure to the Directors' Report

Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

Company's philosophy on Code of Corporate Governance

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for

Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

Governance Structure

The Corporate Governance Structure at Global Capital Markets Ltd. (GCML) is as under:-

1. **Board of Directors** : The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board**: The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committees have been managed to operate within a given framework.

Board of Directors

Composition of Directors

The Board has four members with an Executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Chairman subject to supervisions and control of the Board.

The composition and category of the Board of Directors as at March 31, 2019, the number of other Directorships/Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

Name of Director	Category of Director	DIN	Date of Joining	No. of Directorship held in Listed Cos.	Committee Chairmanship	Committee Membership
I. C. Baid*	Promoter-Executive	00235263	20 th Feb 1989	3	Nil	3
Laxmi Narayan Sharma	Independent-Non-Executive	00356855	27 th Oct 1997	6	5	7
Mahavir Prasad Saraswat	Independent-Non-Executive	00304538	16 th July 2018	4	4	4
Urmi Bose	Independent-Non-Executive	07245298	16 th July 2018	4	Nil	Nil

*Chairman of the Board

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies.
3. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
4. Except Mr. I. C. Baid and Mrs. Amrita Baid, who are family members, no other Directors are related with each other.

Chairman and Managing Director

His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of

the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as per requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

Board Diversity Policy

The Company has a Board approved policy on Board diversity. The objective of the policy is to ensure that the Board comprises of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Board composition, as at present, broadly meets with the above objective.

Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, requirements of Listing Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

Details of Board Meetings

The Board of Directors met 9 times on 11th April, 28th May, 5th July, 16th July, 14th August, 27th September and 12th November in year 2018 and on 14th February and 15th March in year 2019 during the financial year 2018-2019.

Attendance of Board of Directors at the Board Meeting and at the last Annual General Meeting:

Name	Designation	Attendance at the AGM	Meetings Attended
I. C. Baid	Promoter- Executive	Yes	9
Amrita Baid	Non-Independent, Non-Executive	N.A.	3
Laxmi Narayan Sharma	Independent- Non Executive	Yes	9
Amitabh Shukla	Independent- Non Executive	N.A.	3
Mahavir Prasad Saraswat	Independent- Non Executive	Yes	6
Urmi Bose	Independent- Non Executive	Yes	6

*Chairman of the Board

Audit Committee

Audit Committee of the Board of Directors (“the Audit Committee”) is entrusted with the responsibility to supervise the Company’s internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

In view of the amendments to the Listing Regulations and SEBI PIT Regulations, the Board amended the terms of reference of the Committee, effective from 1 April 2019.

These broadly include oversight of the Company’s financial reporting process and disclosure of its financial information, review of financial statements, review of compliances and review of systems and controls, approval or any subsequent modification of transactions of the Company with related parties, review compliance with regulation 9A of the SEBI PIT Regulations, etc.

Terms of Reference

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions and Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Functions of Audit Committee

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2019.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company’s financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company’s quarterly Un-audited Standalone Financial Results are made available on the web-site www.globalcapitalmarketandinfraltd.com and are also sent to the Stock Exchanges where the Company’s equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

Internal Controls and Governance Processes

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

Constitution and Meetings of Audit Committee

The Audit Committee was re-constituted in the meeting of Board of Directors held on 16th July 2018 wherein Mr. Mahavir Prasad Saraswat was appointed as Member of the Committee in place of Mr. Amitabh Shukla.

The members of Audit Committee met 8 times on 28th May, 5th July, 16th July, 14th August, 27th September and 12th November in year 2018 and on 14th February and 15th March in the year 2019 during the financial year 2018-2019.

Name	Position	Number of Meetings Held	Meetings Attended
Mr. Laxmi Narayan Sharma	Chairman	8	8
Mr. I. C. Baid	Member	8	8
Mr. Amitabh Shukla	Member	2	2
Mr. Mahavir Prasad Saraswat	Member	6	6

Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of three Non-Executive Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

Terms of Reference

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, which are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

Policy for Selection and Appointment of Directors and their Remuneration

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
 - a. Qualification, expertise and experience of the Directors in their respective fields;
 - b. Personal, Professional or business standing;
 - c. Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

Constitution and Meetings of Nomination & Remuneration Committee

The Nomination & Remuneration Committee was re-constituted in the meeting of Board of Directors held on 16th July 2018 wherein Mr. Mahavir Prasad Saraswat was appointed as Chairman of the Committee in place of Mr. Amitabh Shukla. Further in the said Meeting, Mrs. Urmi Bose was appointed as Member of the Committee in place of Mrs. Amrita Baid.

The members of Nomination & Remuneration Committee met 4 times 5th July, 16th July and on 27th September in year 2018 and on 15th March in year 2019 during the financial year 2018-2019.

Name	Position	Number of Meetings Held	Meetings Attended
Mr. Amitabh Shukla	Chairman	1	1
Mrs. Amrita Baid	Member	1	1
Mr. Laxmi Narayan Sharma	Member	4	4
Mr. Mahavir Prasad Saraswat	Chairman	3	3
Mrs. Urmi Bose	Member	3	3

Stakeholders' Relationship Committee

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations, 2015, read with Section 178 of the Act and rules made thereunder.

Terms of Reference

The Board has clearly defined the terms of reference for this committee, which generally meets once a month. The Committee looks into the matters of Shareholders / Investors grievances along with other matters listed below:

- approval of transfer of shares/debentures and issue of duplicate/split/consolidation/sub-division of share/ debenture certificates;
- opening/modification of operation and closing of bank accounts;
- grant of special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi- Government Institutions; to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- to appoint representatives to attend the General Meeting of other companies in which the Company is holding shares;
- to change the signatories for availing various facility from Banks/Financial Institutions;
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, R & D Infotech Private Limited attends to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders' Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Ms. Reshu Agarwal, Company Secretary as a Compliance Officer within the meaning of Regulation 6 of Listing Regulations.

Composition of Committee and Meetings attended

The Stakeholders' Relationship Committee was re-constituted in the meeting of Board of Directors held on 16th July 2018 wherein Mr. Mahavir Prasad Saraswat was appointed as Chairman of the Committee in place of Mr. Amitabh Shukla.

During the year, four meeting of the Stakeholders' Relationship Committee were held on 11th April, 18th July and 11th October in year 2018 and on 11th January in year 2019 during the financial year 2018-2019.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. I. C. Baid	Member	Promoter, Executive	4
Mr. Amitabh Shukla	Chairman	Non-Executive Director	1
Mr. Laxmi Narayan Sharma	Member	Non-Executive Director	4
Mr. Mahavir Prasad Saraswat	Chairman	Non-Executive Director	3

Details of Shareholders' Complaints

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company did not receive any compliant from any of the shareholders. Further, there was no pending complaint at the close of the financial year.

Further, as required under Regulation 40(9) of Listing Regulations, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email id gcmil1995@gmail.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 28, 2019, inter alia, to discuss:

- Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the Performance of Chairman of the Company; taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

General Body Meetings

The details of the previous three Annual General Meetings held is as under:

Annual General Meeting	Date & Time	Venue
29 th Annual General Meeting	27 th September 2018, 11.00 AM	Shyamal Smriti Parishad, 30, Dr. Nagen Ghosh Road, Kolkata-700 031
28 th Annual General Meeting	21 st September 2017, 11.30 AM	Shyamal Smriti Parishad, 30, Dr. Nagen Ghosh Road, Kolkata-700 031
27 th Annual General Meeting	29 th September 2016, 11.30 AM	Shyamal Smriti Parishad, 30, Dr. Nagen Ghosh Road, Kolkata-700 031

Special Resolution passed at last three Annual General Meetings:

Company has passed following Special Resolution in pursuance of the prevailing Laws, Rules, Regulations, Guidelines, Standards, etc. in the 27th Annual General Meeting -

- Alteration in Object No. 4 of Main Object in Memorandum of Association of the Company;
- Change in place to keep the Register of Members, Index of Members and other such Registers as may be required to be maintained under Section 88 of the Companies Act, 2013

Apart from the above, no special resolution has been passed in remaining two out of last three Annual General Meeting.

Passing of Resolution by Postal Ballot:

No Resolution has been passed during last three financial years through Postal Ballot Rules 2011.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

Extra-Ordinary General Meeting (EOGM)

No Extra-Ordinary General Meeting was held during the financial year ended on 31st March 2019.

BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements under Listing Regulations, 2015.

Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets activities during the last three years.

Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Risk Management

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is examined periodically by the Board and the Audit Committee.

SEBI / Stock Exchange Compliance

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations (effective from 1st December 2015). Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations); with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Directors and the designated employees have confirmed compliance with the Code.

Disclosures

- (a) There are no transactions with related party i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 2015) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee.
- (d) Share Reconciliation Audit (Formerly known as Secretarial Audit Report) :- As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Code of Business Conduct & Ethics

The Company has adopted Code of Business Conduct and Ethics (“the Code”) which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

Conflict of Interest

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other Companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

Vigil Mechanism / Whistle Blower Policy

The Company has a whistle blower policy encompassing vigil mechanism pursuant to the requirements of the section 177(9) of the Act and regulation 22 of the Listing Regulations. The Board of Directors, at its meeting held on 12 March 2019, revised whistle blower policy containing, inter alia, leak or suspected leak of unpublished price sensitive information in view of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, (SEBI PIT Regulations). The policy/vigil mechanism enables directors and employees to report to the Management their concerns about unethical behaviors, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy and leak or suspected leak of unpublished price sensitive information.

This mechanism provides safeguards against victimisation of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy has been appropriately communicated to the employees within the Organisation and has also been hosted on the Company’s website viz. www.globalcapitalmarketandinfraltd.com.

Compliances regarding Insider Trading

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a Board approved code of conduct to regulate, monitor and report trading by insiders (‘code of conduct’) and a Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information (‘code of fair disclosure’).

During the year under review, SEBI amended the SEBI PIT Regulations. In view of the amendments to the said Regulations, the Board of Directors, at its meeting held on 14 February 2019, inter alia approved the following, with effect from 1 April 2019:

- a. Revised code of conduct to regulate, monitor and report trading by Designated Persons;
- b. Revised code of practices and procedures for fair disclosure of unpublished price sensitive information;
- c. Revised whistle blower policy;
- d. Institutional mechanism for prevention of insider trading; and
- e. Amendment to the terms of reference of the Audit Committee.

The code of conduct and code of fair disclosure framed by the Company have helped in ensuring compliance with the requirements.

Communication with the Members / Shareholders

- The unaudited quarterly / half yearly / yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Bengali) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.

- The Company's financial results and official press releases are displayed on the Company's Website- www.globalcapitalmarketandinfraltd.com.
- Any presentation made to the institutional investors or/and analysts are also posted on the Company's website.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited and Calcutta Stock Exchange Association Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Likewise, the said information is also filed electronically with CSE through emails.
- A separate dedicated section under 'Investors' on the Company's website gives information on unclaimed dividends, notice to the Board Meeting, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.
- Sections 20 and 136 of the Act, read with the Companies (Accounts) Rules, 2014 permit companies to deliver the documents electronically to the registered email IDs of the members.

Disclosures on Mandatory Requirements

The Company has complied with the mandatory requirements of the Listing Regulations.

Disclosures on Discretionary Requirements

The Company has also complied with the discretionary requirements as under:

A. The Board

Chairman's office has been made available for the non-executive Chairman and he is allowed reimbursement of expenses incurred in performance of his duties.

B. Shareholder Rights

The Company communicates all material events to its shareholders as and when it occurs.

C. Modified Opinion(s) in the Audit Report

The Company confirms that its financial statements are with unmodified audit opinion.

D. Reporting of Internal Auditor

The internal auditor reports directly to the Audit Committee.

Non-Mandatory Requirements

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

Shareholders' Information

a. Annual General Meeting

The information regarding 30th Annual General Meeting for the financial year ended on 31st March 2019 is as follows:-

Date	:	Friday, 27 th September, 2019
Time	:	11.00 A.M.
Venue	:	Shyamal Smriti Parishad, 30, Dr. Nagen Ghosh Road, Kolkata-700 031

b. Financial Calendar : 1st April to 31st March.

c. Future Calendar for the financial year ending on 31st March 2019 :

Subject Matter	Tentative Dates
Financial Reporting of 1 st Quarter ended on 30 th June 2019	Mid of August, 2019
Financial Reporting of 2 nd Quarter ended on 30 th September 2019	Mid of November, 2019
Financial Reporting of 3 rd Quarter ended on 31 st December 2019	Mid of February 2020
Financial Reporting of 4 th Quarter ended on 31 st March 2020	During May 2020
Date of Annual General Meeting	During September 2020

d. Date of Book Closure : September 21 to September 27, 2019. (Both days inclusive)

e. Dividend Payment : No Dividend has been recommended for the year under review.

f. Dividend History : The Company has not paid any Dividend during last 10 years.

g. Unclaimed Dividend / Share Certificates :

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125.

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2019:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount `	Due Date for transfer to IEPF Account
1.	Not Any	Not Any	Nil	N.A.

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of Financial Year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

h. Listing of Shares : BSE Limited (BSE)

Calcutta Stock Exchange Association Ltd. (CSE)

i. Listing Fees : Annual Listing Fees for FY 2019-2020 has been paid to BSE.

j. Stock Code : BSE (530263), CSE (10017056)

ISIN Code : INE062C01034 on both CDSL & NSDL

k. Market Price Data :

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April 2018	3.78	2.85	5,883	35213.30	32972.56
May 2018	3.72	2.94	603	35993.53	34302.89
June 2018	3.35	3.04	3,057	35877.41	34784.68
July 2018	3.34	2.42	7,303	37644.59	35106.57
August 2018	2.40	2.08	23,757	38989.65	37128.99
September 2018	2.48	2.24	11,602	38934.35	35985.63
October 2018	2.52	2.40	1,748	36616.64	33291.58
November 2018	2.47	2.43	2,299	36389.22	34303.38
December 2018	2.43	1.72	2,463	36554.99	34426.29
January 2019	1.80	1.46	16,785	36701.03	35375.51
February 2019	2.21	1.75	3,335	37172.18	35287.16
March 2019	1.99	1.80	9,441	38748.54	35926.94

l. Registrar & Share Transfer Agent.

M/s. R & D Infotech Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical and electronic mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. R & D Infotech Pvt. Ltd.

7A, Beltala Road, 1st Floor, Kolkata 700031, Tel. : 033-2419 2641/42, Fax : 033-2476 1657

Email : rd.infotech@vsnl.net, Website : www.rdinfotech.org

m. Share Transfer System and Transfer of Shares

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of fifteen days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

n. Consolidation of Folios and avoidance of multiple mailing

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrars and Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

o. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

p. Shareholding Pattern as on 31st March 2019

Categories	No. of Shares	% of Shareholding
Promoters, Directors, Relatives & Person acting in concert	1245377	5.00
Mutual Funds & UTI	-	-
Foreign Institutional Investors	-	-
NRI	-	-
Private Corporate Bodies	12844958	51.60
Indian Public	10803165	43.39
Total	24893500	100.00

q. Distribution of Shareholding as on 31st March 2019

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-500	9543	82.26%	1217313	4.89%
501-1000	659	5.68%	545211	2.19%
1001-2000	499	4.30%	743995	2.99%
2001-3000	265	2.28%	681944	2.74%
3001-4000	86	0.74%	308532	1.24%
4001-5000	142	1.22%	687180	2.76%
5001-10000	182	1.57%	1381141	5.55%
10001-50000	151	1.30%	3366203	13.52%
50001-100000	33	0.28%	2521502	10.13%
100001 and Above	41	0.35%	13440479	53.99%
Total	11601	100.00%	24893500	100.00%

r. Dematerialization of Shares & Liquidity

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

As on 31st March 2019, 94.36% public shareholdings of the Company are in dematerialized form.

s. Procedures for dematerialization of Equity Shares:

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing in shares in demat form. For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant (DP).
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is R & D Infotech Private Limited.
- RTA will process the DRF and confirm or reject the request to DP/ depositories
- Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP

t. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

u. Listing Fees & Annual Custodial Fees

The Company has paid the Annual Listing Fees for year 2019-2020 to BSE and is due to be paid to CSE. Annual Custodial Fees to both the Depositories (NSDL & CDSL) for the year 2018-2019 has been paid.

v. Details on use of Public Funds Obtained in the last three years :

No Fund has been raised by Company during last 3 financial years.

w. Investors Correspondence

Shareholders can contact the following Officials for secretarial matters of the Company:

Ms. Reshu Agarwal : gcmil995@gmail.com

x. Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

**y. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :
Not Applicable.****z. Code of Conduct**

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

aa. Address for Correspondence

Sir R. N. M. House, 3B, Lalbazar Street, 5th Floor, Block No. 2, Kolkata-700 001

Tel: +91 33 2248 1053 / 2248 9908, Email: gcmil1995@gmail.com

bb. Website Address of the Company

www.globalcapitalmarketandinfraltd.com

**By Order of the Board
For Global Capital Markets Limited**

**Place : Kolkata
Date : May 22, 2019**

**I. C. Baid
(DIN : 00235263)
Chairman**

CEO / CFO Certification

We the undersigned, in our respective capacities as Chairman and Chief Financial Officer of Global Capital Markets Limited ("the Company") to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Global Capital Markets Limited
S/d-
Sanjay Mishra
Chief Financial Officer

Kolkata, May 22, 2019

For Global Capital Markets Limited
S/d-
I. C. Baid
(DIN : 00235263)
Chairman

Kolkata, May 22, 2019

ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Global Capital Markets Limited, Code of Business Conduct and Ethics for the year ended March 31, 2019.

For Global Capital Markets Limited

S/d-

I. C. Baid

(DIN :

00235263)

Chairman

Kolkata, May 22, 2019

CERTIFICATE

Based on our verification of the books, papers, minute books, forms and returns filed, MCA website and other records maintained by M/s Global Capital Markets Limited, having its Registered office at Sir RNM House, 5th Floor, 3B, Lal bazar Street, Kolkata-700 001 West Bengal and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on March 31, 2019, in our opinion, none of the director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

Place : Kolkata

Date : May 22, 2019

CS Kriti Daga

Membership No. 26425, C. P. No. 14023

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **Global Capital Markets Limited**

1. This certificate is issued in accordance with the terms of our engagement letter with the Company.
2. We have examined the compliance of conditions of corporate governance by **Global Capital Markets Limited** (the 'Company') for the year ended 31st March 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2019.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For Maheshwari & Co.
Chartered Accountants
Firm Registration No. : 105834W

Place: Kolkata
Date : May 22, 2019

K.K. maloo
Partner
Membership No.: 144734

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/s. GLOBAL CAPITAL MARKETS LIMITED

Reports on the Financial Statements

Opinion

We have audited the financial statements of **GLOBAL CAPITAL MARKETS LIMITED**, which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the afore said standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the statement of affairs of the company as at 31st March 2019, and its profit and its cash flow for the year ended on that date.

Emphasis of Matters

The reports should be read together with the Notes to the financial statements and attention to following matters be given:

- a) Notes to the financial statements which describe the uncertainty related to the outcome of the pendency's of appeals and legal matters filed by the company as well as against the company.
- b) subject to Note, in respect of inaccuracy of Supporting for some of the expenditure of revenue nature Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure – A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
3. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
6. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
7. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - a. The Company does not have any material pending litigations which would impact on its financial position in its financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - c. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For Maheshwari & Co.
Chartered Accountants
FRN: 105834W

CA K.K. Maloo
Partner
Membership No. 144734

Place: Mumbai
Date: 22th May, 2019

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Bansal Roofing Products Limited of even date)

1. In respect of the Company's fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. The company is engaged in the NBFC accordingly it does not hold any physical inventories. Thus paragraph 4(ii) of the order is not applicable to the company.
2. In our opinion and according to the information and explanations given to us, the company has not granted any loans, secured or unsecured, during the year to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013 Thus, Paragraph 4(iii) (a) (b) & (c) of the order is not applicable to the company.
3. The Company has not granted loans or made investment or given any guarantee or security as covered in the provisions of section 185 and 186 of the Companies Act, 2013 therefore, Clause (IV) of the order is not applicable to the company.
4. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
5. As per Rule 3 of (Cost Records and Audit) Rules, 2014, as amended up to 15 July, 2016, The Maintenance of Cost records is not applicable to company.
6. According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
7. In our opinion and according to the information and explanations given to us, The Company has not taken loan from any financial institution or bank therefore, Clause (VIII) of the order is not applicable to the company.
8. The Company has not raised moneys by way of initial public offer or further public offer including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
9. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
10. In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

11. **The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.**
12. **In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.**
13. **During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.**
14. **In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.**
15. **The Company is a NBFC Company thus its is already registered under section 45-IA of the Reserve Bank of India Act, 1934.**

**For Maheshwari & Co.
Chartered Accountants
FRN: 105834W**

**Sd/-
CA K.K. Maloo
Partner
Membership No. 144734**

**Place: Mumbai
Date: 22th May, 2019**

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Bansal Roofing Products Limited of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **NCL RESEARCH & FINANCIAL SERVICES LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Maheshwari & Co.
Chartered Accountants
FRN: 105834W

Sd/-
CA K.K. Maloo
Partner
Membership No. 144734

Place: Mumbai
Date: 22th May, 2019

Balance Sheet

As at March 31, 2019

(Amount in Rs.)

Particulars	Notes	March 31, 2019	March 31, 2018
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	24,89,35,000	24,89,35,000
Reserves and Surplus	4	13,76,71,459	14,83,13,181
Total Equity & Shareholder's Fund		38,66,06,459	39,72,48,181
CURRENT LIABILITIES			
Trade payables	6	3,83,05,566	75,23,027
Other Current Liabilities	7	20,48,501	1,18,417
Short term Provisions	8	5,05,146	32,23,654
Total Current Liability		4,08,59,213	1,08,65,097
TOTAL LIABILITY		42,74,65,672	40,81,13,278
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
Tangible Assets	9	32,63,599	42,78,300
Non-Current Investments	10	10,94,51,472	11,62,86,609
Deferred Tax Assets (Net)	5	3,87,420	45,31,831
Total Non-Current Assets		11,31,02,491	12,50,96,740
CURRENT ASSETS			
Inventory	11	3,24,36,669	10,14,49,895
Trade Receivables	12	6,87,06,448	1,19,90,432
Cash and Cash Equivalents	13	4,14,95,452	48,72,229
Short-term Loans and Advances	14	17,17,24,612	16,47,03,982
Total Current Assets		31,43,63,181	28,30,16,538
TOTAL ASSETS		42,74,65,672	40,81,13,278
Significant Accounting Policies and Notes on Financial Statements			

As per our report of even date
For Maheswari & Co.
Chartered Accountants
Firm Reg. No. 105834W

Sd/-
CA K.K. Maloo
[Partner]
M.No. 144734

Place: Mumbai
Date: 22.05.2019

For and on behalf of Board of Directors of
M/s. Global Capital Markets Limited

Sd/-
Mr. Inder Chand Baid
Managing Director

Sd/-
Laxmi Narayan Sharma
Director

Sd/-
Sanjay Kumar Mishra
CFO

Place: Mumbai
Date: 22.05.2019

STATEMENT OF PROFIT AND LOSSFOR THE YEAR ENDED 31st MARCH, 2019

(all amounts in Rupees, except share data and unless otherwise stated)

	Particulars	Notes	March 31, 2019	March 31, 2018
	Income:			
I.	Revenue from operations	15	7,71,69,204	9,90,48,998
II.	Other Income	16	53,37,410	30,66,482
III.	Total Revenue (I + II)		8,25,06,614	10,21,15,481
	Expenses:			
1	Purchases of Traded Goods		77,42,077	11,37,13,636
2	Changes in inventories of Traded Goods		6,90,13,226	(1,19,92,243)
3	Employee benefits expense	17	39,63,682	33,75,126
4	Depreciation	9	10,14,701	10,14,701
5	Finance Cost	18	5,93,770	5,42,670
6	Other expenses	19	66,76,469	55,92,674
	Total Expenses (II)		8,90,03,925	11,22,46,564
V	Profit before Prior Period Items and Tax (III – IV)		(64,97,311)	(1,01,31,083)
VI	Exceptional and Extra ordinary Items			
	Prior Period Items (Expenses)/Income		-	-
	Misc. Exp. Written Off		-	-
VII	Profit Before Taxation (V – VI)		(64,97,311)	(1,01,31,083)
VIII	Tax Expense:			
	A) Current tax		-	-
	B) Deferred tax		41,44,411	(28,82,095)
	Profit (Loss) for the period after Tax (VII - VIII)		(1,06,41,722)	(72,48,988)
	Earnings per equity share:			
	(1) Basic		(0.43)	(0.29)
	(2) Diluted		(0.43)	(0.29)
	Significant Accounting Policies and Notes on Financial Statements			

As per our report of even date

For Maheswari & Co.

Chartered Accountants

Firm Reg. No. 105834W

Sd/-

CA K.K. Maloo

[Partner]

M.No. 144734

Place: Mumbai

Date: 22.05.2019

For and on behalf of Board of Directors of

M/s. Global Capital Markets Limited

Sd/-

Mr. Inder Chand Baid

Managing Director

Sd/-

Laxmi Narayan Sharma

Director

Sd/-

Sanjay Kumar Mishra

CFO

Place: Mumbai

Date: 22.05.2019

CASH FLOW STATEMENTFOR THE YEAR ENDED 31st MARCH, 2019

(all amounts in Rupees, except share data and unless otherwise stated)

Particulars	Notes	March 31, 2019	March 31, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		(64,97,311)	(1,01,31,084)
Adjustment for			
Depreciation and Amortization Exp		10,14,701	10,14,701
Dividend Income		(3,08,430)	(4,39,958)
Interest Income		(1,19,01,604)	(90,42,299)
Operating profit before working capital changes		15,93,541	12,35,271
Adjustment for			
Changes in Working Capital			
(Increase)/decrease in Short Term Loans & Advances		(70,20,630)	(1,17,11,477)
(Increase)/decrease in Trade Receivables		(5,67,16,016)	(19,90,027)
(Increase)/decrease in Inventories		6,90,13,226	(1,19,92,243)
(Increase)/decrease in Trade Payables		3,07,82,539	(52,73,606)
(Increase)/decrease in Sort Term Provisions		(27,18,508)	-
Increase/(decrease) in Other Current Liability		19,30,084	(2,33,12,827)
Cash Generated from Operation		1,75,78,052	(7,28,78,820)
Net Income-tax paid		-	-
Net Cash Flow from OPERATING ACTIVITIES	(A)	1,75,78,052	(7,28,78,820)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Investments, Dividend Income		-	-
Interest Income		68,35,137	3,12,23,010
Decrease/(Increase) in P&M		3,08,430	4,39,958
Net Cash Flow from INVESTING ACTIVITIES		1,19,01,604	90,40,299
C. CASH FLOW FROM FINANCING ACTIVITIES			
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)		3,66,23,223	(3,21,73,551)
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD		48,72,229	3,70,45,780
CASH & CASH EQUIVALENTS AT THE END OF THE PERIOD		4,14,95,452	48,72,229
Significant Accounting Policies and Notes on Financial Statements			
The accompanying notes are an integral part of the financial statement.			

As per our report of even date
For Maheswari & Co.
Chartered Accountants
Firm Reg. No. 105834W

Sd/-
CA K.K. Maloo
[Partner]
M.No. 144734

Place: Mumbai
Date: 22.05.2019

For and on behalf of Board of Directors of
M/s. Global Capital Markets Limited

Sd/-
Mr. Inder Chand Baid
Managing Director

Sd/-
Laxmi Narayan Sharma
Director

Sd/-
Sanjay Kumar Mishra
CFO

Place: Mumbai
Date: 22.05.2019

Notes forming part of the financial statements for the year ended 31st March 2019**1. CORPORATE INFORMATION**

The company is a listed Public Limited company registered under Companies Act 1956 and also RBI registered NBFC company registered U/s 45-IA of the RBI Act, 1934. The Company is into the business of Finance and Investments in shares & securities. Further, the Company had been carrying the business of advancing loans and investing in Quoted and unquoted securities. However, at present the Company is concentrating mainly on development of NBFC Activities

2. SIGNIFICANT ACCOUNTING POLICIES**2.1 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under historical cost convention. The financial statements are presented in Indian Rupees.

2.2 USE OF ESTIMATES:

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Group to estimate the efforts or costs expended to date proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post sales customer support and the useful lives of tangible assets and intangible assets (No Need to disclose examples).

Accounting Estimates could change from period to period. Actual Results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the standalone financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the standalone financial statements.

2.3 REVENUE RECOGNITION

- I. Income are accounted on accrual basis.
- II. Expenses other than Interest are net of recoveries, wherever applicable.

2.4 TANGIBLE FIXED ASSETS

- I. Fixed Assets are stated at cost less depreciation, Cost comprises the purchase price and any attributable cost of bringing the assets to working condition for its intended use.
- II. Expenditure, for additions improvements and renewals are capitalised and expenditure for maintenance & repairs are charged to the Profit & Loss account. When assets are sold or discarded, their cost and accumulated depreciation is removed from the account & any gain or loss, resulting from their disposal is included in the Profit & loss account.

2.5 DEPRECIATION AND AMORTISATION

During the year, the Company has used its method of charging depreciation on Written down Value Method. Depreciation is provided using the Written Down Value Method at the rates or Useful life and in the manner specified in schedule II to the Companies Act 2013. Depreciation on additions/ deletions during the year is provided on a pro-rata basis from the date of addition/up to the date of deletion. Depreciation and amortization methods, useful lives and residual values are reviewed periodically, including at each financial year end. The Management estimates the useful lives for the other fixed assets as follows:

Plant and machinery	3-15 years
Office equipment	5-10 years
Computer equipment	6 years

Furniture and fixtures	10 years
Vehicles	6 years
Borewell	15 years
Solar Equipment	15 years

2.6 **IMPAIRMENT OF ASSETS**

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss.

Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset from its disposal are discounted to their present value using pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment loss is recognized immediately as income in the profit and loss account.

2.7 **INVENTORIES**

Inventory are valued as under:

Trading in Shares - At Cost or Net Realisable Value Whichever is lower.

2.8 **EMPLOYEE BENEFITS**

The company provides for unutilised leave benefits on the basis of the last salary drawn and the leave balance available to the credit of the employee on the last date of the year.

2.9 **TAXES ON INCOME**

CURRENT TAX

Income tax payable for the year is determined in accordance with the provisions of the Income Tax Act, 1961.

DEFERRED TAX

Deferred tax expense or benefit is recognized on "timing difference" being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available to realize these assets.

2.10 **CASH AND CASH EQUIVALENTS:**

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations.

2.11 **BORROWING COSTS**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.

2.12 **SEGMENT REPORTING**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information available and for which operating profit/Loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and Segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transaction which are primarily determined based on market /fair value factors.

Revenue expenses, assets and liabilities which relate to the company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/expenses/assets/liabilities".

2.13 EARNINGS PER SHARE:

EPS is worked out as per AS 20. (The previous year figures are derived after giving effect of Right Issue during the year as per AS 20).

2.14 MISCELLANEOUS EXPENDITURE:

2.14.1 The Management of the company has decided that Miscellaneous Expenditure pertaining to IPO expenses have been written off over the period of five years from Financial year of the expenditure incurred.

2.14.2 The management of the company has decided that miscellaneous expenditure pertaining to right issue expenses have been written off over the period of three years from the financial year of the expenditure incurred.

2.15 CASH FLOW STATEMENT

Cash Flows are reported using the indirect method, where by profit / loss before extra-ordinary item and tax is adjusted for the effects of the transactions of Non cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow from Operating, Investing and Financial activities of the company are segregated based on the available information.

Material events occurring after Balance Sheet date and till the date of signing of accounts are taken into cognizance.

Information as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is given in separate annexure.

2.16 LEASES

2.16.1 FINANCE LEASE

The Company has not entered in to finance lease arrangements.

2.16.2 OPERATING LEASE

Operating leases are mainly in the nature of lease of office premises with no restrictions and are renewable by mutual consent. There are no restrictions imposed by lease arrangements. Lease rental payments made by the Company are recognized in the statement profit and loss account in restated financials under the head 'Other Expenses'

Particulars	For the year ended 31.03.2019
Office Rent	5,04,000

2.17 PROVISIONS AND CONTINGENCIES

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed by way of Notes to Accounts. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

Schedules Forming part of Notes on Accounts
(all amounts in Rupees, except share data and unless otherwise stated)

NOTE-3 : SHARE CAPITAL

Particulars	As at March 31, 2019		As at March 31, 2018	
	Numbers	Amount	Numbers	Amount
(i) Authorised shares Capital Equity Shares of Rs. 10/- Each	30000000	30,00,00,000	30000000	30,00,00,000
(ii) Issued, Subscribed and Paid up Equity Shares of Rs. 10/- Each	24893500	24,89,35,000	24893500	24,89,35,000

Note-3.1 : A reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2019		As at March 31, 2018	
	Numbers	Amount	Numbers	Amount
Shares outstanding at the beginning of the year	300000000	30,00,00,000	300000000	30,00,00,000
Shares Issued during the year	-	-	-	-
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year of Rs. 10/- each	30000000	30,00,00,000	300000000	30,00,00,000

NOTE-4 : RESERVES AND SURPLUS

Particulars	March 31, 2019	March 31, 2018
Securities Premium		
Opening	11,95,00,000	11,95,00,000
During the Year	-	-
Closing (A)	11,95,00,000	11,95,00,000
General Reserve		
Opening	1,24,85,190	1,24,85,190
Add: Profit & Loss Appropriation	-	-
Add: Current Year Transfer	-	-
Closing (B)	1,24,85,190	1,24,85,190
Special Reserve - NBFC Fund*		
Opening	1,10,86,086	1,10,86,086
Add: Transfer from surplus during the year	-	-
Closing (C)	1,10,86,086	1,10,86,086
Surplus in the statement of profit and loss		
Opening	52,41,905	1,28,83,036
Add: Net Profit for the current year	(1,06,41,722)	(76,41,131)
Less: Transfer to Statutory Reserves 20% of above	-	-
Less: Transfer to Contingent Provision against Standard Assets 0.25% on Loans	-	-
Net surplus in the statement of profit and loss (D)	(53,99,817)	52,41,905
TOTAL RESERVES AND SURPLUS (A+B+C+D)	13,76,71,459	14,83,13,181

*Note Special Reserve In terms of section 45IC of Reserve Bank of India Act 1934 20% of profit after tax have been transfer to statutory reserve

NOTE-9 : FIXED ASSETS

Sr. No.	Particulars	Gross Block				Depreciation				NET BLOCK as on March 31, 2019	NET BLOCK as on March 31, 2018	
		As on 01.04.2018	Addition	Adjustment	As on 31.03.2019	As on 01.04.2018	Depreciation	Adjustment	As on 31.03.2019			
1.	Tangible Assets-Owned											
	Data Processing Unit	1,23,81,143	-	-	1,23,81,1430	1,19,19,619	-	-	1,19,19,619	461524	4,61,524	
	Plant & Machinery	62,02,827	-	-	62,02,807	39,72,952	5,77,554	-	45,50,506	1652321	22,29,875	
	Furniture & Fittings	51,04,266	-	-	51,04,266	35,17,366	4,37,148	-	39,54,514	1149752	15,86,900	

NOTE-5 : DEFERRED TAX ASSETS (net)

Particulars	March 31, 2019	March 31, 2018
Deferred tax Assets On difference of WDV value of Tangible Assets	3,87,420	45,31,831
TOTAL	3,87,420	45,31,831

NOTE-6 : TRADE PAYABLES

Particulars	March 31, 2019	March 31, 2018
Sundry Creditors	3,83,05,566	75,23,027
TOTAL	3,83,05,566	75,23,027

NOTE-7 : OTHER CURRENT LIABILITIES

Particulars	March 31, 2019	March 31, 2018
Secured Borrowings Short Term Borrowing from Bank	20,08,641	95,967
Other Current Liability	39,860	22,450
TOTAL	20,48,501	1,18,417

NOTE-8 : SHORT-TERM PROVISIONS

Particulars	March 31, 2019	March 31, 2018
Contingent Provisions against Standard Assets*	4,08,146	31,26,654
Provision for Taxation (net)	97,000	97,000
TOTAL	5,05,146	32,23,654

* Contingent Provision against standard Assets @ 25% of loan has been made in accordance with the notification dated January 17, 2011, issued by RBI

NOTE-11 : INVENTORIES

Particulars	March 31, 2019	March 31, 2018
QUOTED Equity Instruments As per Annexure	1,44,13,169	1,67,77,395
UNQUOTED Equity Instruments As per Annexure	1,80,23,500	8,46,72,500
TOTAL	3,24,36,669	10,14,49,895

NOTE-12 : TRADE RECEIVABLES

Particulars	March 31, 2019	March 31, 2018
Unsecured considered GOOD		
Due for a period exceeding six months	1,82,30,000	97,90,249
Other	5,0476,448	22,00,183
TOTAL	6,87,06,448	1,19,90,432

NOTE-10 : NON-CURRENT INVESTMENTS-values at Cost

Particulars	March 31, 2019		March 31, 2018	
	Face Value	Amount	Face Value	Amount
Quoted-Equity Instruments				
Bank of India Limited	10	-	10	3,300
Bharat Commerce Limited		20		20
Asian Paints Limited	1	5,91,792	1	5,91,792
Essar Shipping Limited	10	-	10	5,966
GCM Securities Limited	1	8,55,00,000	1	8,55,00,000
GCM Capital Advisors Limited	10	50,000	10	50,000
GCM Commodity & Derivatives Limited	10	60,00,000	10	60,00,000
J.K. Corp. Limited		-		888
Jackson Investment Limited	1	-	1	52,05,350
Motorol Speciality Oils Limited		1,000		1,000
Timken India Limited	10	-	10	338
Total		9,21,42,812		9,73,58,654
UnQuoted-Securities, Debt and Mutual Funds and Others				
GOLD		2,70,476		2,70,476
SILVER		12,09,879		12,09,879
SBI BOND N5		1,49,72,085		-
BIRLA Sunlife Medium Term plan Growth-Regular		-		50,00,000
HDFC corporate Debt Opportunities Fund-Regular		-		70,00,000
ARGO				
HDFC Equity Savings Fund		10,000		10,000
ICICI Prudential Balance Advantage Fund		25,000		25,000
ICICI Prudential Liquid Fund		-		10,00,000
KOTAK Medium Term Fund-Growth Regular		-		30,00,000
ICICI Prudential Real Estate Investments		8,21,220		14,12,600
		1,73,08,660		1,89,27,955
TOTAL		10,94,51,472		11,62,86,609

NOTE-13 : CASH and CASH EQUIVALENT

Particulars	March 31, 2019	March 31, 2018
Cash In Hand	31,13,486	29,93,601
Bank Balances in Current Account	23,81,965	18,78,627
Term Deposits with Schedules Banks:		
ICICI Bank	2,00,00,000	-
Yes Bank	1,60,00,000	-
TOTAL	4,14,95,452	48,72,229

NOTE-14 : SHORT TERM LOANS & ADVANCES

Particulars	March 31, 2019	March 31, 2018
Unsecured considered Good		
Loan & Advances	16,32,58,381	15,68,57,093
Other Loans & Advances	84,66,231	78,46,889
TOTAL	17,17,24,612	16,47,03,982

NOTE-15 : Revenue from Operations

Particulars	March 31, 2019	March 31, 2018
NBFC Operation Interest Income	1,19,01,604	90,42,299
Other Operating Income:		
Sale of Shares and F&O Transaction	(1,14,39,581)	(1,57,07,249)
Others	7,50,04,861	10,29,92,627
Investment Sector (Profit on sale of Investments)	17,02,320	27,21,321
TOTAL	7,71,69,204	9,90,48,998

NOTE-16 : OTHER INCOME

Particulars	March 31, 2019	March 31, 2018
Divided Income	3,08,430	4,39,958
Interest Income on	1,44,922	3,73,692
SBI Bonds	12,74,595	-
Interest	8,40,202	21,49,300
Contingent Provision against standard Assets	27,18,508	-
Premium on Redemption of Debenture	50,753	1,03,532
TOTAL	53,37,410	30,66,482

NOTE-17 : EMPLOYEE BENEFITS EXPENSES

Particulars	March 31, 2019	March 31, 2018
Salaries & Bonus	28,74,539	25,76,815
Staff Welfare	10,89,143	7,98,311
TOTAL	39,63,682	33,75,126

NOTE-18 : FINANCE COST

Particulars	March 31, 2019	March 31, 2018
Interest on Bank Loan	5,93,770	5,42,670
TOTAL	5,93,770	5,42,670

NOTE-19 : OTHER ADMINISTRATIVE EXPENSES

Particulars	March 31, 2019	March 31, 2018
Auditor's Remunerations	1,00,300	51,000
Certification Charges	1,44,575	29,825
Advertisement	16,481	14,770
Bank Charges	8,325	23,238
Books & Periodicals	89,125	98,760
Computer Maintenance	2,50,599	2,42,994
Conveyance Expenses	9,68,727	7,78,408
Consultancy Charges	47,500	63,360
Depository & registrar Charges	2,91,883	2,46,004
Director Meeting Fees	30,000	30,000
Donations	68,500	21,000
Filing Fees	2,500	35,000
Electricity Charges	2,57,021	2,19,098
General Charges	5,25,443	2,92,082
Insurance Charges	59,394	44,774
Leave & Licence Fees	5,04,000	5,04,000
Listing Fees	2,95,000	3,47,875
Managing Director Salary	6,87,500	6,87,500
Office Maintenance	1,85,091	1,67,734
Postage and Telegram	1,60,360	1,26,339
Printing & Stationery	1,72,150	1,42,683
RePairs & Maintenance	2,61,725	1,66,292
Telephine Cahrges	1,33,027	1,99,195
Treavelling Chages	14,17,243	10,60,743
TOTAL	66,76,469	55,92,674

Notes on Accounts:**20. Micro, Small and Medium Enterprise**

The Company has sent communication to all the suppliers regards to the process of identifying the supplier, if any, covered under the Micro and Small enterprise as defined under Micro, Small and Medium Enterprise Development Act, 2006. The information is furnished to the extent received from the suppliers.

21. The profit and Loss Account for the year includes certain expenses which are supported only by internal vouchers duly approved as per authorised limits assigned at each level and in some cases third party evidence/invoices are not available. The board of Directors of the Company has approved such expenses as in the opinions of the Board of Directors, the company has incurred such expenses wholly and exclusively attributable to the business if the company and the nature of such expenses are consistent with the previous years.

22. During the year, the Company has incurred certain expenditure of revenue nature, adequate supporting in respect of some of them are not available, however in the opinion of the Board of Directors of the Company, the same is wholly and exclusively attributable to the business of the Company.

23. In the opinion of the Board, the Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Financial Statements. The balances thereof are as per Books of Accounts only.

24. The balances of Trade Receivable and Trade Payable are subject to confirmation, reconciliation and consequential adjustments, if any.

25. The company has provided net deferred tax Assets/liability in the books of accounts according to the Accounting Standard issued by the ICAI

26. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be in relation to the amounts and other disclosures relating to the current year.

27. Related Party Transactions and Disclosures

Details of RELATED PARTY and their RELATIONSHIP:

Name of Related Parties:	Nature
Key Management Personals (KMPs):	
Inder Chand Baid	Executive Chairman and Managing Director
Mahavir Prasad Saraswat	Independent Directors
Laxmi Narayan Sharma	Independent Directors
Urmi Bose	Independent Directors
Sanjay Sharma	Executive Officers Chief Financial Officer
Enterprise in which Key Managerial Personnel and their relatives have significant Influence:	
GCM Securities Limited	
GCM Commodity & Derivatives Limited	

Details of Related parties' transactions as on March 31, 2019:

Name of Related Parties:	Amount (in Lakhs)	
A. Key Management Personals (KMPs):		
Managerial Remunerations Salary and Allowances to MD	6.875/-	
Remuneration, Salary and Allowances to CFO	3.000/-	
Remuneration, Salary and Allowances to CS	2.350/-	
Director Sitting Fees to Independent Directors	0.300/-	
B. Enterprise in which Key Managerial Personnel and their relatives have significant Influence:		
Nature of Transactions	GCM Commodity & Derivatives Limited	GCM Securities Limited
Sales	214.774/-	-
Net Receipt/(Payment) of Advances	4.233/-	(221.650)/-

Status of Outstanding Balances as on March 31, 2019:

	Receivable/(Payable) Amount (in Rs.)
A. Key Management Personals (KMPs):	-
B. Enterprise in which Key Managerial Personnel and their relatives have significant Influence	
GCM Securities	221.650/-
GCM Commodity & Derivatives Limited	91.368/-

SCHEDULE TO THE BALANCE SHEET AS AT 31.03.2019**Non-Deposit taking & Non-Banking Financial Company**

[as required in terms of Paragraph 13 of Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

Sr. No.	Particulars	Amount Outstanding	Amount Overdue
A	LIABILITY		
1.	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
	(a) Debentures : Secured	-	-
	Unsecured	-	-
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	-	-
	(c) Term Loans (Bank Loan against Fixed Deposit)	-	-
	(d) Inter-corporate loans and borrowings	-	-
	(e) Commercial Paper	-	-
	(f) Public Deposits	-	-
	(g) Other Loans	-	-
2.	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured Debentures	-	-
	(b) In the form of Partly Secured Debentures i.e., Debentures where there is a shortfall in the value of security	-	-
	(c) Other Public Deposits	-	-
B	ASSETS	Amount Outstanding	
3.	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
	(a) Secured	-	
	(b) Un-Secured	17,17,24,612	
4.	Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities		
	(a) Lease Assets including lease rentals under sundry debtors:	-	-
	(b) Financial lease	-	-
	(c) Operating lease	-	-
	(d) Stock on Hire including hire charges under sundry debtors:	-	-
	(e) Assets on Hire	-	-
	(f) Repossessed Assets	-	-
	(g) Other loans counting towards AFC activities	-	-
	(h) Loans where assets have been repossessed	-	-
	(i) Loans other than (a) above	-	-
5.	Break-up of Investments:		
	(A) Current Investments (Stock-in-trade)		
	(a) Quoted:		
	(1) Shares : Equity	1,44,13,169	
	Preference	Nil	
	(2) Debentures and Bonds	Nil	
	(3) Units of Mutual Funds	Nil	
	(4) Government Securities	Nil	
	(5) Others	Nil	

<p>(b) Un-Quoted</p> <p>(1) Shares : Equity Preference</p> <p>(2) Debentures and Bonds</p> <p>(3) Units of Mutual Funds</p> <p>(4) Government Securities</p> <p>(5) Others</p> <p>(B) Long Term Investments:</p> <p>(a) Quoted:</p> <p>(1) Shares : Equity Preference</p> <p>(2) Debentures and Bonds</p> <p>(3) Units of Mutual Funds</p> <p>(4) Government Securities</p> <p>(5) Others</p> <p>(b) Unquoted</p> <p>(1) Shares : Equity Preference</p> <p>(2) Debentures and Bonds</p> <p>(3) Units of Mutual Funds</p> <p>(4) Government Securities</p> <p>(5) Gold</p> <p>(6) Silver</p> <p>(7) Others</p>	<p>1,80,23,500</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>9,21,42,812</p> <p>Nil</p> <p>1,49,72,085</p> <p>35,000</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>8,21,220</p> <p>Nil</p> <p>2,70,476</p> <p>12,09,879</p> <p>Nil</p>		
6. Borrower group-wise classification of assets financed as in (3) and (4) above:			
Category	Amount net of provisions		
	Secured	Unsecured	Total
(a) Related Parties			
(1) Subsidiaries	Nil	Nil	Nil
(2) Companies in the same group	Nil	Nil	Nil
(3) Other related parties	Nil	Nil	Nil
(b) Other than related parties	Nil	17,17,24,612	17,17,24,612
Total	Nil	Nil	Nil
7. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			
	Market Value/ Break-up or Fair Value or NAV	Book Value (Net of Provisions)	
(a) Related Parties			
(1) Subsidiaries	Nil	Nil	
(2) Companies in the same group	Nil	Nil	
(3) Other related parties	27,62,63,430	9,15,50,000	
(b) Other than related parties	8,63,41,305	7,20,34,084	
TOTAL	36,26,04,735	16,35,84,084	

8. Other Informations:		
	Particulars	Amount
	(a) Gross Non-Performing Assets	
	(1) Related Parties	Nil
	(2) Other than related parties	Nil
	(b) Net Non-Performing Assets	
	(1) Related Parties	Nil
	(2) Other than related parties	Nil
	(c) Assets acquired in satisfaction of debt	Nil

As per our report of even date

For Maheswari & Co.

Chartered Accountants

Firm Reg. No. 105834W

Sd/-

CA K.K. Maloo

[Partner]

M.No. 144734

Place: Mumbai

Date: 22.05.2019

For and on behalf of Board of Directors of

M/s. Global Capital Markets Limited

Sd/-

Mr. Inder Chand Baid

Managing Director

Sd/-

Laxmi Narayan Sharma

Director

Sd/-

Sanjay Kumar Mishra

CFO

Place: Mumbai

Date: 22.05.2019

GLOBAL CAPITAL MARKETS LIMITED

CIN: L51109WB1989PLC046292

Registered Office: Sir RNM House, 5th Floor, 3B, Lalbazar Street, Kolkata-700 001

Tel: +91 33 2248 1053, Email: gcmil1995@gmail.com , URL: www.globalcapitalmarketandinfraltd.com

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID		
	Name and Address of the Shareholder	

- I hereby record my presence at the 30th Annual General Meeting of the Company, to be held on Thursday, the 27th day of September, 2019 at 11.00 A.M., at Shyamal Smriti Parishad, 30, Dr. Nagen Ghosh Road, Kolkata 700031 and at any adjournment thereof.
- Signature of the Shareholder/Proxy Present
- Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
- Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING VENUE
--

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
- Please read the Instructions printed under the Item No. 28 to the Notice dated 28th May 2019 of the 30th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 24.09.2019 and ends at 5.00 P.M. on 26.09.2019, the e-voting module shall be disabled by CDSL for voting thereafter.

No gift of any nature will be distributed at the Annual General Meeting

GLOBAL CAPITAL MARKETS LIMITED

CIN: L51109WB1989PLC046292

Registered Office: Sir RNM House, 5th Floor, 3B, Lalbazar Street, Kolkata-700 001Tel: +91 33 2248 1053, Email: gcmil1995@gmail.com , URL: www.globalcapitalmarketandinfratld.com

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

D P ID*	L F No.
Client ID*	No. of Shares held

I / We hereby record my / our presence at the 30th Annual General Meeting of the Company, to be held on Friday, 27th September 2019 at 11.00 A.M. at Shyamal Smriti Parishad, 30, Dr. Nagen Ghosh Road, Kolkata-700 031 and at any adjournment thereof.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

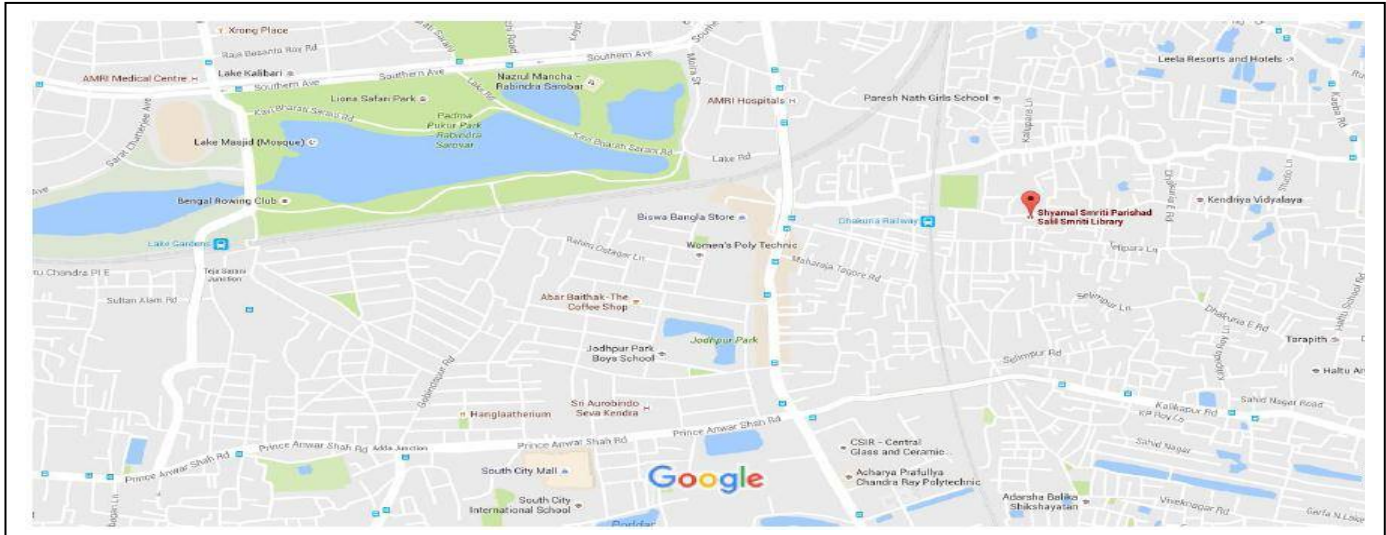
Signature of the Proxyholder _____

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue. For route map of meeting venue, please see overleaf.

Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue

Location Plan of Venue of AGM of M/s. Global Capital Markets Limited



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L51109WB1989PLC046292
 Name of the Company : GLOBAL CAPITAL MARKETS LIMITED
 Registered Office : Sir RNM House, 5th Floor, 3B, Lalbazar Street, Kolkata-700 001

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We being the members of _____ Shares of Global Capital Markets Ltd., hereby appoint -

1. _____ having email Id _____ Signature _____ or failing him

2. _____ having email Id _____ Signature _____ or failing him

3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 27th September 2019 at 11.00 A. M. at Shyamal Smriti Parishad, 30, Dr. Nagen Ghosh Road, Kolkata-700 031 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Ordinary Business :		For	Against
1	Adoption of Financial Statements for the year ended March 31, 2019		

Signed this _____ day of _____ 2019

Signature of Shareholder _____ Signature of Proxy _____

Affix
Revenue
Stamp
` 1/-

Notes:


- This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 37th Annual General Meeting.
- Optional. Please put a '✓' in the appropriate column against the resolutions indicated in the box.
- Please complete all details including details of member(s) in above box before submission.

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
- Please read the Instructions printed under the Item No. 29-30 to the Notice dated 22nd May 2019 of the 30th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 24.09.2019 and ends at 5.00 P.M. on 26.09.2019, the e-voting module shall be disabled by NSDL for voting thereafter.



If undelivered, please return to :

Global Capital Markets Limited
Sir RNM House, 5th Floor, 3B, Room No. 2
Lalbazar Street, Kolkata-700 001