

Global Capital Markets Limited

CIN: L51109WB1989PLCo46292

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POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), as amended and in force read with the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modifications or re-enactment thereof for the time being in force and other applicable laws and regulations, various circulars issued by Ministry of Corporate Affairs (MCA), the resolutions appended below are proposed to be passed by the Members of the Company by way of voting by electronic means ("e-voting").

The Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the resolution setting out the material facts concerning this resolution and the rationale thereof forms part of this Postal Ballot Notice for your consideration.

The Board of Directors of the Company at its meeting held on January 27, 2023, appointed Ms. Kriti Daga, Practicing Company Secretary, (Membership No. ACS- 26425 & C.P. No. 14023) as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.

In accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 and 02/2022 dated May 13, 2022 and 10/2022 dated December 28, 2022 (hereinafter collectively referred to as the "MCA Circulars") and any other applicable provisions of the Laws and Regulations including any statutory modification(s) or pre-enactment thereof for the time being in force and as amended from time to time, approval of shareholders of Global Capital Markets Limited (the "Company") is being sought through **Postal Ballot only by way of electronic means ("Remote E-voting")** in relation to the various Resolutions as set out in the Postal Ballot Notice ("Notice") dated 27th January 2023.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India, each as amended, the Company is offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its Members.

Upon votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit her report to the Chairman or any person authorized by him in writing. The result of the e-voting on proposed resolutions as set out in Notice dated 27th January 2023, will be announced not later than 2 working days of conclusion of the e-voting. The said results would be displayed at the Registered Office of the Company and intimated to the BSE Limited and Calcutta Stock Exchange Association Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.globalcapitalmarketandinfraltd.co.in and on the website of NSDL www.evoting.nsdl.com

SPECIAL BUSINESS

1. **Sub-Division of Face Value of Equity Shares of the Company from Rs. 10/- (Rupees Ten only) each to Re. 1/- (Rupee One) each:**

To consider and if thought fit, to pass with or without modification(s) the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including the statutory modification(s) or re-enactment(s) thereof for the time being in force and Article 131 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, Each equity share of nominal value of Rs. 10/- (Rupees Ten only) of the Company be sub-divided into 10 (Ten) Equity Shares of nominal value of Rs. 1/- (Rupee One only) each and consequently, the issued, subscribed and paid-up share capital of the Company is of Rs. 24,89,35,000 (Rupees Twenty Four Crore Eighty Nine Lakh Thirty Five Thousand only) shall comprise of 24,89,35,000 (Twenty Four Crore Eighty Nine Lakh Thirty Five Thousand) Equity Shares of Re. 1/- (Rupee One only) each".

"RESOLVED FURTHER THAT pursuant to the Sub-Division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten only) of the Company existing on the Record Date to be fixed by the Company shall stand sub-divided into Equity Shares of nominal value of Re. 1/- (Rupee One only) each fully paid".

"RESOLVED FURTHER THAT upon Sub-Division of Equity Shares, as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record Date" to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the Equity Shares / opt to receive the sub-divided Equity Shares in dematerialized form, the subdivided Equity Shares of nominal value of Re. 1/- (Rupee One only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing Equity Shares of the Company".

2. To alter Capital Clause of Memorandum of Association:

To consider and if thought fit with or without modification(s) the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 61 and all other applicable provisions, if any, of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crore only) Equity Shares of Re. 1/- (Rupee One only) each with power for the Company to issue any part of its capital with or without any preferential, limitations, exclusions or any other things, terms and conditions and with power to vary, modify, amalgamate or abrogate all or any of such rights, privileges, preferences, deferrals, limitations, exclusions or any other terms or conditions.

"RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

3. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 1/- each to Rs. 50,00,00,000 (Rupees Fifty Crore) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 1/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

V. The Authorised Capital of the Company is Rs. 50,00,00,000/- (Rs. Fifty Crore) divided into 50,00,00,000 Equity Shares of Rs. 1/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."

"RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

4. To Issue Bonus Equity Shares:

To consider and if thought fit with or without modification(s) the following Resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, Reserve Bank of India ("RBI") and any other statutory authority from time to time, the enabling provisions of the Articles of Association of the Company and such other approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, approval of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding 24,89,35,000 (Rupees Twenty Four Crore Eighty Nine Lakh Thirty Five Thousand only) from and out of the Securities Premium account, General Reserve, Capital Redemption Reserve and / or any other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of Bonus Equity Shares of 24,89,35,000, credited as fully paid to the eligible members of the Company whose name(s) appear in the Register of Members on 'Record Date' to be determined by the Company for this purpose, in proportion of 1 (One) new fully paid-up equity share of Re. 1/- (Rupee one only) each for every 1 (One) fully paid-up Equity Shares of Re. 1/- (Rupee one only) each (i.e. Adjusted for Sub-Division of equity Shares as on the Record Date) and that the new Bonus equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member";

"RESOLVED FURTHER that the Bonus Equity Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date";

"RESOLVED FURTHER that the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company";

"RESOLVED FURTHER that in the case of members who hold shares or opt to receive the shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective beneficiary account(s) of the member(s) with their respective depository

participant(s) and in the case of member(s) who hold Equity Shares in certificate form, the new share certificate(s) in respect of the Bonus Equity Shares shall be dispatched, within such time as prescribed by law and the relevant authorities”;

“**RESOLVED FURTHER** that the issue and allotment of the Bonus Equity Shares to Non-Resident member(s), Foreign Institutional Investor(s) (FIIs) and other Foreign Portfolio Investor(s), (FPIs) be subject to the approval of RBI or any other regulatory authority, as may be necessary”;

“**RESOLVED FURTHER** that the Board be and is hereby authorized to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the listing regulations and other applicable regulations, rules and guidelines”;

“**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding”

By Order of the Board
For **GLOBAL CAPITAL MARKETS LIMITED**

Place: Kolkata
Date: January 27, 2023

S/d-
I. C. Baid
DIN: 00235263
Chairman

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the meeting is annexed hereto.
2. This Notice is being sent by electronic mode only to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, this Postal Ballot Notice will be available on the Company's website www.globalcapitalmarketandinfrafd.co.in and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
3. **The e-voting/remote e-voting will commence from Wednesday, February 1, 2023 at 9.00 AM and will conclude on Thursday, March 2, 2023 at 5.00 PM.**
4. The Board of Directors of the Company at its meeting held on January 27, 2023, appointed Ms. Kriti Daga, Practicing Company Secretary, (Membership No. ACS- 26425 & C.P. No. 14023) as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
5. Voting rights will be proportionate to paid-up value of shares registered in the name of the Members on the cut-off date i.e. Friday, January 27, 2023. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by electronic mode only i.e. by e-voting.
6. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
7. Members can cast their vote through electronic mode only i.e. by remote e-voting. In light of various circulars issued by MCA, the Company did not send or opt to receive voting by physical Postal Ballot Form.
8. The Resolution, if passed by requisite majority, will be deemed to be passed as if it has been passed at a general meeting of the Members on the last date specified for e-voting i.e. Thursday, March 2, 2023.
9. The relevant documents referred to in the Notice and the Statement will be available for inspection by the Members of the Company at the Registered Office of the Company for e-voting from Wednesday, February 1, 2023, up to Thursday, March 2, 2023 between 10.00 a.m. to 1.00 p.m. on all working days (except Saturdays, Sundays and public holidays).
10. Instructions for e-voting are as under:

A. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to RTA / Company email id at support@purvashare.com or gcmil1995@gmail.com.

For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to RTA / Company email id at support@purvashare.com or gcmil1995@gmail.com.

The Company/RTA shall co-ordinate with NSDL and to provide the login credentials to the above mentioned shareholders.

B. Voting through Electronic means -

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically only. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

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

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****
c) 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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 from 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those**

shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 cskritidaga@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Manager at Email ID: evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to www.globalcapitalmarketandinfra ltd.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to www.globalcapitalmarketandinfra ltd.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

OTHER INSTRUCTIONS

1. The Scrutinizer shall immediately after the conclusion of e-voting period, through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the e-voting, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him, who shall countersign the same. The Scrutinizer's decision will be final and binding.
2. The results declared along with the Scrutinizer's Report shall be displayed on the Company's website www.globalcapitalmarketandinfra ltd.co.in and on the website of NSDL, www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (BSE) and Calcutta Stock Exchange Association Limited (CSE) where the shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS:

(Pursuant to Sec.102 of the Companies Act, 2013)

Item Nos. 1 and 2:

Sub-Division of Equity Shares from Rs. 10/- to Re. 1/- and consequential amendments to Memorandum of Association of the Company.

- 1) At present, the Issued, Subscribed and Paid-up Equity Capital of the Company is Rs. 24,89,35,000/- (Rupees Twenty Four Crore Eighty Nine Lakh Twenty Five Thousand only) divided into 2,48,93,500 Equity Shares of Rs. 10/- each.
- 2) In order to increase the liquidity and make the Equity Shares of the Company, more affordable to the Investors, the Board of Directors at its meeting held on 27th January 2023, recommended Sub-Division of Equity Shares of the Company i.e. 1 (One) Equity Share of nominal value of Rs. 10/- each into 10 (Ten) Equity Shares of Re. 1/- each.
- 3) The aforesaid Sub-Division of Equity Shares requires the approval of the members by way of Special Resolution. The consequential amendment of the Capital Clause of the Memorandum of Association and Articles of Association of the Company also require approval of the members.
- 4) The draft revised Memorandum of Association and Articles of Association, reflecting the said changes are available for inspection by the members at the Registered Office of the Company on all working days.

The Board recommends the resolutions set out at Item No. 1 of the Notice for the approval of the Members. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of this Notice, except to the extent of their shareholding in the Company, if any.

Item No. 3:

Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

- 1) The present Authorised Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crore) comprising of 30,00,00,000 (Thirty crore) Equity Shares of Rs. 1/- each.
- 2) Considering the increased fund requirements of the Company, the Board at its Meeting held on 27th January 2023, had accorded its approval for increasing the Authorised Share Capital from Rs. 30,00,00,000 (Rupees Thirty Crore) to Rs. 50,00,00,000 (Rupees Fifty Crore) by creation of additional 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 1/- each, subject to shareholders approval.
- 3) It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 30,00,00,000 (Rupees Thirty Crore) to Rs. 50,00,00,000 (Rupees Fifty Crore) by creation of additional 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 1/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.
- 4) Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.
- 5) The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.
- 6) A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 3 to this Notice.
- 7) None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Item No. 4:**Issue of Bonus Shares:**

- 1) Since inception of the Company in 1989, during past 33 years of its operations, has accumulated Reserves to the tune of Rs.26.70 Crores (as on 31.3.2022) with a capital base of Rs.24.8935 Crores.
- 2) Considering the strong reserves and financial position of the Company, the Board considered, approved and recommended issue of fully paid-up Equity Shares as Bonus shares in the ratio 1:1 (i.e. adjusted for Sub-Division of Equity Shares) as on the Record Date (to be determined by the Committee constituted by the Board) by capitalizing Rs.24,89,35,000/- (Rupees Twenty Four Crore Eighty Nine Lakh Thirty Five Thousand only) of the Company.
- 3) The proposed issue of Bonus Shares will be made in accordance with the provisions of Section 63 of the Companies Act 2013, Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015/2023, subject to approvals, if any, from the other appropriate authorities. As per Articles of association of the Company, the Company can issue Bonus Shares by capitalization of reserves after obtaining approval of the members.
- 4) The Board of Directors of the Company at its meeting held on 27.01.2023, constituted a Committee, consisting of three Directors to (i) fix the record date for Sub-Division of Shares and allotment of Bonus Shares (ii) to allot the Bonus shares to the members eligible on the Record Date in the ratio approved by the Members by way of Postal Ballot Rules and (iii) and to do all the things necessary in connection with implementation of Resolutions set out in this Notice for Sub-Division of Equity Shares and issue of Bonus Equity Shares.
- 5) Details of the Authorized, Issued, and Paid-up share Capital of the Company before and after (i) Sub-division and (ii) issue of Bonus shares are as follows:

Sl. No.	Description	Present	After Sub-division	After Bonus Issue	After Sub-division and Bonus
		Equity Shares of Rs. 10/- each	Equity Shares of Rs. 1/- each	Equity Shares of Rs. 1/- each	Equity Shares of Rs. 1/- each
1.	Authorized Capital	30,00,00,000	30,00,00,000	50,00,00,000	50,00,00,000
2.	Issued Capital	24,89,35,000	24,89,35,000	49,78,70,000	49,78,70,000
3.	Paid-up Capital	24,89,35,000	24,89,35,000	49,78,70,000	49,78,70,000

The Board recommends the resolutions set out at Item Nos. 4 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of this Notice, except to the extent of their shareholding in the Company, if any.

By Order of the Board
For **GLOBAL CAPITAL MARKETS LIMITED**

S/d-

I. C. Baid

DIN: 00235263

Chairman

Place: Kolkata

Date: January 27, 2023