

NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of GCM Capital Advisors Limited will be held on Thursday, 28th September, 2017 at 11:30 AM at 805, 8th Floor, 214-Free Press Journal Marg, Nariman Point, Mumbai-400021 Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statement for the year ended on 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Samir Baid (DIN: 00243521), who retires by rotation a being eligible, offers himself for re-appointment.
3. To consider and it thought fit, to pass, the following Resolution as an Ordinary Business:

"RESOLVED THAT pursuant to the provision of section 139, 142 and other applicable provisions, if any, of the companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Maheshwari & Co., Chartered Accountants, Mumbai(Firm Registration No. 105834W),be and are hereby appointment as the Statutory Auditors of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the company and the said Auditor.

"RESOLVED FURTHER THAT M/s Maheshwari & Co., Chartered Accountants, shall hold office from the conclusion of the Fourth Annual General up to the conclusion of the 05th consecutive Annual General Meeting (Subject to ratification by the members at every subsequent AGM).

"RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the Resolution."

SPECIAL BUSINESS

4. Approval for revision in remuneration of Managing Director Mr. Samir Baid

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

RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Rules made there under, including any statutory modification thereof, or any other law and subject to approval of shareholders, consent of the board be and is hereby accorded for the alteration in the remuneration structure of *Mr. Samir Baid (Chairman & Managing Director)* of the Company with effect from 01-04-2017 as under:

Consolidated Salary: Up to a Maximum of Rs. 7,50,000/- per annum which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Samir Baid, Managing Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.



RESOLVED FURTHER THAT Ms. Shilpa Baid, Director and Mr. Gourav Bharatkumar Mody, Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

Place: Mumbai
Data: May 30, 2017

By Order of the Board of Directors
for GCM Capital Advisors Limited

Registered Office:

805, 8th Floor, Raheja Center,
214-Free Press Journal Marg, Nariman Point,
Mumbai, Maharashtra-400021
CIN: L74110MH2013PLC243163

SAMIR BAID
DIN: 00243521
Chairman

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies to be effective must be deposited at the Registered Office of the Company duly completed and signed not less than 48 Hours before the time of the Meeting. Proxies submitted on behalf of the companies, societies etc. must be accompanied but an appropriate resolution, as applicable.

2. Corporate members intending to send their authorized representative to attend the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
4. **The Register of Members and Share Transfer Books of the Company will remain closed from Friday 22nd September 2017 to Thursday 28th September 2017 (both days inclusive).**
5. Members may note that the Notice of the 04th Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the company's website www.gcmcap.com. The route map and prominent landmark for the venue of the meeting forms part of the annual report.
6. Members are requested to notify immediately any change in their address and/or bank details to the company's Registrar and Shares Transfer Agent, S.K. Infosolutions Private Limited (SKIPL) for the shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. Members holding shares in physical form and who have not registered their e-mail IDs are requested to register the same with SKIPL.
8. The notice of AGM along with the Annual Report 2016-17 is being sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any member has requested for the physical copy of the same.



9. For members who have not registered their e-mail address, physical copies are being sent by the permitted mode.
10. To support the "Green Initiative", members who have not registered their e-mail address are requested to register the same with SKIPL/Depositories.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
12. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
13. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the appropriate Authorities to the Annual General Meeting.
14. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members facility to exercise their votes at the 04th AGM by electronic means and the business may be transacted through e-voting as per details below:-

- a) Date and time of commencement of voting through electronic means: **Monday 25, September, 2017 at 9.30 A.M.**
- b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Wednesday, 27, September 2017 at 5.30 P.M.**
- c) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 21, 2017**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**
- d) Details of Website: www.evotingindia.com
- e) Details of Scrutinizer: **CA Pawan Gattani, C/o Maheshwari and Co.,** Practising Chartered Accountant (FRN105834W), 11, Third Floor, Esplanade Building, 3 A.K. Naik Marg, Fort, Mumbai-400001. E-mail: info@maheshwariandco.in.
- f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.

1. The instructions for Members for e-voting are as under:

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

- i Log on to the e-voting website www.evotingindia.com during the voting period
- ii Click on "Shareholders" tab
- iii Now, select the GCM CAPITAL ADVISORS LIMITED from the drop down menu and click on "SUBMIT"
- iv Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v Next enter the Image Verification as displayed and Click on Login.



- vi If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

- viii After entering these details appropriately, click on "SUBMIT" tab.
- ix Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi Click on the EVSN for GCM CAPITAL ADVISORS LIMITED on which you choose to vote.
- xii On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



xvii If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Place: Mumbai
Date: May 30, 2017

By Order of the Board of Directors
for GCM Capital Advisors Limited

Registered Office:

805, 8th Floor, Raheja Center,
214-Free Press Journal Marg, Nariman Point,
Mumbai, Maharashtra-400021
CIN: L74110MH2013PLC243163

SAMIR BAID
DIN: 00243521
Chairman



GCM Capital Advisors Limited

CIN: L74110MH2013PLC243163

Registered Office: 805, Raheja Center, 214-Free Press Journal Marg, Nariman Point,
Mumbai-400021 Maharashtra

Tel: +91 22 2204 9995, Email: gcmcap@gmail.com, URL : www.gcmcap.com

Form No. MGT - 11, PROXY FORM / BALLOT FORM

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

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____ Email ID _____

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

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

as my/our proxy to attend and vote for me/us on my/our behalf at the 04th Annual General Meeting of the Company to be held on Thursday, the 28th day of September, 2017 at 11.30 A.M. and any adjournment thereof.

Ordinary Business :		For	Against
1.	Adoption of Financial Statements (Standalone and Consolidated) for the year ended March 31, 2017		
2.	Appointment of Samir Baid as Director		
3.	Ratification of Appointment of M/s. Maheshwari & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration.		
Special Business :			
3.	Approval for Revision in Remuneration of Managing Director.		

Signed on this _____ day of _____ 2017

Signed by the Member _____

Signature of Proxy _____

Affix
Revenue

Stamp
1/-

Notes:

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 Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 04th Annual General Meeting.



GCM Capital Advisors Limited

CIN: L74110MH2013PLC243163

Registered Office: 805, Raheja Centre, 214-Free Press Journal Marg, Nariman Point,
Mumbai-400021 Maharashtra

Tel: +91 22 2204 9995, Email: gcmcap@gmail.com , URL : www.gcmcap.com

ATTENDANCE SLIP

FOLIO NO.	DP ID	CLIENT ID	NO. OF SHARES

* Applicable to Members holding shares in Electronic Form

I.....(name of the Shareholder/Proxy) hereby record my presence at the 04th Annual General Meeting of the company at held on Thursday, the 28th day of September 2017 at 11:30 AM, at the registered office of the company at 805, Raheja Centre, 214-Free Press Journal Marg, Nariman Point, Mumbai-400021 Maharashtra.

Signature of Shareholders/Proxy

Note:

1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Only shareholders of the company or their Proxies will be allowed to attend the meeting on production of the attendance slip dully completed and signed.

ROUTE MAP

