

## GLOBAL FINANCE & SECURITIES LIMITED

CIN: L65991WB1994PLC061723

Regd. Office: 17, Ganesh Chandra Avenue, 5th Floor, Kolkata – 700 013

Website: www.globalfinance.co.in

Email: gfs1994@gmail.com

### NOTICE

Notice is hereby given that the **27<sup>th</sup> Annual General Meeting** of the Members of **GLOBAL FINANCE & SECURITIES LIMITED** will be held at the Registered Office of the Company at 17, Ganesh Chandra Avenue, 5th Floor, Kolkata – 700 013 on Wednesday, the 30<sup>th</sup> Day of September, 2020 at 10:30 A.M., to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statement) of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Kamal Singh Singhi (DIN: 00514656) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration. In this connection, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139(1), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Agarwal Maheswari & Co., Chartered Accountants, (Firm Registration Number 314030E), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of 32<sup>nd</sup> Annual General Meeting on the remuneration to be fixed by the Board of Directors in consultation with the Auditors.”

#### SPECIAL BUSINESS:

4. 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 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment for the time being in force), Nomination and Remuneration Policy, Shri Pramod Kumar Agarwal (holding DIN: 02631299), who was appointed as an Additional Director (Category - Independent) of the Company with effect from 30<sup>th</sup> day September, 2019 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years from 30<sup>th</sup> September, 2019 till the conclusion of Thirty First Annual General Meeting of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Pramod Kumar Agarwal be paid such fees and remuneration, if any, as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Meetu Jain (holding DIN: 07076496), whose present term of office as an Independent Director expires on 30<sup>th</sup> September, 2020, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from the date of Twenty-Seventh Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Meetu Jain be paid such fees and remuneration, if any, as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**By Order of the Board  
For GLOBAL FINANCE & SECURITIES LIMITED**

**DISHA DHARAR  
Company Secretary**

**Dated: 31<sup>st</sup> Day of July, 2020**

**Place: Kolkata**

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### NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote on a poll instead of himself / herself. Such a proxy / proxies need not be a member of the company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
2. Register of Members and Share Transfer Register of the Company shall remain closed from Thursday, 24<sup>th</sup> September 2020 to Wednesday, 30<sup>th</sup> September 2020 (both days inclusive) for the purpose of the Annual General Meeting.
3. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11:00 am to 1:00 pm up to the date of the Annual General Meeting.
5. Members attending the Annual General Meeting are requested to bring the following for admission to the meeting hall (as applicable):
  - a. Attendance slip duly completed and signed as per the specimen signature lodged with the Company
  - b. Members holding shares in dematerialized form, their DP and Client ID No(s)
  - c. Members holding shares in physical form, their folio no(s)
  - d. A copy of the Annual Report of Financial Year 2019-2020
6. In case you have any query relating to the enclosed annual accounts, you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 working days before the date of the Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
7. Members who have not registered their email addresses so far are requested to register their email address with the Company / RTA.
8. Members holding shares in electronic form are requested to immediately intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address along with address proof i.e., Electricity/ Telephone Bill/ Aadhaar, Driving License, Passport and bank particulars immediately to the Company/ Registrar and Transfer Agent, Niche Technologies Private Limited (henceforth called "RTA").
9. Voting Through Electronic Means
  - I. In compliance with 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to

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provide members 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).

- II. The facility for voting through ballot 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.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27<sup>th</sup> September, 2020 (9:00 am) and ends on 29<sup>th</sup> September, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - (i) Open email and open PDF file viz; “GFSL remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select “EVEN” of “**Global Finance & Securities Limited**”.
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
    - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

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- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [rajaghosh2002@gmail.com](mailto:rajaghosh2002@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided in the Attendance Slip / Proxy form enclosed herewith.
- (ii) Please follow all steps from Sl. no. (i) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 23<sup>rd</sup> September, 2020. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [gfs1994@gmail.com](mailto:gfs1994@gmail.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Rajarshi Ghosh, Practicing Company Secretary (Membership No. ACS 17717 and C P No. 8921) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the

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presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.globalfinance.co.in](http://www.globalfinance.co.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the stock exchange where company shares are listed viz. The Calcutta Stock Exchange Ltd.

**By Order of the Board**  
**For GLOBAL FINANCE & SECURITIES LIMITED**

**DISHA DHARAR**  
**Company Secretary**

**Dated: 31<sup>st</sup> Day of July, 2020**

**Place: Kolkata**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses to be transacted at the AGM, as set out in the notice is annexed hereto.

### **ITEM NO. 4**

The Board of Directors appointed Mr. Pramod Kumar Agarwal, as an additional director in terms of Section 161 of the Companies Act, 2013 in the category of Independent Director. As per provision of Section 161 of the Companies Act, 2013, he holds office of Additional Director in the category of Independent Director of the Company up to the date of the ensuing Annual General Meeting.

The Board proposes to appoint Mr. Pramod Kumar Agarwal as an Independent Director for a term of five consecutive years from 30<sup>th</sup> September, 2019 till the conclusion of the Thirty First Annual General Meeting of the Company.

Copy of the draft letter for appointment of Mr. Pramod Kumar Agarwal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

#### Disclosure of Interest

Mr. Pramod Kumar Agarwal, being an appointee and his relatives to the extent of their shareholding in the Company, if any may be deemed to be concerned or interested, financially or otherwise in the Resolution at Item No. 4. Save and except this, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution at Item No. 4.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval of the Members.

### **ITEM NO. 5**

#### **Re-appointment of Mrs. Meetu Jain as an Independent Director**

Mrs. Meetu Jain (DIN: 07076496) is a Non-Executive (Independent) Director of the Company. Pursuant to the provisions of Sections 149, 152 and the Rules made there under read with Schedule IV of the Companies Act, 2013, an independent director can hold office for a term up to five consecutive years on the board of a

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company and he/she is eligible for re-appointment on passing of a Special Resolution by the Company subject to maximum of two consecutive terms. Accordingly, the Members of the Company at their 22<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 appointed Mrs. Meetu Jain as an Independent Director of the Company for a period of five years i.e. up to 30<sup>th</sup> September, 2020 (first term).

In the opinion of the Board, Mrs. Meetu Jain fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Contributions made by her during her tenure, was beneficial to the Company and it is desirable to re-appoint Mrs. Meetu Jain as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 30<sup>th</sup> September, 2020.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, her background, experience and contribution made by her during her tenure with the Company, proposes to re-appoint Mrs. Meetu Jain as an Independent Director not liable to retire by rotation, for a second term of five consecutive years commencing from 30<sup>th</sup> September, 2020. Copy of the draft letter of appointment of Mrs. Meetu Jain setting out the terms and conditions of appointment is available for inspection without any fee by the members at the Registered Office of the Company.

Disclosure of Interest

Mrs. Meetu Jain, being an appointee and her relatives to the extent of their shareholding in the Company, if any may be deemed to be concerned or interested, financially or otherwise in the Resolution at Item No. 5. Save and except this, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution at Item No.5.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 5 of the Notice for approval of the Members.

**INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING RE-APPOINTED:****ITEM NO. 2**

Details of Shri Kamal Singh Singhi seeking re-appointment in the Company.

Name of Director	Shri Kamal Singh Singhi
Date of Birth	25/06/1952
Qualifications	B. Com, FCA
Date of Original Appointment	25/03/1994
Brief resume and nature of expertise	Mr. Kamal Singh Singhi is a Chartered Accountant with over three and half decades of experience in financial services and capital markets in India. He is a strategic thinker and has built an unwavering top management team laying the foundation of growth for the Company.
Relationship between Directors inter-se	None
List of Directorships held in other Companies and membership of committees of the Board	GDB Share & Stock Broking Services Limited Mercury Consultants Private Limited Ashish Consultants Private Limited Janmangal Consultants Private Limited
Number of shares held in the Company	50,100
Number of Board Meetings attended during the year	7

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Your Directors recommend the above Ordinary Resolution for approval. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the above said resolution.

**ITEM NO. 4**

Details of Shri Pramod Kumar Agarwal seeking appointment in the Company.

Name of Director	Shri Pramod Kumar Agarwal
Date of Birth	01/01/1969
Qualifications	B. Com
Date of Original Appointment	30/09/2019
Brief resume and nature of expertise	Mr. Pramod Kumar Agarwal is a B.Com (Hons) graduate. He has more than three decades of experience in the field of accounting, taxation and capital markets in India.
Relationship between Directors inter-se	None
List of Directorships held in other Companies and membership of committees of the Board	Tagore Cotton Mills Co. Ltd International Contractors Ltd. Sodepur Textile Co. Ltd. Radha Bhawan Ltd. Dariapur Loan Co. Ltd. National Properties Ltd. Kedarnath Babulall Ltd. Shree Hanuman Properties Ltd. Newage Comtech Pvt Ltd. Imprex Data Matrix Solution Pvt Ltd.
Number of shares held in the Company	NIL
Number of Board Meetings attended during the year	2

Your Directors recommend the above Ordinary Resolution for approval. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the above said resolution.

**ITEM NO. 5**

Details of Smt. Meetu Jain seeking re-appointment in the Company.

Name of Director	Smt. Meetu Jain
Date of Birth	24/11/1975
Qualifications	BA
Date of Original Appointment	30/09/2015
Brief resume and nature of expertise	Mrs. Meetu Jain is a BA (Hons) graduate. By virtue of her versatile background, she has built a rich knowledge base in terms of governance
Relationship between Directors inter-se	None
List of Directorships held in other Companies and membership of committees of the Board	Lalima Tie Up Private Limited Raunak Commosale Private Limited Pagaria Holding Private Limited Anekant Advisory Private Limited



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	Badrinath Management Service Pvt Limited
Number of shares held in the Company	0
Number of Board Meetings attended during the year	5

Your Directors recommend the above Special Resolution for approval. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the above said resolution.

**By Order of the Board**  
**For GLOBAL FINANCE & SECURITIES LIMITED**

**DISHA DHARAR**  
Company Secretary

**Dated: 31<sup>st</sup> Day of July, 2020**  
**Place: Kolkata**

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**ELECTRONIC VOTING PARTICULARS**

EVENT (E-Voting Event Number)	User ID	Password
114251		

Please refer to the AGM Notice for e-voting instruction

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 27<sup>th</sup> Annual General Meeting held on Wednesday, 30<sup>th</sup> September, 2020 at 10.30 a.m. at Regd. Office 17, Ganesh Chandra Avenue, 5<sup>th</sup> Floor, Kolkata – 700 013.

<b>Folio/DP ID &amp; Client ID No.:</b>
<b>Share Holding :</b>
<b>Serial No.:</b>
<b>Name:</b>
<b>Name(s) of joint Holder(s), if any:</b>
<b>Address:</b>

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

**GLOBAL FINANCE & SECURITIES LIMITED**

**PROXY FORM MGT - 11**

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27<sup>TH</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER, 2020 AT 10.30 A.M. AT 17, GANESH CHANDRA AVENUE, 5<sup>TH</sup> FLOOR, KOLKATA – 700 013

I/We, being the member(s), holding.....shares of Global Finance & Securities Limited hereby appoint :

- |                |                |                |                    |
|----------------|----------------|----------------|--------------------|
| (1) Name ..... | Address.....   | Signature..... | or failing him/her |
| E-mail Id..... | Signature..... | Signature..... | or failing him/her |
| (2) Name ..... | Address.....   | Signature..... | or failing him/her |
| E-mail Id..... | Signature..... | Signature..... | or failing him/her |
| (3) Name.....  | Address.....   | Signature..... | or failing him/her |
| E-mail Id..... | Signature..... | Signature..... | or failing him/her |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 30<sup>th</sup> September, 2020 at 10.30 a.m. at 17, Ganesh Chandra Avenue, 5<sup>th</sup> Floor, Kolkata – 700 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the year ended 31 <sup>st</sup> March, 2020 together with the Reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Mr. Kamal Singh Singhi (DIN: 00514656) as a Director, who retires by rotation and being eligible offers himself for re-appointment.			
3.	Appointment of M/s. Agarwal Maheswari & Co., Chartered Accountants, (Firm Registration Number: 314030E) as Statutory Auditors of the Company.			
<b>Special Business</b>				
4.	Appointment of Mr. Pramod Kumar Agarwal (holding DIN: 02631299) as an Independent Director for a term of five years.			
5.	Re-appointment of Smt. Meetu Jain (holding DIN:07076496) as an independent Director for a second term of five consecutive years.			

Signed this .....day of .....2020

Member's Folio / DP ID & Client ID No.....Signature of Shareholder (s) .....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

**Note:** 1. 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 Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27<sup>th</sup> Annual General Meeting.

\*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.