



GLOBALSPACE TECHNOLOGIES LIMITED

Formerly known as 'GlobalSpace Technologies Private Limited'
Formerly known as 'GlobalSpace Tech Private Limited'

ANNUAL REPORT 2016-17



GlobalSpace

T E C H N O L O G I E S

CORPORATE INFORMATION

Board of Directors

Mr. Krishna Murari Singh
(Managing Director)

Ms. Beauty Krishnamurari Singh
(Non-Executive Director)

Mr. Nirani Venkitakrishnan Kailasam
(Wholetime Director)

Mr. Yugal Kishor Chothuram Sikri
(Independent Director)

Mr. M.V Subramanian
(Independent Director)

Mr. Venkatesh Shamanna Vastare
(Independent Director)

Chief Financial Officer

Mr. Pranav J. Shah (Resigned w.e.f 31st March, 2017)

Mr. Vishal Singh Raghuvanshi (Appointed w.e.f 24th May, 2017)

Mr. Vishal Singh Raghuvanshi
(Resigned w.e.f. 21st August, 2017)

Company Secretary & Compliance Officer

Ms. Swati Arora

Chief Executive Officer

Mr. Nirani Venkitakrishnan Kailasam

Bankers

State Bank of India

ICICI Bank

Deutsche bank

Registrar & Share Transfer Agent:

Link Intime India Private Limited

Address: C-101, 247 Park, Lal Bahadur Shastri
Marg, Surya Nagar, Gandhi Nagar,
Vikhroli West, Mumbai, Maharashtra- 400083

Committees of Board

Audit committee:

- Mr. V.S. Vastare (Former Chairman of the committee, resigned from the committee w.e.f 16th June, 2017)
- Mr. M. V. Subramanian, Chairman (Appointed as Chairman of the Committee w.e.f 16th June, 2017)
- Mr. Krishna Murari Singh
- Mr. Yugal Sikri

Nomination and remuneration Committee:

- Mr. Yugal Sikri, Chairman
- Mr. M. V. Subramanian
- Ms. Beauty Krishna Murari Singh

Stakeholder Relationship Committee:

- Ms. Beauty Krishna Murari Singh, Chairman
- Mr. Krishna Murari Singh (Executive), Member
- Mr. Nirani Venkitkrishnan Kailasam

Registered Office:

605, 6th Floor, Rupa Solitaire Building,
Millennium Business Park Navi Mumbai
400710

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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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

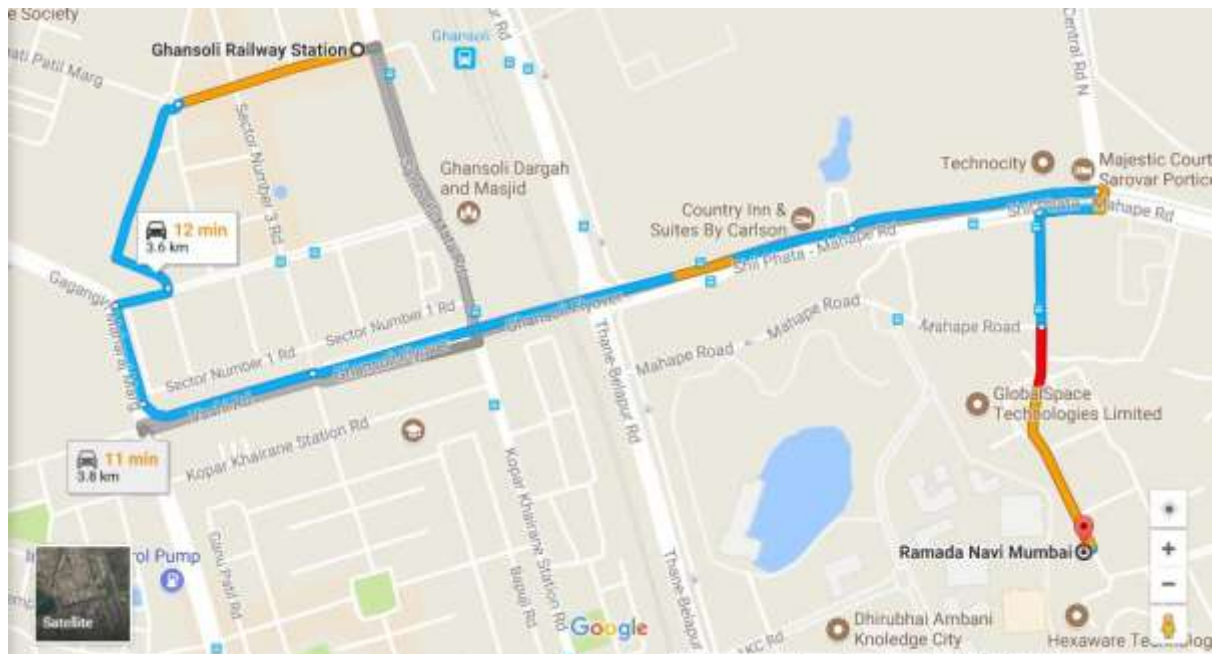
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Globalspace Technologies Limited.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" 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.

DIRECTORS' REPORT
OF
GLOBALSPACE TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS GLOBALSPACE TECHNOLOGIES PRIVATE LIMITED
FORMERLY KNOWN AS GLOBALSPACE TECH PRIVATE LIMITED)
FOR THE FINANCIAL YEAR 2016-17

**NAMES OF PAST AND PRESENT DIRECTORS OF THE COMPANY WITH DIRECTOR
IDENTIFICATION NUMBERS (DIN)¹**

- | | |
|---|--|
| 1. Mr. Krishna Murari Singh | (DIN:03160366) |
| 2. Ms. Beauty Krishna Murari Singh | (DIN:03481024) |
| 3. Mr. Nirani Venkitakrishnan Kailasam | (DIN: 06672569) |
| 4. Mr. Yugal K. C. Sikri | (DIN: 07576560) |
| 5. Mr. M. V. Subramanian | (DIN: 07628898) |
| 6. Mr. Venkatesh Shamanna Vastare | (DIN: 07648334) |
| 7. Mr. Dhiraj Kumar Sharma
September, 2016) | (DIN: 03160387) (Ceased to be a director w.e.f. 15 th |
| 8. Mr. Siddhartha S. Xavier
September, 2016) | (DIN: 03160387) (Ceased to be a director w.e.f. 15 th |

¹The above disclosure has been given in accordance with Section 158 of Companies Act 2013, and reference of any of the above directors made in this document be read along with the above disclosure of their respective Director Identification Numbers

DIRECTORS' REPORT

To
The Members,
Globalspace Technologies Limited

Your Directors hereby take the pleasure of presenting the 7th Annual Report of your Company together with the Audited Statement of Accounts for the year ended 31st March, 2017.

1. FINANCIAL STATEMENTS & RESULTS:

A. Financial Results

The Company's performance during the year ended 31st March, 2017 as compared to the previous financial year, is summarized below:

Particulars	For the financial year ended 31 st March, 2017	For the financial year ended 31 st March, 2016
Income	17,27,82,420	13,98,22,438
Less: Expenses	15,70,29,030	12,85,11,035
Profit/ (Loss) before tax	1,57,53,390	1,13,11,403
Less: Provision for tax	(55,06,360)	(54,46,623)
Income Tax of earlier years w/off	NIL	NIL
Exception Income	NIL	NIL
Exception expenditure	NIL	NIL
Profit after Tax	1,02,47,030	58,64,779

Appropriation

Interim Dividend	NIL	NIL
Final Dividend	NIL	NIL
Tax on distribution of dividend	NIL	NIL
Transfer of General Reserve	NIL	NIL
Balance carried to Balance sheet	1,02,47,030	58,64,779

B. Operations:

During the year under review, the Company has reported a Profit of Rs. 1,02,47,030/- as compared to a profit of Rs. 58,64,779/- .

The Company reported Profit before Tax at 1,57,53,389 /- as against Rs. 1,13,11,403/- in the previous year.

The Company continues to be engaged in the activities pertaining to Information Technology and Communication industry, including providing of customized software solutions and other support services to enterprises.

There was no change in nature of the business of the Company, during the year under review.

C. Dividend:

With a view to conserve resources, your Directors have thought it prudent not to recommend any dividend for the financial year under review.

D. Report on performance of Subsidiaries, Associates and Joint Venture Companies:

During the year under review, your Company did not have any subsidiary, associate and joint venture company.

E. Deposits:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

F. Particular of Contracts or Arrangement with Related Parties:

All transactions/contracts/arrangements entered into by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review were in ordinary course of business and on an arm's length basis. Further, none of these contracts / arrangements / transactions with related parties could be considered material in nature as per the thresholds given in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and hence no disclosure is required to be given in this regard.

G. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in Annexure I which forms part of this Report.

H. Extract of Annual Return:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2017 made under the provisions of Section 92(3) of the Act is attached as Annexure II which forms part of this Report.

I. Particulars of Investments, Loans, Guarantees and Securities:

The Company has not made any loans, guarantees, investment or securities covered

under the provisions of Section 186 of the Companies Act, 2013.

J. Disclosures under Section 134(3)(l) of the Companies Act, 2013:

The Equity shares of your Company have been listed on the SME platform of the Bombay Stock Exchange Limited (BSE) with effect from 07th August, 2017.

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

K. Disclosure of Internal Financial Controls -

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Board of Directors & Key Managerial Personnel

i. Appointment

During the financial year under review, Mr. Krishna Murari Singh (DIN: 03160366) was appointed as a Managing Director of the Company for a period of 5 (five) years w.e.f. 10th November, 2016.

Ms. Beauty K. Singh was appointed as an Additional Non-Executive Director on the Board of the Company with effect from 04th July, 2016 who was further appointed as a Non-Executive Director in the 06th Annual General Meeting of the members of the Company held on 26th September, 2016.

Mr. Nirani Venkitakrishnan Kailasam (DIN: 06672569) was appointed as an Additional Director and CEO, a Key Managerial Personnel, of the Company w.e.f. 11th of April, 2016. He was appointed by the members of the Company as a Director of the Company in the Annual General Meeting held on 26th September, 2016. Further, w.e.f. 10th November, 2016, he has also been appointed as a Wholetime Director of the Company.

Mr. Yugal K. C. Sikri (DIN: 07576560) and Mr. M. V. Subramanian (DIN: 07628898) were appointed as Additional Independent Directors on the Board of the Company on 17th October, 2016. Their appointment as Independent Directors of the Company was made by the members of the Company in the Extraordinary General Meeting of the Company held on 07th December, 2016.

Further, Mr. Venkatesh S. Vastare (DIN: 07648334) was appointed as Additional Independent Director on the Board of the Company w.e.f from 02nd December, 2016 whose office is liable to be determined by the members of the Company in the ensuing Annual General meeting. The Company has received a notice in writing

from one of its members proposing the candidature of Mr. Mr. Venkatesh S. Vastare for the office of Directorship pursuant to Section 160 of the Companies Act, 2013. The said Director is not disqualified from being appointed as a Director of a Company as per the disclosure received from him pursuant to Section 164(2) of the Companies Act, 2013.

Your Board recommends the appointment of the above Independent Director at the ensuing Annual General Meeting.

Mr. Pranav Jayant Shah was appointed as Chief Financial officer of the Company w.e.f 04th July, 2016.

Ms. Swati Arora, Company Secretary (Membership No. A44529) was appointed as a Company Secretary of the Company w.e.f 31st May, 2016.

ii. Resignation

Mr. Dhiraj Kumar Sharma and Siddhartha Sodagudi Xavier resigned as Directors of the Company with effect from 15th September, 2016 due to preoccupation and Mr. Pranav Jayant Shah, Chief Financial Officer of the Company resigned with effect from 31st March, 2017 due to personal reason.

iii. Retirement by Rotation:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Nirani Venkitakrishnan Kailasam (DIN: 06672569), is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

The said Director is not disqualified from being re-appointed as a Director of a Company as per the disclosure received from him pursuant to Section 164(2) of the Companies Act, 2013.

Your Board recommends the re-appointment of the above Director at the ensuing Annual General Meeting.

b) Declaration by Independent Directors:

During the financial year under review, declarations were received from all Independent Directors of the Company that they satisfy the "criteria of Independence" as defined under Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Section 149(6) of the Companies Act, 2013, the Schedules and Rules framed there under.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

A. Board Meetings:

The Board of Directors met 25 times during the financial year ended 31st March, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made

thereunder. The details of the same are as mentioned under:-

Sr. No.	Date of meeting	Names of Directors as on the date of meeting	Directors Present	Directors Absent
1	11 th April, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Siddhartha Sodagudi Xavier	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Siddhartha Sodagudi Xavier	-
2	25 th April, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	-
3	06 th May, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	-
4	30 th May, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	-
5	31 st May, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	-
6	09 th June, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	-
7	01 st July, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	-
8	4 th July, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	-
9	02 nd August, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan	1. Ms. Beauty Singh

		Kailasam 4. Mr. Siddhartha Sodagudi Xavier 5. Ms. Beauty K. Singh	Kailasam 4. Mr. Siddhartha Sodagudi Xavier	
10	29 th August, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier 5. Ms. Beauty K. Singh	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Ms. Beauty Singh
11	29 th August, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier 5. Ms. Beauty K. Singh	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Ms. Beauty Singh
12	06 th September, 2016	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier 5. Ms. Beauty K. Singh	1. Mr. Krishna Murari Singh 2. Mr. Dhiraj Kumar Sharma 3. Mr. Nirani Venkitakrishnan Kailasam 4. Mr. Siddhartha Sodagudi Xavier	1. Ms. Beauty Singh
13	15 th September, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam	1. Ms. Beauty Singh
14	19 th September, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam	1. Ms. Beauty Singh
15	14 th October, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam	1. Ms. Beauty Singh
16	24 th October, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh 4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam	1. Mr. Yugal K. C. Sikri 2. Mr. M. V. Subramanian 3. Ms. Beauty K. Singh
17	3 rd November, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh 4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam	1. Mr. Yugal K. C. Sikri 2. Mr. M. V. Subramanian 3. Ms. Beauty K. Singh
18	10 th November, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam	1. Mr. Yugal K. C. Sikri 2. Mr. M. V. Subramanian

		4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian		3. Ms. Beauty K. Singh
19	01 st December, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh 4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Mr. M. V. Subramanian	1. Mr. Yugal K. C. Sikri 2. Ms. Beauty K. Singh
20	07 th December, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh 4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian 6. Mr. Venkatesh S. Vastare	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh	1. Mr. M. V. Subramanian 2. Mr. Yugal K. C. Sikri 3. Mr. Venkatesh S. Vastare
21	13 th December, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh 4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian 6. Mr. Venkatesh S. Vastare	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Mr. M. V. Subramanian	1. Mr. Yugal K. C. Sikri 2. Mr. Venkatesh S. Vastare 3. Ms. Beauty K. Singh
22	30 th December, 2016	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh 4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian 6. Mr. Venkatesh S. Vastare	1. Mr. Krishna Murari Singh 2. Mr. Yugal K. C. Sikri 3. Mr. Nirani Venkitakrishnan Kailasam 4. Ms. Beauty K. Singh	1. Mr. M. V. Subramanian 2. Mr. Venkatesh S. Vastare
23	30 th January, 2017	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh 4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian 6. Mr. Venkatesh S. Vastare	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam	1. Ms. Beauty K. Singh 2. Mr. Yugal K. C. Sikri 3. Mr. M. V. Subramanian 4. Mr. Venkatesh S. Vastare
24	09 th February, 2017	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh 4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian 6. Mr. Venkatesh S. Vastare	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Mr. M. V. Subramanian	1. Ms. Beauty K. Singh 2. Mr. Yugal K. C. Sikri 3. Mr. Venkatesh S. Vastare
25	30 th March, 2017	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Ms. Beauty K. Singh 4. Mr. Yugal K. C. Sikri 5. Mr. M. V. Subramanian 6. Mr. Venkatesh S. Vastare	1. Mr. Krishna Murari Singh 2. Mr. Nirani Venkitakrishnan Kailasam 3. Mr. Yugal K. C. Sikri 4. Mr. M. V. Subramanian 5. Mr. Venkatesh S. Vastare	1. Ms. Beauty K. Singh

B. Audit Committee:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. The Audit Committee comprises of:

1. Mr. V.S. Vastare, Chairman;
2. Mr. Krishna Murari Singh, Managing Director; and
3. Mr. Yugal Sikri, Independent Director.

The scope and terms of reference of the Audit Committee have been framed in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Swati Arora, the Company Secretary of the Company acts as the Secretary of the Stakeholders' Relationship Committee.

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

Further, the Audit Committee was reconstituted vide a Circular Resolution passed on 16th June 2017. Currently, the Audit Committee comprises of the following members:

1. Mr. Mundamuka Venkateswaran Subramanian, Chairman.
2. Mr. Krishna Murari Singh, Managing Director.
3. Mr. Yugal Kishor Choturam Sikri, Independent Director; and

C. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The composition of the committee is as under:

1. Mr. Yugal Kishor Choturam Sikri (Independent Director), Chairman;
2. Mr. Mundamuka V. Subramanian (Independent Director), Member; and
3. Ms. Beauty Krishna Murari Singh (Non-Executive), Member.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

Ms. Swati Arora, the Company Secretary of the Company acts as the Secretary of the Stakeholders' Relationship Committee.

The Remuneration Policy is attached as Annexure III.

D. Stakeholders Relationship Committee:

During the year under review, pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of the Company has constituted the Stakeholder's Relationship Committee, comprising of the following members:

1. Ms. Beauty Krishna Murari Singh (Non-Executive Director), Chairman,
2. Mr. Krishna Murari Singh (Executive), Member.
3. Mr. Nirani Venkitkrishnan Kailasam (Executive), Member.

Ms. Swati Arora, the Company Secretary of the Company acts as the Secretary of the Stakeholders' Relationship Committee.

E. Vigil Mechanism:

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, a listed Company and every such class of companies as prescribed thereunder are required to frame a Vigil Mechanism to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

However, the said provisions were not applicable to the Company till 31st March, 2017. Further, the Company has listed its Equity shares on the SME platform of the Bombay Stock Exchange w.e.f 07th August, 2017 pursuant to which the Vigil mechanism policy has become applicable. The Company is under to process of framing an appropriate Vigil mechanism policy and further reaffirms that the Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

F. Risk Management Policy:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

G. Annual Evaluation of Directors, Committee and Board:

The Board has carried out an annual performance evaluation of its own performance, and of the Directors individually, as well as the evaluation of all the committees i.e. Audit, Nomination and Remuneration, Stakeholders Relationship, Committee of Directors.

The Board adopted a formal evaluation mechanism for evaluating its performance and as well as that of its Committees and individual directors, including the Chairman of the Board the exercise was carried out by feedback survey from each Directors covering Board functioning such as composition of Board and its

Committees, experience and competencies, governance issues etc. Separate Exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board who were evaluated on parameters such as attendance, contribution at the meeting etc.

H. Management Discussion & Analysis:

A separate report on Management Discussion & Analysis is appended to this Annual Report as an Annexure IV and forms part of this Directors' Report.

4. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

A. Observations of Statutory Auditors on Accounts for the Year Ended 31st March, 2017:

The observations / qualifications / disclaimers made by the Statutory Auditors in their report for the financial year ended 31st March 2017 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013

B. Ratification of Appointment of Auditors:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Tolia & Associates, Chartered Accountants, the Statutory Auditors of the Company have been appointed for a term of 5 years in the Annual General Meeting of the Company held on 26th September, 2016. However, their appointment as Statutory Auditors of the Company is subject to ratification by the Members at every Annual General Meeting. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

5. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

A. Disclosure of Orders passed by Regulators or Courts or Tribunal

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

B. Directors' Responsibility Statement:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2017, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

C. Disclosure under Section 43(a)(ii) of the Companies Act, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

D. Disclosure under Section 54(1)(d) of the Companies Act, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

E. Disclosure under Section 62(1)(b) of the Companies Act, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

F. Disclosure under Section 67(3) of the Companies Act, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

G. Policy on Sexual Harassment at workplace:

The Company is committed to create and maintain an atmosphere in which employees can work together without fear of sexual harassment and exploitation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and the Company. During the year under review, there was no complaint of any sexual harassment at work place.

H. Disclosure under Section 197(12) of the Companies Act, 2013 and other disclosures

as per Rule 5 of Companies (Appointment & Remuneration) Rules, 2014

The disclosures as per Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 have been marked as Annexure V

6. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

FOR GLOBALSPACE TECHNOLOGIES LIMITED

Sd/-

KRISHNA MURARI SINGH
MANAGING DIRECTOR
DIN: 03160366
Address: F/702, Hawre Panchwati Plaza,
Plot no. 92-96, Sector-5, Opp Police Station,
Ghansoli, Navi Mumbai-400701

Sd/-

NIRANI VENKITAKRISHNAN KAILASAM
WHOLETIME DIRECTOR & CEO
DIN: 06672569
Address: Flat No. 8, 3rd Floor, Mumba Devi CHS.,
Ltd, St. Anthony Rd, Sai Nagar Colony, Chembur,
Mumbai-400071

Date : 01st September, 2017

Place : Navi Mumbai

Registered Office:

605, 6th Floor, Rupa Solitaire Building,
Millenium Business Park,
Navi Mumbai, Thane-400710

CIN: U64201MH2010PTC211219

TEL No.: 022-49452015

Mail: info@globalspace.in

website: www.globalspace.in

ANNEXURE I

Disclosure pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts), Rules 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	The Company has not spent any substantial amount on Conservation of Energy to be disclosed here.
Steps taken by the company for utilizing alternate sources of energy	
Capital investment on energy conservation equipments	

(B) Technology absorption:

Efforts made towards technology absorption	Considering the nature of activities of the Company, there is no requirement with regard to technology absorption.
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
Details of technology imported	Nil
Year of import	Not Applicable
Whether the technology has been fully absorbed	Not Applicable
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
Expenditure incurred on Research and Development	Nil

(C) Foreign exchange earnings and Outgo:

	1st April, 2016 to 31st March, 2017 [Current F.Y.]	1st April, 2015 to 31st March, 2016 [Previous F.Y.]
	Amount in Rs.	Amount in Rs.
Actual Foreign Exchange earnings	-	18,00,000
Actual Foreign Exchange outgo	7,68,37,929	9,34,25,424

FOR GLOBALSPACE TECHNOLOGIES LIMITED

Sd/-

KRISHNA MURARI SINGH
MANAGING DIRECTOR

DIN: 03160366

Address: F/702, Hawre Panchwati Plaza,
Plot no. 92-96, Sector-5, Opp Police Station,
Ghansoli, Navi Mumbai-400701

Sd/-

NIRANI VENKITAKRISHNAN KAILASAM
WHOLETIME DIRECTOR & CEO

DIN: 06672569

Address: Flat No. 8, 3rd Floor, Mumba Devi CHS.,
Ltd, St. Anthony Rd, Sai Nagar Colony, Chembur,
Mumbai-400071

Date : 01st September, 2017

Place : Navi Mumbai

ANNEXURE II

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	U64201MH2010PLC211219
Registration Date	:	22/12/2010
Name of the Company	:	Globalspace Technologies Limited
Category / Sub-Category of the Company	:	Company limited by Shares Non-government company
Address of the Registered office and contact details	:	605, 6 th Floor, Rupa Solitaire Building, Millennium Business Park Navi Mumbai Thane Maharashtra 400710 India
Whether listed company	:	Yes (Listed on SME platform of BSE w.e.f 07 th August, 2017)
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Link Intime India Private Limited Address: 247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 Contact No.: 022-49186270 E- Mail : Rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Computer programming activities	6201	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/ GLN	Holding subsidiary associate	/ /	% of shares held	Applicable section
Not Applicable						

I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	5,63,085	5,63,085	48.33	39,29,666	-	39,29,666	46.65	(1.68)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	-	5,68,085	5,63,085	48.33	39,29,666	-	39,29,666	46.65	(1.68)
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	5,68,085	5,63,085	48.33	39,29,666	-	39,29,666	46.65	(1.68)
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-

e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	-	56,400	56,400	4.84	-	3,66,600	3,66,600	4.35	(0.49)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	7,000	7,000	0.60	-	-	-	-	(0.60)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	5,38,691	5,38,691	46.23	39,12,383	2,13,952	41,26,335	49	2.77
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):	-	6,02,091	6,02,091	51.67	39,12,383	5,80,552	44,92,935	53.35	1.68
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	6,02,091	6,02,091	51.67	39,12,383	5,80,552	44,93,935	53.35	1.68
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	11,65,176	11,65,176	100	78,42,049	5,80,552	84,22,601	100	-

ii. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in share holdi

								ng duri ng the year
1.	Mr. Krishna Murari Singh	5,63,085	48.33	-	39,29,666	46.65	-	(1.68)

iii. **Change in Promoters' Shareholding** (Please specify, if there is no Change):

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Mr. Krishna Murari Singh					
	At the beginning of the year	5,63,085	48.33	5,63,085	48.33
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)				
	30.05.2016 - Rights Issue	14,285	1.15	5,77,370	46.46
	01.07.2016 - Rights Issue	27,194	2.14	6,04,564	47.60
	02.08.2016 - Bonus Issue	33,25,102	40.14	39,29,666	47.60
	At the End of the year	39,29,666	46.65	39,29,666	46.65

iv. **Shareholding pattern of Top Ten Shareholders** (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1. Mr. Dhiraj Sharma					
	At the beginning of the year	1,85,050	15.88	1,85,050	15.88
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	02.08.2016 - Bonus Issue	10,17,775	12.33	12,02,825	14.28
	At the End of the year (or on the date of separation, if separated during the year)	12,02,825	14.28	12,02,825	14.28

2. Mr. Siddharth Sodagudi Xavier				
At the beginning of the year	1,85,050	15.88	1,85,050	15.88
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
02.08.2016 - Bonus Issue	10,17,775	12.33	12,02,825	14.28
At the End of the year (or on the date of separation, if separated during the year)	12,02,825	14.28	12,02,825	14.28
3. Mrs. Aparna Binoy				
At the beginning of the year	46,296	3.97	46,296	3.97
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
30.05.2016 - Rights Issue	35,714	2.87	82,010	6.59
02.08.2016 - Rights Issue	4,51,055	5.46	5,33,065	6.32
At the End of the year (or on the date of separation, if separated during the year)	5,33,065	6.32	5,33,065	6.32
4. Mr. Binoy Purshottaman				
At the beginning of the year	46,295	3.97	46,295	3.97
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
30.05.2016- Right Issue	27,500	2.21	73,795	5.94
02.08.2016- Bonus Issue	4,05,873	4.92	4,79,668	5.81
At the End of the year (or on the date of separation, if separated during the year)	4,79,668	5.69	4,79,668	5.70
5. M/s. Kreteka Investment Private Limited				
At the beginning of the year	56,400	5.95	56,400	5.95
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
02.08.2016 - Bonus Issue	3,10,200	3.68	3,66,600	4.35
At the End of the year (or on the date of separation, if separated during the year)	3,66,600	4.35	3,66,600	4.35

6. Mr. Vishal Singh Raghuvanshi				
At the beginning of the year	38,000	3.64	38000	3.64
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
02.08.2016- Bonus Issue	2,09,000	2.53	2,47,000	2.99
At the End of the year (or on the date of separation, if separated during the year)	2,47,000	2.93	2,47,000	2.93
7. Mr. Amitabh Sinha				
At the beginning of the year	38,000	3.64	38,000	3.64
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)				
02.08.2016- Bonus Issue	2,09,000	2.53	2,47,000	2.99
03.10.2016 - Decrease due to transfer of 9,500 shares to Mr. Ramesh	(9,500)	0.11	2,37,500	2.82
03.10.2016 - Decrease due to transfer of 9,500 shares to Mr. Paramesh	(9,500)	0.11	2,28,000	2.70
03.10.2016 - Decrease due to transfer of 52,250 shares to Mr. Paramesh	(52,250)	0.62	1,75,750	2.09
03.10.2016 - Decrease due to transfer of 52,250 shares to Mr. Ramesh	(52,250)	0.62	1,23,500	1.47
At the End of the year (or on the date of separation, if separated during the year)	1,23,500	1.47	1,23,500	1.47
8. Ms. Biscaro Franceschina				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
03.11.2016 - Private Placement	84,226	0.99	84,226	0.99
At the End of the year (or on the date of separation, if separated during the year)	84,226	0.99	84,226	0.99
9. Mr. Gianmarco Signorino				

	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	02.08.2016- Bonus Issue	84,226	0.99	84,226	0.99
	At the End of the year (or on the date of separation, if separated during the year)	84,226	0.99	84,226	0.99
10. Mr. M. R. Ramesh					
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	03.10.2016 - Became a shareholder as a result of Transfer of shares	61,750	0.74	61,750	0.74
	At the End of the year (or on the date of separation, if separated during the year)	61,750	0.74	61,750	0.74

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1. Mr. Krishna Murari Singh					
	At the beginning of the year	5,63,085	48.33	5,63,085	48.33
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)				
	30.05.2016 - Rights Issue	14,285	1.14	5,77,370	46.46
	01.07.2016 - Rights Issue	27,194	2.14	6,04,564	47.60
	02.08.2016- Bones Issue	33,25,102	40.28	39,29,666	47.60
	At the End of the year	39,29,666	46.65	39,29,666	46.65

IV. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5,09,14,074	2,90,20,000	-	7,99,34,074
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,09,14,074	2,90,20,000	-	7,99,34,074
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	5,27,47,729	2,44,03,308	-	7,71,51,037
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1,40,683	3,46,941	-	4,87,624
Total (i+ii+iii)	5,28,88,412	2,47,50,249	-	7,76,38,661

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Krishna Murari Singh (Managing Director)	Mr. Nirani Venkitakrishnan Kailasam (Wholetime Director & CEO)	
1	Gross salary	48,00,000	30,00,000	78,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	48,00,000	30,00,000	78,00,000
	Ceiling as per the Act			

B. Remuneration to Other Directors:

Sl. No.	Particulars of Remuneration	Names of Directors				Total Amount
		Mrs. Beauty Krishnamurari Singh	Mr. Yugal Kishor Chothuram Sikri	Mr. Venkatesh Shamanna Vastare	Mr. Mundamuka Venkateswaran Subramanian	
	1.Independent Directors					
	Fee for attending board / committee meetings	-	80,000	40,000	1,60,000	2,80,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	80,000	40,000	1,60,000	2,80,000
	2. Other Non-Executive Directors					
	Fee for attending board / committee meetings	80,000	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	80,000	-	-	-	-
	Total (B)=(1+2)	80,000	80,000	40,000	1,60,000	3,60,000
	Total Managerial Remuneration	80,000	80,000	40,000	1,60,000	3,60,000
	Overall Ceiling as per the Act		-	-	-	

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary	3,00,000	3,85,000	6,30,000

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	3,00,000	3,30,000	6,30,000

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

FOR GLOBALSPACE TECHNOLOGIES LIMITED

Sd/-

KRISHNA MURARI SINGH
MANAGING DIRECTOR
DIN: 03160366
Address: F/702, Hawre Panchwati Plaza,
Plot no. 92-96, Sector-5, Opp Police Station,
Ghansoli, Navi Mumbai-400701

Date : 01st September, 2017

Place : Navi Mumbai

Sd/-

NIRANI VENKITAKRISHNAN KAILASAM
WHOLETIME DIRECTOR & CEO
DIN: 06672569
Address: Flat No. 8, 3rd Floor, Mumba Devi CHS.,
Ltd, St. Anthony Rd, Sai Nagar Colony, Chembur,
Mumbai-400071

ANNEXURE III

NOMINATION AND REMUNERATION POLICY

INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulation, 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (LODR) Regulation, 2015.

The Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

DEFINITIONS

- a. **"Board"** means Board of Directors of the Company.
- b. **"Company"** means "Globalspace Technologies Limited"
- c. **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- d. **"Key Managerial Personnel"** (KMP) means (i) Chief Executive Officer or the Managing Director or the Manager, (ii) Company Secretary, (iii) Whole-time Director, (iv) Chief Financial Officer and (v) Such other officer as may be prescribed.
- e. **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015.
- f. **"Policy or This Policy"** means, "Nomination and Remuneration Policy."
- g. **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- h. **"Senior Management"** mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

SCOPE

The Remuneration Policy applies to the Company's senior management, including its Key Managerial Person and Board of Directors.

OBJECTIVE

The Key Objectives of the policy would be:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management

2. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

GUIDING PRINCIPLES

The Policy ensures that:

1. The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person.
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
3. The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

1. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
2. Formulate criteria for evaluation of Independent Directors and the Board.
3. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
4. To carry out evaluation of every Director's performance.
5. To recommend to the Board the appointment and removal of Directors and Senior Management.
6. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
7. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks
8. To devise a policy on Board diversity.
9. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal
10. Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.

11. Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
12. Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
13. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice
14. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
15. To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT APPOINTMENT OF DIRECTOR (INCLUDING INDEPENDENT DIRECTORS)

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

As per the applicable provisions of Companies Act 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 the Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

CRITERIA FOR APPOINTMENT OF KMP/SENIOR MANAGEMENT

To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities

1. To practice and encourage professionalism and transparent working environment.
2. To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
3. To adhere strictly to code of conduct.

REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL:

1. No director/KMP/ other employee is involved in deciding his or her own remuneration.

2. The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
3. Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
4. Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
5. Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
6. Whenever, there is any deviation from the Policy, the justification / reasons should also be indicated / disclosed adequately.
7. Executive remuneration is proposed by the Committee and subsequently approved by the Board of Directors. Executive remuneration is evaluated annually against performance. In determining packages of remuneration, the Committee may take the advice of the Chairman/ Managing Director of the Company.
8. The annual variable pay of senior managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives.

FOLLOWING CRITERIA ARE ALSO TO BE CONSIDERED

Responsibilities and duties; Time & efforts devoted; Value addition; Profitability of the Company & growth of its business; Analyzing each and every position and skills for fixing the remuneration yardstick ;

There should be consistent application of remuneration parameters across the organisation.

REVIEW

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

FOR GLOBALSPACE TECHNOLOGIES LIMITED

Sd/-

KRISHNA MURARI SINGH
MANAGING DIRECTOR

DIN: 03160366

Address: F/702, Hawre Panchwati Plaza,
Plot no. 92-96, Sector-5, Opp Police Station,
Ghansoli, Navi Mumbai-400701

Sd/-

NIRANI VENKITAKRISHNAN KAILASAM
WHOLETIME DIRECTOR & CEO

DIN: 06672569

Address: Flat No. 8, 3rd Floor, Mumba Devi CHS.,
Ltd, St. Anthony Rd, Sai Nagar Colony, Chembur,
Mumbai-400071

Date : 01st September, 2017

Place : Navi Mumbai

ANNEXURE IV

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

The Company's growth considering the past few years' performance has increased. The Company is taking necessary steps for increasing profits from year to year. The total revenue from the operations for the year ended March 31, 2017 amounted to Rs. 172,782,420 as against Rs. 139,822,438 in a previous financial year 2015-16, and has increased by 23.57% over the last year.

OPPORTUNITIES & THREATS

The company is operating into high growth segments like Digital, Cloud, Mobility, Analytics & security. The segment is expected to have high growth in medium to long term perspective. Indian software product industry is now considered as a sunrise industry and is predicted to have bright future. The possible entry of big IT companies of India in this segment could be a potential threat

SEGMENT WISE OPERATIONAL PERFORMANCE

Digital technology solution for Pharma segment continues to be the largest segment for the company followed by solutions for BFSI segment. Company is working out strategy to enhance its footprint into Education technology segment as well.

OUTLOOK

Your Company has kept pace with the overall market scenario and continues to grow significantly. The Management expects to improve the growth in the years to come, subject to favourable market conditions, and stable economic policies.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has deployed all relevant technology solutions to manage and monitor internal process including ERP systems. Further, we have well established and adequate systems for internal control to provide reasonable assurance that all assets are safeguarded. Also, as a measure of checks and balances, all transactions are authorized and reported diligently.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Your Company is creating software product platforms which are going to be a long term intellectual property of the company. We have got thought leadership in our focused domains. The Company's revenue from operations has increased as compared to the previous financial year ended 31st March, 2016 for which it was Rs. 139,822,438 to Rs. 172,782,420.

HUMAN RESOURCES

Your Company has built significant talent pool in the form of top and middle management. We have also created a performance oriented work culture with focus on building long term talent pool. Also, we continuously endeavour to improve and enhance the work environment for our employees. Competitive compensation package, innovative and challenging environment to work, etc., are some of the steps taken by the Company for the welfare of its employees.

CAUTIONARY STATEMENT

Statements in the Management Discussion & Analysis Report describing the Company's expectations, opinion, and predictions may please be considered as "forward looking statements" only. Actual results could differ from those expressed or implied. Company's operations should be viewed in light of changes in market conditions, prices of raw materials, economic developments in the country and such other factors.

FOR GLOBALSPACE TECHNOLOGIES LIMITED

Sd/-

KRISHNA MURARI SINGH
MANAGING DIRECTOR

DIN: 03160366

Address: F/702, Hawre Panchwati Plaza,
Plot no. 92-96, Sector-5, Opp Police Station,
Ghansoli, Navi Mumbai-400701

Sd/-

NIRANI VENKITAKRISHNAN KAILASAM
WHOLETIME DIRECTOR & CEO

DIN: 06672569

Address: Flat No. 8, 3rd Floor, Mumba Devi CHS.,
Ltd, St. Anthony Rd, Sai Nagar Colony, Chembur,
Mumbai-400071

Date : 01st September, 2017

Place : Navi Mumbai

ANNEXURE V

Disclosure under Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Remuneration) Rules, 2014

- I. The percentage increase in remuneration of the executive Directors, Chief Financial Officer and Company Secretary during the financial year 2016-17, the ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company is as under:

Sr. No.	Name	Designation	Remuneration for F.Y. 2016-17 (in Rs.)	% increase in the remuneration for financial year 2016-17	Ratio of remuneration of Director to median remuneration of employees	Comparison of the remuneration against the performance of the company
1.	Mr. Krishna Murari Singh	*Managing Director	48,00,000	260%	26.54 : 1	Profit Before Tax increased by 39.27% and Profit after Tax increased by 74.72%
2.	Mr. Nirani Venkitkrishnan Kailasam	Wholetime Director & CEO	30,00,000	N.A.	16.59 : 1	
3.	Mr. Pranav Jayant Shah	**Chief Financial Officer	3,85,000	N.A.	2.13 : 1	
4.	Ms. Swati Arora	Company Secretary	3,00,000	N.A.	1.66 : 1	

*Appointed as Managing Director w.e.f 10th November, 2016.

**Resigned as the Chief Financial Officer of the Company w.e.f 31st March, 2017

- II. The median remuneration of employees during the financial year was Rs. 1,80,864
- III. There were 88 permanent employees on the rolls of the Company as on 31st March, 2017
- IV. In the financial year there was an increase of 34.89% in the median remuneration.
- V. Average increase made in the salaries of employees other than the managerial personnel in the financial year 2016-17 was 66.70% and average increase in the managerial remuneration w.r.t the managerial personnel for the financial year 2016-17 was 485%. In wake of the IPO of the Company and the entailing efforts of the managerial personnel coupled with their visionary as evident from the growth story of the Company, the remuneration of the Managerial personnel has been increased to the said figure.
- VI. It is hereby affirmed that the remuneration is paid as per the remuneration policy of the company.
- VII. List of top 10 employees in terms of remuneration drawn

Sr. No.	Name of the Employee	Designation	Remuneration	Nature of Employment	Date of commencement of employment	Age of employee	Last employment held by such employee	Qualification	If the employee is a relative of Director or Manger
1	Mr. Krishna Murari Singh	Managing Director	48,00,000	Permanent	22.12.2010	42	Reliance Life Sciences	PGDM	No
2	Mr. Nirani Venkitakrishnan Kailasam	Wholesale Director	30,00,000	Permanent	11.04.2016	51	TMS Ltd.	B.Tech	No
3	Mr. Vishal S. Raghuvanshi	CTO	18,00,000	Permanent	01.04.2016	41	Nokia Siemens	B.E	No
4	Mr. Amitabh Sinha	CSO	15,00,000	Permanent	01.04.2016	53	Reliance Life Sciences	B.sc	No
5	Mr. Amit Verma	VP - Sales	15,00,000	Permanent	01.04.2016	34	Microsoft	B.Tech	No
6	Mr. Dinesh Gupta	GM-Product & Technologies	8,22,500	Permanent	01.12.2015	50	Godrej Consumer Products Limited	MCA	No
7	Mr. Dhiren Sonigra	Product Evangelist	7,99,596	Permanent	23.05.2016	27	Event Web Nexus	Masters in Technology	No
8	Mr. Prasant Prabhakar	TL - Development	7,59,781	Permanent	12.05.2011	35	CMC Limited	MCA	No
9	Mr. Ramrao Nadkarni	DGM Technical Operations	6,47,742	Permanent	09.06.2016	49	RNR Enterprises	BE & MBA Marketing	No
10	Mr. Saurav Sinha	Operations Manager	6,24,204	Permanent	01.12.2011	47	Reliance Life Sciences Pvt. Ltd	PGDM	No

FOR GLOBALSPACE TECHNOLOGIES LIMITED

Sd/-

KRISHNA MURARI SINGH
MANAGING DIRECTOR

DIN: 03160366

Address: F/702, Hawre Panchwati Plaza,
Plot no. 92-96, Sector-5, Opp Police Station,
Ghansoli, Navi Mumbai-400701

Sd/-

NIRANI VENKITAKRISHNAN KAILASAM
WHOLETIME DIRECTOR & CEO

DIN: 06672569

Address: Flat No. 8, 3rd Floor, Mumba Devi CHS.,
Ltd, St. Anthony Rd, Sai Nagar Colony, Chembur,
Mumbai-400071

Date : 01st September, 2017

Place : Navi Mumbai

Independent Auditors' Report

To The members of,
Globalspace Technologies Limited,
Mumbai.

1. Report on the Financial Statements

We have audited the accompanying financial statements of Globalspace Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the

accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, its profit and its cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.

6. As required by section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- IV. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management. - Refer Note 31.

For **Tolia & Associates**
Chartered Accountants
Firm Registration Number:111017W

Sd/-
Kiran P. Tolia
Proprietor
Membership Number:043637

Mumbai, June 21, 2017

**Annexure A referred to in paragraph 5 of our report of even date to the shareholders
Globalspace Technologies Limited**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

1. a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
b. These fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
2. Inventories were physically verified at reasonable intervals by the Management and no material discrepancies were noticed during such physical verification.
3. The Company has not granted loans secured or unsecured to companies, firms or other parties covered in the registers maintained under section 189 of the Act. Accordingly, the provisions of clause 3 of the Order are not applicable.
4. The Company has not given any loans, investments, guarantees and security. Accordingly, the provisions of clause 4 of the Order are not applicable.
5. a) The Company has not accepted any deposits and therefore the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable.
b) No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal against the Company. Accordingly, the provisions of clause 5 (b) of the Order are not applicable.
6. The maintenance of cost records has not been prescribed by the Central Government under section (1) of section 148 of the Act for the activities of the Company.
7. a) Undisputed statutory dues in respect of income tax and other material statutory dues have generally been regularly deposited by the Company. There were no arrears of outstanding dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable. No disputed amounts payable in respect of income tax was outstanding as at the last day of the financial year.
b) No amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
8. The Company has not defaulted in borrowings from a bank. There are no loans from financial institutions, government or dues to debenture holders.
9. There were no moneys raised by way of initial public offer or further public offer (including debt instruments). In respect of term loans, the same were applied for purposes for which they were raised.

10. No fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
11. The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company. Accordingly, the provisions of clause 12 of the Order are not applicable.
13. All transactions with related parties are in compliance with section 188 of the Act and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards. As the Company is not a listed company, provisions of section 177 of the Act are not applicable.
14. The Company has made preferential allotment or private placement of shares and has complied with the requirements of section 42 of the Act. The amounts raised have been used for the purposes for which the funds were raised. The Company has not made any issue of fully or partly paid convertible debentures.
15. The Company has not entered into non-cash transactions covered by section 192 of the Act with directors or persons connected with them. Accordingly, the provisions of clause 15 of the Order are not applicable.
16. The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly the provisions of clause 16 of the Order are not applicable.

For Tolia & Associates
Chartered Accountants
Firm Registration Number:111017W

Sd/-
Kiran P. Tolia
Proprietor
Membership Number:043637

Mumbai, June 21, 2017

Annexure B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Globalspace Technologies Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (GNAIFC) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the GNAIFC and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI.

Those Standards and the GNAIFC require that, we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that, the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the GNAIFC issued by the ICAI.

For **Tolia & Associates**
Chartered Accountants
Firm Registration Number:111017W

Sd/-
Kiran P. Tolia
Proprietor
Membership Number:043637

Mumbai, June 21, 2017

Globalspace Technologies Limited
Formerly known as "GlobalSpace Technologies Private Limited"
Formerly known as "GlobalSpace Tech Private Limited"

CIN: U64201MH2010PLC211219

Balance Sheet as at March 31, 2017

	Note No.	As at March 31, 2017	As at March 31, 2016
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	3	84,226,010	11,651,760
Reserves and surplus	4	19,069,459	58,624,755
		103,295,469	70,276,515
3 Non-current liabilities			
Long-term borrowings	5	27,719,130	-
Deferred tax liabilities	6	2,416,638	3,452,119
Long-term provisions	7	1,598,043	295,625
		31,733,811	3,747,744
4 Current liabilities			
Short-term borrowings	8	39,866,100	37,537,695
Trade payables	9		
- total outstanding dues of micro and small enterprises		-	-
- total outstanding dues of creditors other than micro and small enterprises		17,093,130	34,801,128
Other current liabilities	10	31,246,941	17,532,115
Short-term provisions	11	5,707,503	664,457
		93,913,674	90,535,395
Total		228,942,954	164,559,654
B ASSETS			

1 Non-current assets			
Fixed assets			
Tangible assets	12	21,802,111	906,610
Intangible asset	12	38,288,843	17,668,925
Long-term loans and advances	13	200,000	355,000
		<hr/>	<hr/>
		60,290,954	18,930,535
2 Current assets			
Inventories	14	43,454,380	67,688,163
Trade receivables	15	123,338,345	75,770,836
Cash and bank balances	16	71,598	528,369
Short-term loans and advances	17	1,787,677	1,641,751
		<hr/>	<hr/>
		168,652,000	145,629,119
		<hr/>	<hr/>
Total		228,942,954	164,559,654

Globalspace Technologies Limited

Formerly known as "GlobalSpace Technologies Private Limited"

Formerly known as "GlobalSpace Tech Private Limited"

CIN: U64201MH2010PLC211219

Statement of Profit and Loss for the year ended March 31, 2017

	Note No.	For the year 2016-17	For the year 2015-16
A Revenue:			
Revenue from operations	18	172,782,420	139,822,438
Total Revenue		172,782,420	139,822,438
B Expenses:			
Purchases of stock-in-trade		78,658,484	139,097,674
Changes in inventory of stock-in-trade	19	24,233,783	(60,644,652)
Employee benefits expense	20	19,653,782	16,310,899
Finance costs	21	7,432,880	4,767,436
Depreciation and amortisation expense	22	12,614,875	12,419,616
Other expenses	23	14,435,226	16,560,062
Total Expenses		157,029,030	128,511,035
Profit before tax		15,753,390	11,311,403
Tax expense:			
- Current tax		6,029,062	1,110,500
- MAT credit utilized		-	3,523,502
- Tax adjustment of earlier years (net)		512,780	(1,081,725)
- Deferred tax-charge/(credit)		(1,035,482)	1,894,346
Profit after tax		10,247,030	5,864,780
Earnings per equity share on nominal value of INR 10 (INR 10)each			
Basic		1.23	0.74
Diluted		1.23	0.74

The accompanying notes 1 to 31 are an integral part of the Financial Statements

In terms of our attached report of even date

For Tolia & Associates
Chartered Accountants
Firm Registration
Number:111017W

For and on behalf of the Board of Directors of
Globalspace Technologies Limited

Sd/-
Kiran P. Tolia
(Proprietor)
Mem. No:
043637

Sd/-
Vishal.S.Raghuvanshi
(CFO)

Sd/
S. Arora
(CS)
Mem. No:
A44529

Sd/-
Krishna.M.Singh
(MD)
DIN: 03160366

Sd/-
Nirani.V.Kailasam
(CEO & WTD)
DIN: 06672569

Mumbai
June 21, 2017

Mumbai
June 21, 2017

	For the year 2016-17	For the year 2015-16
A Cash flow from operating activities		
Net profit before taxation	15,753,390	11,311,403
Adjustments for:		
Depreciation and amortisation	12,614,875	12,419,616
Equity shares issued in lieu of professional fees	-	3,724,000
Finance cost	7,432,880	4,767,436
Operating profit before working capital changes	35,801,145	32,222,455
Adjustments for:		
Increase/(decrease) in trade payables	(18,115,253)	29,024,617
Increase in other current liabilities	13,261,825	2,207,435
(Increase) in trade receivables	(47,567,509)	(28,615,444)
(Increase)/decrease in inventories	24,233,783	(60,644,652)
Decrease in long term loans & advances	155,000	72,000
(Increase)/decrease in short term loans & advances	(145,926)	16,595,849
Increase/(decrease) in short term provision	(986,016)	35,607
Increase in long term provision	1,302,423	295,625
Cash (used in) operations	7,939,471	(8,806,508)
Taxes paid (net of refunds, if any)	(512,780)	(1,220,499)
Net cash generated from/(used in) operating activities (A)	7,426,691	(10,027,007)
B Cash flow from investing activities		
Purchase of fixed assets	(53,723,041)	(613,869)
Net cash (used in) investing activities (B)	(53,723,041)	(613,869)
C Cash flow from financing activities		
Proceeds from long term borrowings	35,350,000	2,020,000
Proceeds short term borrowings	2,328,405	300,404
(Repayment) of long term borrowings	(7,630,868)	(736,937)
Finance cost	(6,979,880)	(4,767,436)
Share issue expenses	(2,885,000)	-
Proceeds from issue of share capital (including securities premium)	25,656,924	13,999,736
Net cash generated from financing		

activities (C)	45,839,580	10,815,767
Net increase in cash and cash equivalents (A+B+C)	(456,770)	174,891
Cash and cash equivalents (opening)	528,369	353,477
Cash and cash equivalents (closing)	71,598	528,369
Net increase as disclosed above	(456,770)	174,892

Notes:

1.Brackets indicate a cash outflow or deduction.

2.Components of cash and cash equivalents (closing):

	As at March 31, 2017	As at March 31, 2016
Cash on hand	-	358,862
Bank balances on current accounts	71,598	169,507
Cash and cash equivalents as shown above	<u>71,598</u>	<u>528,369</u>

The accompanying notes 1 to 31 are an integral part of the Financial Statements

In terms of our attached report of even date

For Tolia & Associates

Chartered Accountants

Firm Registration Number:111017W

For and on behalf of the Board of Directors of

Globalspace Technologies Limited

Sd/-
Kiran P. Tolia

(Proprietor)

Mem. No:
043637

Mumbai
June 21, 2017

Sd/-
Vishal.S.Raghuvanshi

(CFO)

Sd/-
S. Arora
(CS)
Mem. No:
A44529

Sd/-
Krishna.M.Singh
(MD)
DIN: 03160366

Mumbai
June 21, 2017

Sd/-
Nirani.V.Kailasam
(CEO & WTD)
DIN: 06672569

Notes to the Financial Statements

1. (A) Background and nature of operations:

GlobalSpace Technologies Limited (the Company) was incorporated in Mumbai, India on September 22, 2010 under the 'Companies Act, 1956'. The Company's business activity is that of providing technology enabled business enhancement solutions.

B) Basis of preparation of financial statements:

- (i) The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ('Act') and other provisions of the Act (to the extent notified). The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles. The Company follows the mercantile systems of accounting and recognises income and expenditure on an accrual basis except stated otherwise.
- (ii) The preparation of the financial statements in conformity with the Indian GAAP requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting periods. These estimates are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates.

2 Accounting policies:

Significant accounting policies are summarised below:

- (a) Fixed assets:
 - (i) Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.
 - (ii) Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful life. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the Management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

(b) Depreciation, amortisation and impairment:

(i) Depreciation-tangibles:

Depreciation on fixed assets are provided on written down value method in accordance with the provisions of the Act in the manner and at the rates specified in Schedule II to the Act. Depreciation on additions/deductions is calculated pro rata from/to the number of days of additions/deductions.

Depreciation on additions/deductions is calculated pro rata from/to the number of days of additions/deductions. In respect of an asset for which impairment loss is recognised, depreciation is provided on the revised carrying amount of the assets over its remaining useful life

Depreciation on assets costing less than `5,000

Individual assets costing less than `5,000 are depreciated in full in the year of acquisition.

(ii) Amortisation-intangibles:

Intangible assets are initially measured at cost and amortised so as to reflect the pattern in which the asset's economic benefits are consumed.

Expenditure on computer software is amortised on @40% on written down value method.

(iii) Impairment of assets:

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

(a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortised over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

(c) Inventories:

Inventories are valued as follows:

Items of inventories are valued at lower of cost, computed on First In First Out basis and net realisable value. Such costs include material cost and other costs incurred in bringing the goods to their present location and condition. Goods in transit are valued at cost, which represents the costs incurred up to the stage at which the goods are in transit.

(d) Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and it can be reliably measured.

- (i) Revenue from domestic sales is recognised on dispatch, which coincides with transfer of significant risks and rewards to customers and stated net of taxes and returns, as applicable. Revenue from exports is recognised when the significant risks and rewards of ownership of goods have been passed to customers.
- (iii) Income from services rendered is recognised on due dates of the relevant contracts and is exclusive of service tax, wherever recovered.
- (e) Taxation:
 - (i) Tax expense comprises current tax and deferred tax charge or credit.
 - (a) Current tax is measured at the amounts expected to be paid to the Tax Authorities in accordance with the provisions of the Income Tax Act, 1961 prevailing for the relevant assessment year. Minimum Alternate Tax ('MAT') credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.
 - (b) Deferred tax charge or credit is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax charge or credit is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods in the Statement of Profit and Loss and the cumulative effect thereof is reflected in the Balance Sheet.
 - (f) Cash flow statement:

The cash flow statement is prepared by the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and presents the cash flows by operating, investing and financing activities of the Company. Cash and cash equivalents presented in the cash flow statement consist of cash on hand and balances with banks.
 - (g) Foreign currency transactions:
 - (i) Initial recognition:

Transactions for import/export of goods are recorded at a rate notified by the customs authorities for invoice purposes. Other foreign currency transactions are recorded in the reporting currency, by applying the foreign currency exchange rate between the reporting currency and the foreign currency at the date of the transaction.
 - (ii) Conversion:

Monetary items are translated at the closing exchange rate as on the date of the Balance Sheet and non-monetary items are reported using the exchange rate that existed on the date of the transaction.
 - (iii) Exchange differences:

Exchange differences arising on settlement of monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the year or reported in the previous financial statements are recognised as income or expenses in the year in which they arise and disclosed as a net amount in the financial statements.
 - (h) Employee benefits:

- (i) The present value of the obligation of gratuity is determined based on an actuarial valuation conducted by an independent actuary, using the projected unit credit method. Actuarial gains and losses on such valuation are recognised immediately in the Statement of Profit and Loss.
- (ii) The present value of the obligation of leave encashment is determined based on an actuarial valuation conducted by an independent actuary, using the projected unit credit method. Actuarial gains and losses on such valuation are recognised immediately in the Statement of Profit and Loss.
- (i) Earnings per share:
The basic earnings per share is computed by dividing the net profit or loss attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) and the weighted average number of equity shares outstanding during the year are adjusted for effects of all dilutive potential equity shares, except where the results are anti-dilutive. The number of shares and potentially dilutive equity shares are adjusted for share splits and bonus shares issued including for changes effected prior to the approval of the financial statements by the Board of Directors.
- (j) Provisions, contingent liabilities and contingent assets:
Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the Notes to the Financial Statements. Contingent assets are neither recognised nor disclosed in the Financial Statements.
- (k) Share issue expenses
Share issue expenses are debited to securities premium account.

3 Share Capital:

3.1 Authorised/issued, subscribed and fully paid up:

Particulars	As at March 31, 2017		As at March 31, 2016	
	Number	`	Number	`
Authorised share capital: (Refer Notes 3.6.1-3.6.2)				
Equity shares of ` 10 (` 10)each	12,000,000	120,000,000	1,500,000	15,000,000
Issued, subscribed and fully paid up:				
Equity shares of `10 (` 10)each	8,422,601	84,226,010	1,165,176	11,651,760
Total	8,422,601	84,226,010	1,165,176	11,651,760

3.2 Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period/year:

Particulars	As at March 31, 2017		As at March 31, 2016	
	Number	`	Number	`
Outstanding at the beginning of the year	1,165,176	11,651,760	948,400	9,484,000
Add: Issue of equity shares for cash	273,145	2,731,450	140,776	1,407,760
Issue of equity shares for consideration other than cash	-	-	76,000	760,000
Issue of bonus shares	6,984,280	69,842,800	-	-
Outstanding at the end of the year	8,422,601	84,226,010	1,165,176	11,651,760

3.3 Terms/rights attached to equity shares

Each holder of equity shares is entitled to one vote per equity share. They are entitled to receive dividend proposed by the Board of Directors and approved by shareholders in General Meeting. During the year ended March 31, 2017, the amount of per share dividend recognised as distribution to equity shareholders was `Nil (`Nil).

In event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shareholders holding more than 5% of the paid up equity

3.4 share capital of the Company:

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of shares held	% of holding	No. of shares held	% of holding
Name of the shareholders				
Krishna Murari Singh	3,929,666	46.66%	563,085	48.33
Dhiraj Kumar Sharma	1,202,825	14.28%	185,050	15.88
Sidhhartha Xavier	1,202,825	14.28%	185,050	15.88
Aparna Binoy Purushotham	533,065		-	-
		6.33%		-
Binoy Purushotham	479,668	5.70%	-	-

3.5 Aggregate number of bonus shares, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	Bonus shares	Shares issued for consideration other than cash	Shares bought back
2015-16	-	76,000	
2014-15	-	-	-
2013-14	-	-	-
2012-13	-	-	-
2011-12	-	-	-

- 3.6.1 Pursuant to resolution passed by the members of the Company at the Extraordinary General Meeting (EGM) held on July 30, 2016, the authorized share capital of the Company has been increased from ` 15,000,000 divided into 1,500,000 equity shares of ` 10 each to ` 90,000,000 divided into 9,000,000 equity shares of ` 10 each.
- 3.6.2 Pursuant to resolution passed by the members of the Company at the Extraordinary General Meeting (EGM) held on September 26, 2016, the authorized share capital of the Company has been increased from ` 90,000,000 divided into 9,000,000 equity shares of ` 10 each to ` 120,000,000 divided into 12,000,000 equity shares of ` 10 each.
- 3.6.3 The Company has issued 77,499 equity shares on May 30, 2016 at a price of ` 140 per share (premium of ` 130 per share) aggregating to ` 10,849,860/- through a rights Issue in the ratio of 1:10.
- 3.6.4 The Company has issued 27,194 equity shares on July 1, 2016 at a price of ` 140 per share (premium of ` 130 per share) aggregating to ` 3,807,160 through a rights issue in the ratio of 1:10.
- 3.6.5 6,984,280 bonus shares were issued in the ratio of 11:2 by capitalizing free reserves on July 4, 2016.
- 3.6.6 The Company has issued 168,452 equity shares on November 3, 2016 at a price of ` 108 per share (premium of ` 98 per share) aggregating to ` 18,192,816/- through preferential allotment.

4 Reserves and surplus:

Particulars	As at March 31, 2017 `	As at March 31, 2016 `
Securities Premium Account		
Balance at the beginning of the year	35,841,936	20,285,960
Add: Premium on issue of equity shares	22,925,474	15,555,976
	58,767,410	35,841,936
Less: Capitalisation on issue of equity shares	49,452,026	-
Share issue expenses*	2,885,000	-
Balance at the end of the year	6,430,384	35,841,936
Surplus in Statement of Profit and Loss		
Balance at the beginning of the year	22,782,819	16,918,039
Add: Profit for the year	10,247,030	5,864,780
	33,029,849	22,782,819
Less: Capitalisation on issue of equity shares	20,390,774	-
Balance at the end of the year	12,639,075	22,782,819
Total	19,069,459	58,624,755

(*includes `50,000 payment to statutory auditors for other matters)

5 Long term borrowings:

Particulars	As at March 31, 2017	As at March 31, 2016
Secured		
Term loan from a bank	16,564,278	-
Less: Current maturity of long term debt (Refer Note 5.1.1)	533,384	-
	16,030,894	-
Unsecured		
From others:		
From Non Banking Finance Companies (Refer Note 5.1.2)	14,302,431	-
Less: Current maturities of long term debt	7,006,815	-
	7,295,616	-
From banks-term loans (Refer Note 5.1.3)	10,100,876	-
Less: Current maturities of long term debt	5,708,255	-
	4,392,620	-
Total	27,719,130	-

5.1 Details of long term borrowings:

	Particulars	Security	Monthly instalment - `	Rate of interest %	Tenure (months)
5.1.1	Deutsche Bank	Office premises located at unit No 505, Rupa Solitaire, Millenium Business Park, Mahape, Navi Mumbai 400 710.	180,534	10*	180
5.1.2	Bajaj Finance Limited	Unsecured	128,372	15.00	24
	Capital First Limited	Unsecured	195,853	16.00	24
	Shriram City Union Finance Ltd	Unsecured	180,590 for first 10 months, 21,622 for next 10 months and 66,339 for last 10 months	9.14	30
	Magma Fincorp Limited	Unsecured	197,715	16.50	24
	Edelweiss Retail Finance Limited	Unsecured	74,558	17.00	60
5.1.3	HDFC Bank Limited	Unsecured	138,642	15.00	36
	ICICI Bank Limited	Unsecured	145,317	15.00	24
	IndusInd Bank	Unsecured	172,208	16.50	24

Limited Kotak Mahindra Bank Limited	Unsecured	123,306	17.00	24
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(* floating rate)

6 **Deferred tax liabilities/(assets) (net):**

Particulars	As at March 31, 2017	As at March 31, 2016
Deferred tax liability on account of: - Difference in WDV between book and income tax records (A)	3,559,148	3,551,057
Deferred tax (asset) on account of: - Employee benefits/gratuity	(587,713)	(98,938)
-Dis-allowance u/s 35-D	(554,797)	-
Net deferred tax liability (A) - (B)	2,416,638	3,452,119
Opening balance	3,452,119	1,557,773
Deferred tax expenses for the period/year	(1,035,481)	1,894,346

7 **Long-term provisions:**

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for employee benefits		
For gratuity (unfunded)	844,798	188,955
For compensated absences (unfunded)	753,245	106,670
Total	1,598,043	295,625

8 **Short term borrowings:**

Particulars	As at March 31, 2017	As at March 31, 2016
Secured (Refer Notes 8.1.1-8.1.3)		
Repayable on demand from a bank		
Cash credit	37,016,100	34,114,074
Unsecured (Refer Note 8.2.1-8.2.2)		
From related parties	2,850,000	1,673,621
From others:		
Inter corporate deposits	-	1,750,000
	2,850,000	3,423,621
Total	39,866,100	37,537,695

8.1 **Details of secured loans:**

- 8.1.1 Primary security: Hypothecation of servers, Pcs, tablets or any such Items lying in the premises, in transit or elsewhere, book debts and other receivables.
- 8.1.2 Collateral security: Flat No. 1001, Grow More Towers, Kharghar, Panvel - 410210 and E-701, Panchavati Plaza Sector- 5 Ghansoli , Navi Mumbai - 400701 belonging to the directors of the Company and also personal guarantee of directors viz. Krishna Murari Singh, Dhiraj Sharma and Siddhartha Xavier jointly aggregating to `50,000,000 (50,000,000).
- 8.1.3 Rate of Interest - 12.70% per annum.

8.2 **Details of unsecured loans:**

- 8.2.1 Loans from related parties are repayable on demand and are interest free.
Inter corporate deposits are repayable on demand and are interest free.

9 **Trade payables:**

Particulars	As at March 31, 2017	As at March 31, 2016
Total outstanding dues of micro and small enterprises (Refer Note 9.1)	-	-
Total outstanding dues of creditors other than micro and small enterprises:		
For goods & expenses	16,635,850	34,751,103
For fixed assets	457,280	50,025
Total	17,093,130	34,801,128

- 9.1 Disclosure under the Micro ,Small and Medium Enterprises Development Act, 2006 :
Amounts due to Micro and Small Enterprises are disclosed on the basis of and to the extent of information available with the Company regarding status of the suppliers, which are as follows :

Sl no.	Particulars	As at March 31, 2017	As at March 31, 2016
1	The principal amount and the interest due thereon remaining unpaid to any supplier.	-	-
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	-	-
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the	-	-

	interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.		
4	The amount of interest accrued and remaining unpaid; and	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

10 Other current liabilities:

Particulars	As at March 31, 2017 `	As at March 31, 2016 `
Current maturities of long term debt	13,248,454	1,283,063
Interest accrued but not due on borrowings	453,000	-
Other payables:		
Security deposits	150,000	176,500
Statutory dues (service tax, withholding taxes, etc.)	5,939,474	4,633,591
Advances from customers	1,591,948	1,798,897
Dues to directors	9,864,064	9,640,064
Total	31,246,941	17,532,115

11 Short term provision:

Particulars	As at March 31, 2017 `	As at March 31, 2016 `
Provision for employee benefits		
For gratuity-unfunded	39,421	-
For compensated absences - unfunded	140,091	35,607
Provision- Others		
Provision for tax (net of payments)	5,527,991	628,850
Total	5,707,503	664,457

12 Fixed assets as at March 31, 2017:

Description	Gross block			Accumulated depreciation/ amortisation			Net block As at March 31, 2017
	As at April 1, 2016	Additions	As at March 31, 2017	Upto April 1, 2016	Depreciation/ amortisation for the year	Upto March 31, 2017	
Tangible assets(owned)							
Building	-	20,480,000	20,480,000	-	368,892	368,892	20,111,108
Furniture and fixtures	319,321	757,770	1,077,091	134,954	216,275	351,229	725,862
Office equipments	1,117,672	502,713	1,620,385	415,416	511,158	926,574	693,811
Computer systems	2,290,210	471,730	2,761,940	2,270,223	220,385	2,490,608	271,330
Total (A)	3,727,203	22,212,213	25,939,416	2,820,593	1,316,711	4,137,304	21,802,111
Intangible asset							
Computer software *	44,532,477	31,918,083	76,450,560	26,863,552	11,298,164	38,161,717	38,288,843
Total (B)	44,532,477	31,918,083	76,450,560	26,863,552	11,298,164	38,161,717	38,288,843
Total (A+B)	48,259,680	54,130,296	102,389,976	29,684,145	12,614,875	42,299,021	60,090,954

Fixed assets as at March 31, 2016:

Description	Gross block			Accumulated depreciation/ amortisation			Net block As at March 31, 2016
	As at April 1, 2015	Additions	As at March 31, 2016	Up to April 1, 2015	Depreciation/ amortisation for the year	Upto March 31, 2016	

Tangible assets(owned)							
Furniture and fixtures	56,000	263,321	319,32	25,288	109,666	134,954	184,367
Office equipments	860,672	257,000	1,17,672	290,358	125,058	415,416	702,256
Computer systems	2,246,687	43,523	2,29,210	1,864,612	405,611	2,270,223	19,987
Total (A)	3,163,359	563,844	3,727,203	2,180,258	640,335	2,820,593	906,610
Intangible asset							
Computer software *	44,532,477	-	44,532,477	15,084,271	11,779,281	26,863,552	17,668,925
Total (B)	44,532,477	-	44,532,477	15,084,271	11,779,281	26,863,552	17,668,925
Total (A+B)	47,695,836	563,844	48,259,680	17,264,529	12,419,616	29,684,145	18,575,535

(*internally generated)

13 Long term loans and advances:

Particulars	As at March 31, 2017	As at March 31, 2016
(Unsecured, considered good)		
Sundry deposits	200,000	355,000
Total	200,000	355,000

14 Inventories:

Particulars	As at March 31, 2017	As at March 31, 2016
Stock-in-trade (traded goods)	43,454,380	67,688,163
Total	43,454,380	67,688,163

15 Trade receivables:

Particulars	As at March 31, 2017 `	As at March 31, 2016 `
(Unsecured, considered good)		
Over six months	-	-
Others	123,338,345	75,770,836
Total	123,338,345	75,770,836

16 Cash and bank balances:

Particulars	As at March 31, 2017 `	As at March 31, 2016 `
Cash and cash equivalents		
Cash on hand	-	358,862
Balances with banks in:		
Current accounts	71,598	169,507
Total	71,598	528,369

17 Short term loans and advances:

Particulars	As at March 31, 2017 `	As at March 31, 2016 `
Unsecured ,considered good		
Loans and advances to employees and others	43,437	1,233,030
Advance to suppliers	1,709,073	396,171
Prepaid expenses	35,167	12,550
Total	1,787,677	1,641,751

18 Revenue from operations:

Particulars	For the year 2016-17 `	For the year 2015-16 `
Sale of products (including accessories)	111,340,214	129,877,327
Sale of services- AMC	42,933,456	9,945,111
Software	18,508,750	-
Total	172,782,420	139,822,438

19 Changes in inventory of stock-in-trade:

Particulars	For the year 2016-17 、	For the year 2015-16 、
Closing inventory Stock-in-trade (traded goods)	43,454,380	67,688,163
Opening inventory Stock-in-trade (traded goods)	67,688,163	7,043,511
Total	24,233,783	(60,644,652)

20 Employee benefits expense:

Particulars	For the year 2016-17 、	For the year 2015-16 、
Salaries and bonus	18,563,961	16,027,031
Gratuity	695,264	188,955
Employees welfare	394,557	94,913
Total	19,653,782	16,310,899

21 Finance costs:

Particulars	For the year 2016-17 、	For the year 2015-16 、
Interest expense	6,899,288	4,381,782
Other borrowing costs	533,592	385,654
Total	7,432,880	4,767,436

22 Depreciation & amortisation expenses:

Particulars	For the year 2016-17 、	For the year 2015-16 、
Depreciation	1,316,711	640,335
Amortisation	11,298,164	11,779,281
Total	12,614,875	12,419,616

23 Other expenses:

Particulars	For the year 2016-17 、	For the year 2015-16 、
Rent	1,114,320	1,422,000
Payments to auditor as:		
a. auditor	140,000	150,000
b. for taxation matters	-	24,000
c. for other matters	50,000	-
Miscellaneous expenses	3,524,913	3,612,221
Communication costs	1,702,415	164,423
Roc charges	411,284	7,200
Insurance	45,336	79,209
Conveyance and travelling	1,925,966	1,749,481
Repairs and maintenance-Others	563,760	150,577
Business promotion	2,320,159	412,546
Legal and professional fees	1,590,682	4,729,937
Equity shares issued in lieu of professional fees	-	3,724,000
Directors sitting fees	360,000	-
Bank charges	686,391	334,468
Total	14,435,226	16,560,062

23.1 Value of Imports calculated on CIF basis

Particulars	For the year 2016-17 、	For the year 2015-16 、
Purchases of stock in trade	76,504,250	93,425,424
Total	76,504,250	93,425,424

23.2 Expenditure in foreign currency (on accrual basis)

Particulars	For the year 2016-17 、	For the year 2015-16 、
Travelling	333,679	271,497
Total	333,679	271,497

24 Related party disclosures:

- 24.1 Parties where control/significant influence exists and/or other related parties with whom transactions (material) have taken place include:

Sl. No	Name of the related party	Relationship
1	Krishna Murari Singh-Director	Key Management Personnel (KMP's) represented on the Board
2	Nirani Venkitakrishnan Kailasam (CEO and Director) (effective April 11, 2016)	
3	Swati Arora -Company Secretary (effective May 31, 2016)	
4	Dhiraj Kumar Sharma-Director	
5	Siddhartha Xavier-Director	
6	Shreedevi Xavier (mother of Siddhartha Xavier)	Relatives of KMP's
7	Sodagudi Franacis (father of Siddhartha Xavier)	
8	Sudhir Kumar Sharma (brother of Dhiraj Kumar Sharma)	
9	Varsha Sharma (wife of Dhiraj Kumar Sharma)	Companies in which KMP's or their relatives are interested
10	Globalspace Education Technologies Private Limited	
11	Globalspace Communication Technologies Private Limited	
12	Globalspace Healthcare Technologies Private Limited	

24.2 Transactions with related parties:

Sl. No.	Particulars	For the year 2016-17	For the year 2015-16
1	Capital transactions		
	Unsecured loans taken		
	KMP		
	Krishna Murari Singh	6,600,000	-
	Unsecured loans repaid		
	KMP/Relatives of KMP's		
	Krishna Murari Singh	3,750,000	-
	Siddhartha Xavier	231,731	-
	Shreedevi Xavier	233,694	-
	Sodagudi Franacis	121,770	-
	Sudhir Kumar Sharma	555,000	-
	Varsha Sharma	531,426	-
2	Revenue transactions		
	Expenses		
	Salary to KMP's*		
	Krishna Murari Singh	4,800,000	1,333,332
	Dhiraj Kumar Sharma	-	600,000
	Siddhartha Xavier	-	600,000
	Nirani Venkitakrishnan Kailasam	3,000,000	-
	Swati Arora	300,000	-

(* excluding incremental liability for gratuity as employee wise breakup of such liability based on estimation is not ascertainable)

24.3 Amounts outstanding for related parties:

Sl. No.	Particulars	As at March 31, 2017 ,	As at March 31, 2016 ,
1	Equity and Liabilities		
	Short term borrowings		
	KMP		
	Krishna Murari Singh	2,850,000	-
	Siddhartha Xavier	-	231,731
	Relatives of KMP's		
	Shreedevi Xavier	-	233,694
	Sodagudi Franacis	-	121,770
	Sudhir Kumar Sharma	-	555,000
	Varsha Sharma	-	531,426
	Trade payables/other current liabilities		
	Dues to Director's		
	Krishna Murari Singh	4,020,064	2,920,064
	Nirani Venkitakrishnan Kailasam	240,000	-
	Swati Arora	25,000	-
	Dhiraj Kumar Sharma	3,360,000	3,360,000
	Siddhartha Xavier	3,360,000	3,360,000

Notes:

- (a) Related party relationships are as identified by the Company on the basis of information available and relied upon by the auditors.
- (b) No amount has been written off or written back in respect of debts due from or to related parties.

25 As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

Sl.No.	Particulars	For the year 2016-17 ,	For the year 2015-16 ,
(i)	Defined Contribution Plan:		
	Company's contribution to provident fund	NA	NA
(ii)	Defined Benefit Plans - Gratuity:		
a)	Liability recognised in the Balance Sheet:		
1	Present value of obligation:		

	Opening balance	188,955	127,775
	Service cost	477,815	131,783
	Interest cost	15,116	10,222
	Benefit paid from the fund	NA	NA
	Actuarial (gain)/loss on obligation	202,332	(80,825)
	Closing balance	884,219	188,955
2	Less:		
	Fair value of plan assets:*		
	Opening balance	NA	NA
	Expected return on plan assets less loss on investments	NA	NA
	Actuarial (loss) on plan assets	NA	NA
	Benefit paid from the fund	NA	NA
	Employers' contribution	NA	NA
	Closing balance	NA	NA
	Amount recognised in the Balance Sheet	Nil	Nil
b)	Expenses during the year :		
	Service cost	477,815	10,222
	Interest cost	15,116	131,783
	Expected return on plan assets	NA	NA
	Actuarial (gain)/loss	202,332	(80,825)
		695,264	61,180
c)	Actual return on plan assets:	NA	NA
d)	Break up of plan assets :		
(i)	Government of India securities	NA	NA
(ii)	Public securities	NA	NA
(iii)	State government securities	NA	NA
(iv)	Private sector securities	NA	NA
(v)	Others (LIC of India - Insurer Managed Fund)	NA	NA
e)	Principal actuarial assumptions :		
	Retirement age	58	58
	Rate of discounting	7.50%	8.00%
	Expected return on plan assets	N.A.	N.A.
	Rate of increase in salaries	6.00%	6.00%
	Withdrawal rate	1.00%	1.00%
f)	Expected contribution for next year	884,219	188,955

Experience adjustment	For the year	For the year	For the year	For the year	For the year
	2016-17	2015-16	2014-15	2013-14	2012-13
Defined benefit obligation	884,219	188,955	127,775	160,738	141,699
Plan assets(including bank	Nil	Nil	Nil	Nil	Nil

balance)					
Surplus/(deficit)	Nil	Nil	Nil	Nil	Nil
Experience adjustments of obligation (gain)/loss	219,379	(80,825)	127,775	160,738	141,699

In assessing the Company's post retirement liabilities, the Company monitors mortality assumptions and uses up-to-date mortality tables. The base being the Indian Assured Lives Mortality (2006-08) Ultimate table.

The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The liability towards leave compensated absences amounts to **INR 8,93,336/-** (INR 1,42,277 /-)

Other disclosures:

Particulars	As at	As at
	March 31, 2017	March 31, 2016
Defined benefit obligation	884,219	188,955
Plan assets	NA	NA
(Deficit)	(884,219)	(188,955)

26 **Derivative instruments and unhedged foreign currency exposure:**

(a) There are no outstanding forward exchange contracts as at the year end.

(b) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	As at		As at	
	March 31, 2017		March 31, 2016	
	Amounts outstanding in foreign currency	Equivalent	Amounts outstanding in foreign currency \$	Equivalent
Payable :				
Trade payables for imports	-	-	284,000	18,844,685

27 Earnings per share (EPS):

Particulars	For the year 2016-17	For the year 2015-16
Profit for the year	10,247,030	5,864,780
Amount available for equity share holders	10,247,030	5,864,780
Weighted average number of equity shares (nos.)	8,303,607	7,974,223
Basic EPS	1.23	0.74
Diluted EPS	1.23	0.74

28 There are no outstanding contingent liabilities and capital commitments as at the balance sheet dates.

29 The Company was earlier known as:
Globalspace Tech Private Limited upto September 28, 2016
Globalspace Technologies Private Limited upto November 13, 2016

30 Previous year's figures are re-stated wherever necessary and are also stated in brackets.

31 Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had SBN's or other denomination notes as defined in the MCA notification G.S.R.308(E) dated March 31, 2017, on the details of SBN's held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBN's and other notes as per the notification is given below:

Particulars	SBN's*	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	-	161,995.80	161,995.80
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	22,640.00	22,640.00
(-) Amount deposited in bank	-	-	-
Closing cash in hand as on December 30, 2016		139,355.80	139,355.80

* For the purposes of this clause, the term ' Specified Bank Notes ' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs Number S.O 3407(E), dated November 8, 2016.

For Tolia & Associates
Chartered Accountants
Firm Registration Number:111017W

For and on behalf of the Board of Directors of
GlobalSpace Technologies Limited

Sd/-
Kiran P. Tolia

Sd/-
Vishal.S.Raghuvanshi

Sd/-

Sd/-

Sd/-

(Proprietor)

(CFO)

S. Arora
(CS)

Krishna.M.Singh
(MD)

Nirani.V.Kailasam
(CEO & WTD)

Mem. No:
043637

Mem. No:
A44529

DIN: 03160366

DIN: 06672569

Mumbai
June 21, 2017

Mumbai
June 21, 2017