

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 7TH ANNUAL GENERAL MEETING OF GLOBALSPACE TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, 29TH SEPTEMBER, 2017 AT 03:30 P.M. AT RAMADA NAVI MUMBAI, 156, MILLENNIUM BUSINESS PARK, MIDC, SECTOR 2, MAHAPE, NAVI MUMBAI - 400710, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March 2017, together with the Board's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Nirani Venkitakrishnan Kailasam (DIN: 06672569), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To approve the ratification of the appointment of the Statutory Auditors of the Company and fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any read with the Companies (Audit and Auditors) Rules 2014, (including any statutory enactment or modifications thereof) and pursuant to the appointment of the Statutory Auditors of the Company in the 6th Annual General Meeting held on 26th September, 2016 for a term of 5 years, consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s. Tolia & Associates, Chartered Accountants (Firm Registration No. 111017W) to act as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting of the Company till the next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors of the Company depending on the volume of the work involved."

Special Business:

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to appoint Mr. Venkatesh Shamanna Vastare (DIN: 07648334), who was appointed as Additional Independent Director in the meeting of Board of Directors held on 01st December, 2016 and appointed with effect from 02nd December, 2016, as an Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 160 and of the Companies Act, 2013 ("**the Act**") and other applicable provisions, if any, of the Companies

Act, 2013, read with the corresponding rules framed thereunder and Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof), Mr. Venkatesh Shamanna Vastare, Independent Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 01st December, 2019.”

FOR GLOBALSPACE TECHNOLOGIES LIMITED

Sd/-

SWATI ARORA

COMPANY SECRETARY & COMPLIANCE OFFICER

Membership No. A44529.

301, Sairaj Sadan, Plot No-36 Sector-01, Sanpada Navi
Mumbai 400705 MH IN

Registered & Corporate Office:

605, 6th Floor, Rupa Solitaire Building,
Millennium Business Park
Navi Mumbai Thane MH 400110 IN
CIN: U64201MH2010PLC211219

Website: www.globalspace.in

E-mail : cs@globalspace.in

Place : Navi Mumbai

Date : 01st September, 2017

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 for the business set out under Item No. 4 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, SIGNED AND STAMPED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY/ PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING AND SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF A MEMBER OR MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL 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.

3. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law, blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holding of a member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid
4. The proxy-holder shall prove his identity at the time of attending the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2017 to Friday, 29th September, 2017 (Both Days Inclusive).
7. Members holding shares in physical form are requested to notify immediately change of address, transfer, demat request, E-mail id, if any, to the Registrars and Transfer Agents of the Company quoting their Folio Number and those holding shares in demat mode are requested to notify any change in address, Bank Details, E-mail id to their respective depository participants and make sure that such changes are recorded by them.
8. Members/proxies are requested to bring their copies of Annual Report and duly filled admission/attendance slips enclosed herewith along with the copies of annual report at the meeting and produce the same at the entrance of the venue where the Annual General Meeting is being held.
9. Corporate Members are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
10. Members desirous of getting any information about the accounts and operations of the Company are requested to send their query to the Registered Office well in advance so that the same may reach the office at least seven days before the date of the meeting to enable the management to keep the information required readily available at the meeting.
11. Members who hold shares in electronic form are requested to write their DP ID and client ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
12. The detail of Directors seeking appointment / re-appointment at this Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 read with Secretarial Standards-2 is annexed hereto.

13. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during normal business hours on all days except Saturday, Sunday and Public holidays, up to the date of the Annual General Meeting.
14. For the security and safety of the shareholders, no article/baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The members / attendees are strictly requested not to bring any article / baggage, etc. at the venue of the meeting.
15. The Annual Report of your Company for the Financial Year 2016-17 is displayed on the website of the Company i.e. www.globalspace.in
16. Members are requested to register / update their E-mail address with the Company so as to receive Annual Report and other communication electronically.
17. The notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those members whose email-addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email-address, physical copies are being sent by the permitted mode.
18. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
19. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by Central Depository Services Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at 7th Annual General Meeting of the Company by electronic means through E-voting facility provided by Central Depository Services Limited.

EVOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 7th Annual general Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM, ("remote e-voting) will be provided by Central Depository Services Limited (CDSL).

- I. The facility for voting through the ballot paper shall be made available at the AGM premises and only the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their at the meeting through ballot paper.
- II. 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.
- III. The instruction for remote e-voting are as under:
 - i. The remote e-voting period commences on Monday, 25th September, 2017 at 09:00 A.M. and ends on Thursday, 28th September 2017 at 5:00 P.M. During this period shareholders' of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date Friday, 22nd September, 2017 may cast their vote by remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iii. Click on Shareholders.
 - 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:

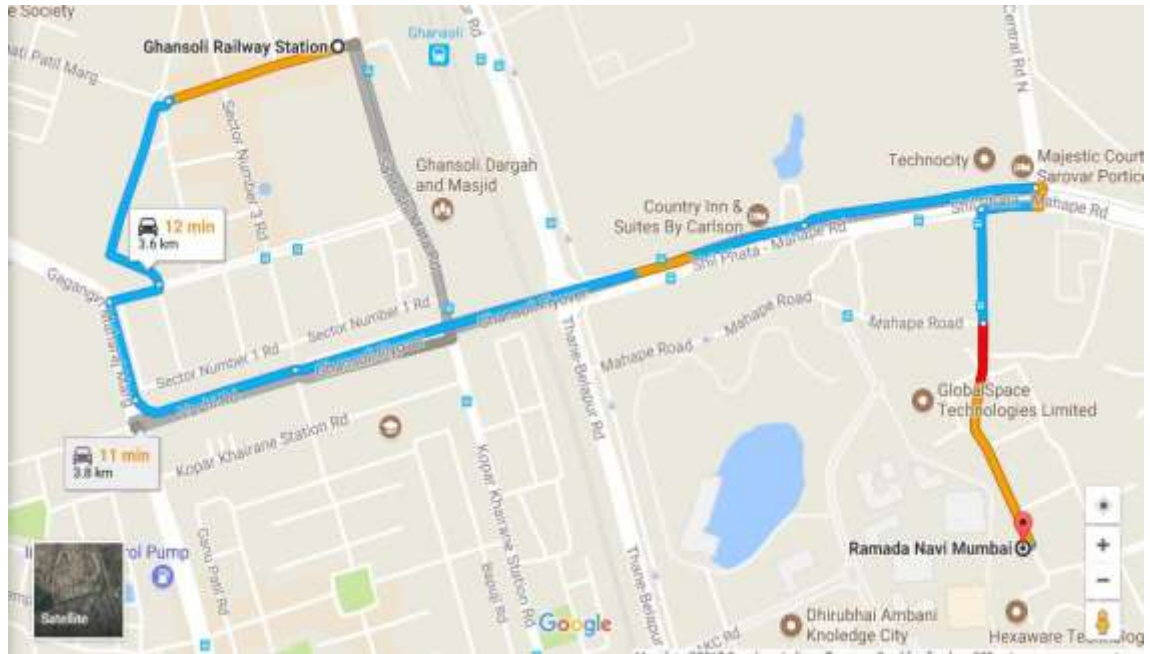
For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach 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 Globalspace Technologies Limited.
- 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (that is other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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.
- xxi. Ms. Kumudini Bhalerao, Practising Company Secretary (Certificate of Practice Number 6990) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. The Scrutiniser shall within a period not exceeding 3 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutiniser’s Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
- xxii. The results will be declared on or after the AGM of the Company. The results declared along with the Scrutiniser’s Report will be placed on the website of the Company www.globalspace.in and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Ltd.

ROAD MAP

LAND MARK: Millennium Business Park



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013**

Item number 4:

The members of the Company are hereby informed that Mr. Venkatesh Shamanna Vastana (DIN: 07648334) was appointed as an Additional Independent Director of the Company in the meeting of the Board held on 01st December, 2016 with effect from 02nd December, 2016. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, he holds the office upto the date of the Annual General Meeting. The Company has received a notice in writing from one of its members along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Venkatesh Vastare for the office of Directorship pursuant to Section 160 of the Companies Act, 2013. Also, the Company has received requisite Form 'DIR 8' from Mr. Venkatesh Vastare , in terms of Section 164 (2) of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014, confirming her eligibility for such appointment.

The brief profile covering the details of his qualification and experience, as required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice. Considering his experience and expertise, the Board recommends the appointment of Mr. Venkatesh Vastare as an Independent Director of the Company, not liable to retire by rotation.

Further, pursuant to the provisions of the proviso to Section 152(5) of Companies Act, 2013, the Board hereby reaffirms that in its opinion, Mr. Venkatesh Shamanna Vastana fulfils the conditions specified in the Companies Act, 2013 for such appointment.

The Board of Directors recommends the passing of the resolution set forth under Item No. 4 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. Venkatesh Vastare are interested and / or concerned in passing of the resolution set forth under Item no. 4

Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings:

Names of Directors	Mr. Nirani Venkitakrishnan Kailasam	Mr. Venkatesh Shamanna Vastare
Type	Whole-Time Director	Independent Director
Date of Birth	05/07/1966	21/12/1961
Age	51 years	55 years
Date of Appointment	10/11/2016	02/12/2016
Qualification	B. Tech(Electrical & Electronics)	B.sc
No. of Equity Shares held	NIL	NIL
Expertise in Specific Functional area	Leading change & Leading Large Tech. Organisation.	Healthcare start-up & turnaround specialist
Experience	26 years	31 years
Terms and Conditions	As per employment agreement	As per appointment letter
Date of first appointment	11/04/2016	02/12/2016
Shareholding in the Company	NIL	NIL
Directorships held in other Companies	NIL	NIL
Particulars of Committee Chairmanship / Membership held in other Companies	NIL	NIL
Relationship with other Directors inter-se	None	None
No. of board meetings attended during the Financial year 2016-17	All	01
Remuneration Sought to be paid	Rs. 30,00,000/-	Rs. 40,000 per meeting
Remuneration last paid	Rs. 30,00,000/- for F.Y. 2016-17	Rs. 40,000 per meeting

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U64201MH2010PLC211219

Name of the Company : Globalspace Technologies Limited

Regd. Office : 605, 6th Floor, Rupa Solitaire Building, Millennium Business Park, Navi Mumbai Thane -400710

Email : cs@globalspace.in

Website : www.globalspace.in

Phone : 022-49452015

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No/Client ID	
DP ID	

I/We, being the Member(s) of shares of the above named company, hereby appoint:

1. (Name): _____ Address: _____ E-
Mail ID _____ Signature _____ or failing him;
2. (Name): _____ Address: _____ E-
Mail ID _____ Signature _____ or failing him;

3. (Name): _____ Address: _____ E-
Mail ID _____ Signature _____ or failing him;
4. (Name): _____ Address: _____ E-
Mail ID _____ Signature _____ or failing him;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Friday, 29th September, 2017 At 03:30 P.M. at Ramada Navi Mumbai, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai - 400710 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business:			
1.	To adopt the audited Balance Sheet, Statement of Profit and Loss account and Cash Flow Statement, Report of the Directors and Auditors.		
2.	To appoint a Director in place of Mr. Nirani Venkitakrishnan Kailasam (DIN: 06672569), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
3.	To approve the ratification of the appointment of the Statutory Auditors of the Company and fix their remuneration		
Special Business:			
4.	To appoint Mr. Venkatesh Shamanna Vastare (DIN: 07648334) as an Independent Director of the Company.		

Signed this ____ day of _____, 2017

**Please affix
Revenue
Stamp of Re. 1**

Signature of the Shareholder _____

Signature of Proxy holder(s) _____

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 (forty eight) hours before the commencement of the meeting.

- (2) A Proxy need not be a member of the Company. A person can act as a proxy on behalf of a member or members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total 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.

ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

Name of the Shareholder	
Address	
No. of Shares Held	
Registered Folio No.	

I certify that I am an authorized representative for the above named shareholder of the Company. I hereby record my presence at the Annual General Meeting of Globalspace Technologies Limited on Friday, 29th September, 2017 at 03:30 P.M. at Ramada Navi Mumbai, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai - 400710.

Name of the Member / Proxy (in block letters)

Signature of the Member / Proxy

Notes:

1. Only Members / Proxy holder can attend the Meeting
2. Members/proxies are requested to bring the duly completed Attendance Slip with them, and hand it over at the entrance, affixing their signature on the slip.

