



ANNUAL REPORT - 2003-2004



GLOBAL CAPITAL MARKETS LIMITED

GLOBAL CAPITAL MARKETS LIMITED

BOARD OF DIRECTORS :

I. C. Baid Director
A. K. Das Director
L. N. Sharma Director

BANKERS :

ABN AMRO

Bharat Overseas Bank Ltd.

United Bank of India

Indusind Bank Limited

Tamilnad Merchantile Bank Ltd.

Vysya Bank Ltd.

AUDITORS :

M/s. N. Banerjee & Co.

Chartered Accountants

C/o. Satkari Das & Co.,

196, Old China Bazar Street, Kolkata - 700 001

REGISTRARS & SHARE TRANSFER AGENTS

AMI Computers (India) Limited

60A & 60B Chowringhee Road, Kolkata - 700 020

Tel : 2280 0900 / 2280 0812

REGISTERED OFFICE :

Sir R. N. M. House

3B, Lalbazar Street, 5th Floor, Kolkata - 700 001

Tel : 2248 9908 / 1053

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GLOBAL CAPITAL MARKETS LIMITED

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that Fifteenth Annual General Meeting of the members of M/s. Global Capital Markets Ltd. will be held on Friday the 24th day of September, 2004 at 10.00 a.m. at Shyamal Smriti Parishad , 30, Dr. Nagen Ghosh Road, Kolkata-700 031 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March 2004, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri A. K. Das, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider, and if thought fit, to pass with or without modification, the following Resolution as Ordinary Resolution :

"RESOLVED THAT M/s.. N. Banerjee & Co. Chartered Accountant, the retiring auditors of the Company be and are hereby reappointed as Auditor of the Company until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be determined by Board of Directors plus reimbursement of any out-of-pocket expenses that may be incurred, in connection with the audit."

By Order of the Board
For Global Capital Markets Ltd.

Registered Office:
Sir RNM House, 5th Floor
3B, Lalbazar Street
Kolkata-700 001
Date : 31.07.2004

L. N. Sharma
Director

NOTES :

1. A Member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. The instrument appointing a Proxy must be lodged at the Registered Office of the Company at least 48 hours prior to the time of the meeting.



DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING REAPPOINTMENT

Name of Director	Shri A.K. Das
Date of Birth	02. 01. 1963
Date of Appointment	02. 05. 1995
Qualification	FCA
Date of last re-appointment	
Experience in Specific Functional area	He has experience of more than 22 years in the field of Corporate Investment & Capital Market Activities.
Chairman/Director of other companies	Nil
Chairman/Member of Committees* of the Board of Companies of which he is a Director	Global Capital Markets Limited

* includes Audit, Remuneration and Shareholders'/Investors' Grievance Committees as clarified by SEBI in its notification dated 12.9.2000.

For GLOBAL CAPITAL MARKETS LIMITED

Kolkata
31st July 2004

L. N. Sharma
Director

GLOBAL CAPITAL MARKETS LIMITED

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in presenting their Fifteenth Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2004 :

Financial Results

	(Rs. in lacs)	
	Y.E. 31-3-2004	Y.E. 31-3-2003
Total Income	44.64	16.96
Profit/(Loss) before Depreciation & Tax	30.71	0.45
Less: Depreciation	1.15	1.15
Profit / (Loss) after tax	29.63	(0.70)
Less: Provision for taxation	2.07	(0.06)
Profit / (Loss) after tax	27.56	(0.63)
Add: Balance brought forward	(78.11)	(77.48)
From Previous year		
Balance carried forward	(50.55)	(78.11)

DIVIDEND

In view of the inadequate profit made by the Company, your Directors has not recommended any dividend to the shareholders.

PERFORMANCE AND FUTURE PROSPECT

The company was successful in achieving a commendable performance through effective utilization of funds raised by the company through preferential allotment of shares in 2001-02. The company has been able to put in a all round performance during the current financial year ; it earned a substantial amount of cash profit through higher interest income and increased income from capital market operations. With the market showing sign of healthy growth and better investment climate, your company is expected to further improve its performance in the years to come.

DIRECTORS

Shri A.K. Das retires by rotation at the ensuing Annual General Meeting and offers himself for re-appointment.

AUDITORS

M/s. N. Banerjee & Co., Chartered Accountants hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a certificate from them to the effect that their re-appointment as Auditors, if made, would be within the limits as prescribed under section 224(1-B) of the Companies Act, 1956.



FIXED DEPOSIT

The Company has not accepted any fixed deposits within the meaning of Section 58A of the Companies Act, 1956 and Rules made thereunder.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company comes under the category of Non-Banking Financial Company, there was no scope for conservation of energy or technology absorption. There was no foreign exchange earnings/outgo during the year under review.

PARTICULARS OF EMPLOYEES

No employee of the Company is covered by Section 217(2A) of the Companies Act 1956 read with Companies (Particulars of Employees) Rules 1975 as amended.

CASH FLOW STATEMENT

The Cash Flow Statement for the year ended 31st March 2004 pursuant to Clause 32 (as amended) of the Listing Agreement with Stock Exchanges is annexed herewith.

CORPORATE GOVERNANCE

As per requirements of the Listing Agreement entered into with stock exchange, a separate report on Corporate governance and Management Discussion and Analysis Report together with the certificate from the Company's Auditor regarding Compliance of Corporate Governance is attached to this report for information of the members.

Your Company has obtained a Compliance Certificate from Shri Gautam Tibrewal, Practising Company Secretary. The certificate of Shri Gautam Tibrewal is annexed to this report.

DIRECTORS RESPONSIBILITY STATEMENT

In compliance with Section 217(2AA) of the Companies Act, 1956, the Directors report that :

1. The preparation of the Annual Accounts, the applicable Accounting Standards have been followed alongwith proper explanation relating to Standard Accounting Practices.

GLOBAL CAPITAL MARKETS LIMITED

2. Such accounting policies have been selected and applied consistently and judgements and estimates have been made that are reasonable and prudent so as to give true and fair view of the state of the affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
3. Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The annual accounts have been prepared on a going concern basis.

APPRECIATION

Your Directors express their feelings of gratitude for the assistance and co-operation extended by Banks, Government authorities, Shareholders, Suppliers and Customers of the Company.

The Directors wish to extend their sincere thanks to each and every employee of the Company for their dedicated contribution and look forward the continuance of it in the times to come.

Kolkata
July 31st, 2004

For and on behalf of the Board of Directors

Sd/-
L. N. Sharma
Director



CORPORATE GOVERNANCE REPORT

Company's policies on the Corporate Governance and due compliance report on specific areas wherever applicable for the year ended 31st March, 2004 are given hereunder divided into the following areas :

I. Company's philosophy on Corporate Governance

Global Capital Markets Limited believes that good Corporate Governance is essential to achieve long term corporate goals and to enhance stakeholders' value. Company's business objective and that of its management and employees is to value that can be sustained over a long term for all its stakeholders including shareholders, employees, customers, lenders and the Government. In addition to compliance with regulatory requirements, the Company endeavours to ensure that highest standards of ethical conduct are met throughout the organisation.

II. Board of Directors

a) Composition of the Board

The Board of Directors comprises of three members which includes two independent directors. The Board members possess the experience and expertise to guide and manage the company and the composition is as under :

Name of Director	Category of Director	No of other Directorship held	No of other Board Committee(s) of Which he is a Member	No of other Board Committee(s) of Which he is Chairman
Mr. I. C. Baid	Promoter-Non Executive	One	Two	One
Mr. A. K. Das	Independent-Non-Executive	--	Two	One
Mr. L. N. Sharma	Independent-Non Executive	--	Two	--

b) Details of sitting fees, remuneration etc. paid to Directors.

Name of Director	Sitting fees for attending Meetings of the Board and/or Committee thereof	Remuneration paid during 1st April 2003 to 31st March 2004
Mr. I. C. Baid	Rs. 2,000/-	--
Mr. A. K. Das	Rs. 2,000/-	--
Mr. L. N. Sharma	Rs. 2,000/-	--

GLOBAL CAPITAL MARKETS LIMITED

(c) Number of Board Meetings held and attended by Directors

(i) Five Meetings of the Board of Directors were held during the year 1st April, 2003 to 31st March, 2004. These were held on :

- | | |
|-----------------------|-----------------------|
| 1) 30th June, 2003 | 4) 31st January, 2004 |
| 2) 31st July, 2003 | 5) 17th March, 2004 |
| 3) 31st October, 2003 | |

(ii) The attendance record of each of the Directors at the Board Meetings during the year ended on 31st March, 2004 and at the last Annual General Meeting is as under :

Name of Director	No. of Board Meetings attendance	Attendance at the last AGM
Mr. I. C. Baid	5	Yes
Mr. A. K. Das	5	Yes
Mr. L. N. Sharma	5	Yes

(III) Audit Committee

(a) The Audit Committee comprises of the following Directors :

- 1) Mr. I. C. Baid
- 2) Mr. A. K. Das
- 3) Mr. L. N. Sharma

Mr. A. K. Das is the Chairman of the Committee

(b) The Audit Committee meetings were held on 30th June, 2003, 31st July, 31st October, 2003, and on 31st January, 2004. The attendance of each Committee member is as under:

Name of Director	No. of Meetings Attended
1) Mr. I. C. Baid	4
2) Mr. A. K. Das	4
3) Mr. L. N. Sharma	3

(c) The role and terms of reference of the Audit Committee covers the matters specified for Audit Committee under Clause 49 of Listing Agreement as well as Section 292A of the Companies Act, 1956.

IV. Remuneration Committee

The Company is yet to form any Remuneration Committee as it is presently paying sitting fees to its directors.

V. Shareholders Committee

The Committee reviews, records and expedite transfer of shares. The committee meets twice in a month to minimise any delay in transfer process. There were no complaints pending for reply as on 31st March, 2004. There were no share transfers pending for registration as on the said date.



VI. Board Procedure

The members of the Board have been provided with the requisite information mentioned in the listing agreement well before the Board Meetings and the same were dealt with appropriately.

All the directors, who are on various committees are within the permissible limits stipulated in the listing agreement. The directors have intimated from time to time about their membership in the various committees in other companies.

VII. Compliance Certificate

Compliance certificate for Corporate Governance from Auditors of the Company is annexed herewith.

VIII. General Body Meetings

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

AGM	Financial Year Accounting Period	Day / Date	Time	Venue
12	1.4.00 - 31.3.01	Saturday 29.9.01	10.30 A.M.	30, Dr. N. G. Road Kolkata - 700 031
13	1.4.01 - 31.3.02	Saturday 28.9.02	10.30 A.M.	--Do--
14	1.4.02 - 31.3.03	Tuesday 23.9.03	10.30 A.M.	--Do--

b) Whether special resolutions were put through postal ballot last year ? No.

c) Are special resolutions proposed to be put through postal ballot this year ? No.

IX. Disclosures

- There are no materially significant transactions with related parties viz. Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with the Company's interest.
- No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

X. Means of Communication

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchange immediately after they are approved by the Board. These are widely published in national and regional newspapers.