



**Global Finance & Securities Ltd.**

**CIN : L65991WB1994PLC061723**

<b>BOARD OF DIRECTORS</b>	:	MR. KAMAL SINGH SINGHI - DIRECTOR MRS. NITU GOEL - INDEPENDENT DIRECTOR & WOMAN DIRECTOR MS. NITIKA BAGARIA - INDEPENDENT & WOMAN DIRECTOR	(DIN : 00514656) (DIN : 06911867) (DIN : 09623979)
<b>CHIEF EXECUTIVE OFFICER</b>	:	MR. PUSHRAJ SINGHI	
<b>CHIEF FINANCIAL OFFICER</b>	:	MR. LAV BAJAJ	
<b>COMPANY SECRETARY</b>	:	MS. ANKITA MODI (Membership No. 59970)	
<b>REGISTERED OFFICE</b>	:	Business Point 17, Ganesh Chandra Avenue, 5th Floor Kolkata-700013	
<b>BANKER</b>	:	PUNJAB NATIONAL BANK LTD. KOTAK MAHINDRA BANK LTD.	
<b>STATUTORY AUDITORS</b>	:	M/s. BAID AGARWAL SINGHI & CO. Chartered Accountants 16, Strand Road, Unit No. 620 Diamond Heritage, 6th Floor Kolkata-700001	
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	:	NICHE TECHNOLOGIES (P) LTD. 7A Auckland Place, 7th Floor Kolkata-700 017	

## **Global Finance & Securities Ltd.**

CIN : L65991WB1994PLC061723

Regd. Office : 17, Ganesh Chandra Avenue, 5th Floor, Kolkata-700013

Website : www.globalfinance.co.in, Email : gfs1994@gmail.com

### **NOTICE**

Notice is hereby given that the **32<sup>nd</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 13<sup>th</sup> Day of August, 2025 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 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamal Singh Singhi (DIN: [00514656](#)) who retires by rotation and being eligible, offers himself for reappointment.

#### **SPECIAL BUSINESS:**

##### **3. Appointment of Statutory Auditor to fill casual vacancy:**

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 Sections 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s), re-enactments thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s S. P. Sarda & Co., Chartered Accountants (FRN: 323054E), who have given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Act, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the existing Statutory Auditors, M/s Baid Agarwal Singhi & Co., Chartered Accountants till the conclusion of this Annual General Meeting remuneration as may be fixed by the Board of Directors in consultation with them.”

“**RESOLVED FURTHER THAT** any Director, Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution including without limitation to file relevant e-Form(s) with the jurisdictional Registrar of Companies.”

##### **4. Appointment of Statutory Auditor.**

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

“**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the relevant regulations/ rules framed under the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, and in accordance with all the relevant circulars issued by Securities and Exchange Board of India in this

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regard, consent of the members of the Company be and is hereby accorded to appoint M/s. S. P. Sarda & Co., Chartered Accountants (FRN: 323054E) as the Statutory Auditor of the Company to hold office for a period of five (5) years from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2030, at such remuneration recommended by the Audit Committee in consultation with the Statutory Auditor and duly approved by the Board of Directors of the Company.

**“RESOLVED FURTHER THAT** any Director, Company Secretary and Chief Financial Officer of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution including without limitation to file relevant e-Form(s) with the jurisdictional Registrar of Companies.”

**By Order of the Board**

For **GLOBAL FINANCE & SECURITIES LIMITED**  
**ANKITA MODI**  
**Company Secretary**

**Dated : 10th Day of July, 2025**  
**Place : Kolkata**

### **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, 7<sup>th</sup> August 2025 to Wednesday, 13<sup>th</sup> August, 2025 (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 2024-25
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.

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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**

1. 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 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).
2. 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.
3. 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.
4. The remote e-voting period begins on Sunday, 10<sup>th</sup> August, 2025 at 09:00 A.M. and ends on Tuesday, 12<sup>th</sup> August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 6<sup>th</sup> August, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 6<sup>th</sup> August, 2025.
5. 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: Access 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.

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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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 digit demat account number hold 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div> </div>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>

**B) Login Method for e-Voting 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.

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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.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - i) 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'.
  - ii) 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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### **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 whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 [rajaghosh2002@gmail.com](mailto:rajaghosh2002@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre - Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

- a. 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 [gfs11994@gmail.com](mailto:gfs11994@gmail.com).
- b. 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 [gfs11994@gmail.com](mailto:gfs11994@gmail.com). 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**.

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- c. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- d. 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.
6. 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.
7. 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).
8. 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 6<sup>th</sup> August, 2025. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
9. 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.
10. 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.
11. Mr. Rajarshi Ghosh, Practicing Company Secretary (Membership No. FCS 12595 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.
12. 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 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.
13. 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  
ANKITA MODI  
Company Secretary**

**Dated : 10th Day of July, 2025  
Place : Kolkata**

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**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. 3**

M/s Baid Agarwal Singhi & Co., Chartered Accountants (FRN: 328671E) the existing Statutory Auditors have tendered their resignation w.e.f. closing hours of July 10, 2025. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company.

As per the Section 139 (8) of the Companies Act, 2013, the casual vacancy caused due to resignation of auditor is required to be approved by the Shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of next annual general meeting.

The Board of Directors at its meeting held on 10th July, 2025, on recommendation of the Audit Committee, considered and subject to the approval of the Members at the ensuing Annual General Meeting approved the appointment of M/s. S. P. Sarda & Co., Chartered Accountants (FRN: 323054E), to hold office as the Statutory Auditor of the Company from July 11, 2025 till the conclusion of the upcoming 32<sup>nd</sup> AGM to fill the casual vacancy caused by the resignation of M/s Baid Agarwal Singhi & Co., Chartered Accountants (FRN: 328671E).

The Company had received a consent letter and eligibility certificate both dated 10th July 2025 from M/s. S. P. Sarda & Co., Chartered Accountants (FRN: 323054E), to act as the Statutory Auditor of the Company in place of M/s Baid Agarwal Singhi & Co., Chartered Accountants (FRN: 328671E) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

M/s S. P. Sarda & Co. was constituted in the year 1996 and is registered with the Institute of Chartered Accountants of India (Registration No. 323054E). S. P. Sarda & Co. strives to provide quality services to render timely, independently and objective counsel in the areas pertaining to accounting, auditing, and taxation. The focus of the firm has been in the non-traditional areas also such as Ind-AS Implementation, Valuations, Due Diligence and Other variants of Audits.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for consideration by the members of the Company.

**Item no. 4**

As mentioned in the explanatory statement of Item No. 3, the Board of Directors at its meeting held on 10th July, 2025 had appointed M/s. S. P. Sarda & Co., Chartered Accountants (FRN: 323054E), to hold office as the Statutory Auditor of the Company from July 11, 2025 till the conclusion of the upcoming 32<sup>nd</sup> AGM as a consequence of M/s Baid Agarwal Singhi & Co., Chartered Accountants (FRN: 328671E) resigning from the office of the Statutory Auditor of the Company vide their resignation letter dated 10th July, 2025 resulting into a casual vacancy in the office of Statutory Auditor of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 10th July, 2025 had pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, recommended the appointment of M/s. S. P. Sarda & Co., Chartered Accountants (FRN: 323054E), as the Statutory Auditor of the Company to hold office for a period of five (5) years, from the conclusion of the 32<sup>nd</sup> AGM, till the conclusion of the 37<sup>th</sup> AGM of the Company to be held in the year 2030, at such remuneration recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s S. P. Sarda & Co., Chartered Accountants (FRN: 323054E) have consented to the said appointment and confirmed that their appointment, if made will be within the limits specified under section 141(3)(g) of the Act and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013 and the RBI Guidelines.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for consideration by the members of the Company.

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## **Global Finance & Securities Ltd.**

**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 Mr. Kamal Singh Singhi seeking re-appointment in the Company.

Name of Director	Mr. 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	8,33,500
Number of Board Meetings attended during the year	6

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.

**By Order of the Board**

For **GLOBAL FINANCE & SECURITIES LIMITED**  
**ANKITA MODI**  
Company Secretary

**Dated : 10th Day of July, 2025**  
**Place : Kolkata**

**Global Finance & Securities Ltd.**

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**ROUTE MAP OF AGM VENUE:**

17, Ganesh Chandra Avenue, 5th Floor, Kolkata – 700 013

