

NOTICE

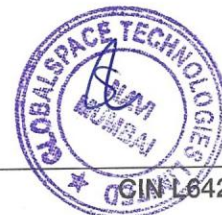
SR.NO.: BM-01/2018-2019

**NOTICE IS HEREBY GIVEN THAT THE MEETING OF THE BOARD OF DIRECTORS OF GLOBALSPACE GLOBALSPACE TECHNOLOGIES LIMITED WILL BE HELD ON SATURDAY, MAY 19, 2018 , AT AT 1:00 P.M.AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 605, 6TH FLOOR, RUPA RUPA SOLITAIRE BUILDING, MILLENNIUM BUSINESS PARK, NAVI MUMBAI – 400710 TO TRANSACT TRANSACT FOLLOWING BUSINESSES:-**

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Agenda:

1. To grant leave of absence, if any
2. To confirm the minutes of the previous meeting of the Board of Directors of the Company held on 27<sup>th</sup> February, 2018.
3. To take note of minutes of Committee Meetings.
4. To take note of purchase and sale of fixed asset during the year 2017-18.
5. To take note of related party transaction entered into during the year 2017-18.
6. To take note of declarations given by the Directors pursuant to Section 184 of the Companies Act, 2013.
7. To take note of declarations given by the Directors pursuant to Section 164(2) of the Companies Act, 2013.
8. To take note of declaration of Independence given by Independent Director pursuant to section 149(7) of the Companies Act, 2013.
9. To take note of continual disclosures under Regulation 30 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
10. To take a note of listing compliances.
11. To delegate the power to invest funds of the Company under Section 179 of the Companies Act, 2013.
12. To acquire and invest in Miljohn Mediapp LLP
13. To delegate the power to borrow money on behalf of the Board under Section 179 of the Companies Act, 2013
14. To delegate the power to grant loan or give guarantee or provide security in respect of loan on behalf of the Board under Section 179 of the Companies Act, 2013
15. To take note of Statement of Deviation reviewed by Audit Committee under Reg. 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



**GLOBALSPACE TECHNOLOGIES LIMITED**

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

Regd. Off: Office No.605, 6th Floor, A-1, B-Wing, Rupa Solitaire, Millennium Business Park, Mahape, Navi Mumbai - 400 710

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16. To consider and approve the related party transaction with Ms. Beauty Krishnamurari Singh for availing property on rent
17. To review and evaluate adequacy and effectiveness of Internal Financial Controls
18. Take note of Internal Auditors Report for the Financial Year 2017-18.
19. To take note of certificate received from Chief Financial Officer of the Company
20. To consider, review and approve the financial statement for the Quarter and year ended March 31, 2018
21. To take note of Report of Share Transfer Committee meetings and transfers under DEMAT
22. To note necessary entries if any in the Register of Contract u/s 189 of the Companies Act, 2013
23. To transact any other business with the permission of the Chair.

Further, the members of the Board are hereby informed that a facility for attending the Board meeting via video conferencing facility has been organized. The Board members are requested to inform the Company in advance in order to avail this facility.

You are kindly requested to make it convenient to attend the meeting.

For GlobalSpace Technologies Limited



Swati Arora

Company Secretary

Membership No: 44529

Add: 301, Sairaj Sadan, Plot No. 36,

Sector – 01, Sanpada, Navi Mumbai 400705

Email ID: [cs@globalspace.in](mailto:cs@globalspace.in)

Date : 10/05/2018

Place : Navi Mumbai

## NOTES TO AGENDA

### Item No. 1:

#### To grant leave of absence, if any:

Leave of Absence may be granted to a member of the Board who conveys his/her inability to attend the meeting.

Formal letter or intimation via email by any Director to Chairperson or Company Secretary, prior to the date of the Meeting will be taken into consideration. The Board is requested to kindly consider and grant leave of absence to the member(s) who have requested for the same.

### Item No. 2:

#### To confirm the minutes of the previous meeting of the Board held on February 27, 2018:

The Minutes of the previous meeting held on February 27, 2018 is enclosed and circulated along with the Notice and the Board is requested to confirm the same. Thereafter, the Chairman will be required to sign the Minutes.

### Item No. 3:

#### To take note of minutes of Committee Meetings:

The Minutes of the previous Audit Committee meeting held on 27<sup>th</sup> February, 2018 is enclosed and circulated along with the Notice and the Board is requested to take note of the same.

### Item No. 4:

#### To take note of purchase and sale of Fixed Asset during the year 2017-18:

It is informed to the Board that the list of Fixed asset that purchase & sales during the financial year 2017-18 will be placed at the Board Meeting.

The Board is requested to analyze the matter and take note of the same.

### Item No. 5:

A statement giving the details of the Related Party Transaction entered by the Company during the financial year ended on March 31, 2018 shall be present at the meeting for perusal of the Board.

The Board is requested to review, discuss, note and ratify (if any) the same.

**Item No. 6:**

**To take note of the Disclosures of Interest by the Directors:**

The Members of the Board are hereby informed that pursuant to Section 184(1) of the Companies Act, 2013 the Directors of the Company are required to disclose their interest or concern in any body-corporate, entities or association of individuals, firms and Company or Companies at the first Board Meeting of every Financial year or at the Board Meeting immediately proceeding such creation of interest.

The Board is requested to take note of the Disclosure of Interest as may be furnished by the Directors in the prescribed format by passing the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of Section 184(1) of the Companies Act, 2013, disclosures of interest, which has been received from the Directors of the Company in Form MBP-1 disclosing their interest or concern duly placed before the Board, be and are hereby taken on record and the relevant particulars concerning the same as required under Rule 16 of Companies (Meetings of Board and its Powers) Rules, 2014 be recorded in the Register of contracts in the Form MBP - 4.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to put this resolution to effect.”

**Item No. 7:**

**To take note of declarations given by the Directors pursuant to Section 164(2) of the Companies Act, 2013**

The Board is requested to take note of the Disclosure of Interest u/s 164(2) of the Companies Act, 2013 as may be furnished by the Directors in the prescribed format.

**Item No. 8:**

**To take note of declaration of Independence given by Independent Director pursuant to section 149(7) of the Companies Act, 2013**

The Board is requested to take note of the Disclosure of Independence given by Independent Director pursuant to section 149(7) of the Companies Act, 2013 as may be furnished by the Directors in the prescribed format.

**Item No. 9:**

**To take note of continual disclosures under Regulation 30 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:**

The Members of the Board are hereby informed that pursuant to Reg. 30 SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 every person together with Person Acting in Concert with him holds, shares or voting rights entitling him to exercise 25% or more of the voting rights in the target Company and Promoter of every target Company shall together with Person Acting in Concert shall disclose their aggregate shareholding and voting rights as of 31<sup>st</sup> day of March within seven Working Days from the end of each financial to Stock Exchange and Target Company. The disclosures received were submitted to stock exchange and is enclosed herewith for the Board for their review.

The Board is requested to take note of the same.

**Item No. 10:**

**To take a note of listing compliances**

The Members of the Board are hereby informed that being a listed entity our Company has to comply with various provisions of the SEBI Act. The Board is requested -

**a. To take on record Share Holding Pattern of the Company pursuant to Regulation 31 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 for the quarter ended as on 31<sup>st</sup> March, 2018:**

As required under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has filed the Statement showing holding of securities for the quarter ended 31<sup>st</sup> March, 2018 with the BSE Limited in the prescribed format as specified by the SEBI. The disclosure is enclosed herewith.

The Board is requested to take note of the same.

**b. To take on record the Reconciliation of Share Capital Audit Report for the quarter ended on 31<sup>st</sup> March, 2018 pursuant to Regulation 55A of SEBI (Depositories And Participants Regulations 1996).**

As required under Regulation 55A (1) of SEBI (Depositories and Participants) Regulations, 1996, the Company has obtained a certificate from Makarand M. Joshi & Co., Practicing Company Secretaries

for the quarter ended, 31<sup>st</sup> March, 2018 and submitted the same to the stock exchange(s). The certificate is enclosed herewith.

The Board is requested to take note of the same.

**c. To take on record Statement of Investor Complaints pursuant to Regulation 13(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 for the quarter ended as on 31<sup>st</sup> March, 2018**

As required under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has filed the Statement of Investor Grievance Report for the quarter ended 31<sup>st</sup> March, 2018 stating the following with the BSE Limited. The statement is enclosed herewith

The Board is requested to take note of the same.

**d. To take on record Compliance Certificate under Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the half year ended March 31, 2018.**

As required under Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has submitted compliance certificate with the recognized stock exchange(s) within 30 days from the end of half financial year viz 31<sup>st</sup> March, 2018. The certificate is enclosed herewith.

The Board is requested to take note of the same.

**e. To take on record Certificate from Practicing Company Secretary under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the half year ended March 31, 2018**

As required under, Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has submitted certificate received from Practicing Company Secretary with the recognized stock exchange(s) within 1 month from the end of half financial year viz 31<sup>st</sup> March, 2018. The certificate is enclosed herewith.

The Board is requested to take on record the same.

<b>Item No. 11:</b>
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**To delegate power to invest funds of the Company under Section 179 of the Companies Act, 2013**

The Members of the Board are hereby informed that the company may invests its surplus funds from time to time for different purposes within the limit envisaged under section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013. It is further informed that the Board by passing a resolution may delegate the power to any committee of Directors, the Managing Director, the Manager or any principal officer of the Company or in case of a branch office of the Company, the principal officer of the branch office under Section 179 of the Companies Act, 2013. The Board is requested to pass the following resolution with or without modification:

**“RESOLVED THAT** pursuant to Section 179(3)(e) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or reenactment thereof), consent of Board be and is hereby accorded to authorize Mr. Krishna Murari Singh, (DIN: 03160366), Managing Director of the Company, to invest funds of the Company not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores Only).

**RESOLVED FURTHER THAT** Mr. Krishna Murari Singh, (DIN: 03160366), Managing Director of the Company be and are hereby authorized to finalize the terms and conditions of the investment and to execute all the documents as may be necessary in relation to the said investment and to do all such acts as may be necessary to put effect to the above resolution.

**RESOLVED FURTHER THAT** Mr. Krishna Murari Singh and/or the Company Secretary of the Company be and is hereby authorized to submit a certified true copy of the above resolution to any of the third parties as may be deemed necessary.”

**Item No.12:**

**To acquire and invest in Miljohn Mediapp LLP**

It is informed to the Board that, it is proposed to make investment in Miljohn Mediapp LLP. Thus, the board is requested discuss the matter and take appropriate steps to the matter.

**Item No.13:**

**To delegate power to borrow money on behalf of the Board under Section 179 of the Companies Act, 2013**

The Members of the Board are hereby informed that keeping in view the Company’s existing and future financial requirements to support its business operations, the Company may need additional funds. For the purpose, the Company may raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business). It is further informed that the Board by passing a resolution may delegate the

power to any committee of Directors, the Managing Director, the Manager or any principal officer of the Company or in case of a branch office of the Company, the principal officer of the branch office under Section 179 of the Companies Act, 2013. The Board is requested to pass the following resolution with or without modification:

**“RESOLVED THAT** pursuant to Section 179(3)(d) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or reenactment thereof) consent of Board be and is hereby accorded to severally authorize Mr. Krishna Murari Singh, (DIN: 03160366), Managing Director and/or Mr. Prodyot Bhattacharyya, Chief Financial Officer and/or Ms. Swati Arora, Company Secretary of the Company, to borrow such sums of money from time to time, not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crore Only) excluding the amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with or without security, on such terms and conditions as may be considered fit.

**RESOLVED FURTHER THAT** Mr. Krishna Murari Singh, (DIN: 03160366), Managing Director and/or Mr. Prodyot Bhattacharyya, Chief Financial Officer and/or Ms. Swati Arora, Company Secretary of the Company, be and are hereby severally authorized to finalize the terms and conditions of the borrowings, to execute all the documents as may be necessary in relation to the said borrowings and to do all such acts as may be necessary to put effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company be and is hereby authorized to submit a certified true copy of the above resolution to any of the third parties as may be deemed necessary.”

<b>Item No. 14:</b>
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**To delegate power to grant loan or give guarantee or provide security in respect of loan on behalf of the Board under Section 179 of the Companies Act, 2013**

The Members of the Board are hereby informed that the Company can grant loan or provide guarantees or provide security in respect any loan availed by any third party. It is further informed that the Board by passing a resolution may delegate the power to any committee of Directors, the Managing Director, the Manager or any principal officer of the Company or in case of a branch office of the Company, the principal officer of the branch office under Section 179 of the Companies Act, 2013. The Board is requested to pass the following resolution with or without modification:

**“RESOLVED THAT** pursuant to Section 179(3)(f) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or reenactment thereof) consent of Board be and is hereby accorded to severally authorize Mr. Krishna Murari Singh, (DIN: 03160366), Managing Director and/or Mr. Prodyot Bhattacharyya, Chief Financial Officer of the Company, to grant loan or give guarantee or provide security in respect of loans availed by any third party from time to time, not exceeding Rs. 5,00,00,000 (Rupees Five Crores



Only) including the amount already granted or provided by the Company on such terms and conditions as may be considered fit.

**RESOLVED FURTHER THAT** Mr. Krishna Murari Singh, (DIN: 03160366), Managing Director and/or Mr. Prodyot Bhattacharyya, Chief Financial Officer of the Company be and are hereby severally authorized to finalize the terms and conditions and to execute all the documents as may be necessary in relation thereto and to do all such acts as may be necessary to put effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company be and is hereby authorized to submit a certified true copy of the above resolution to any of the third parties as may be deemed necessary."

**Item No. 15:**

**To take note of Statement of Deviation reviewed by Audit Committee under Reg. 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Board is requested to take note of statement of deviation(s) or variation(s) under Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for half year ended 31<sup>st</sup> March, 2018 which shall be tabled before the Board for its review.

**Item No. 16:**

**To consider and approve the related party transaction with Ms. Beauty Krishnamurari Singh for accessing property on rent**

The Company has entered into the related party transaction with Ms. Beauty Krishnamurari Singh, Director of the Company. The transaction is in ordinary course of business and at arm's length price according Section 188 of the Companies Act, 2013. The same will be reviewed by Audit Committee of the Company in their meeting scheduled to be held on the same day.

The board is requested to discuss the matter and take note of the same.

**Item No. 17:**

**To review and evaluate adequacy and effectiveness of Internal Financial Controls**

It is hereby informed that the Board is required to review adequacy and effectiveness of Internal Financial Controls as against the established industrial standards.

The Members of Board are requested to review the same.

**Item No. 18:**

**Take note of Internal Auditors Report for the Financial Year 2017-18.**

The Draft Internal Auditor Report will be placed at the Meeting for the Financial Year 2017-18. The Board is requested review the report and take note of the same.

**Item No. 19:**

**To take note of certificate received from Chief Financial Officer of the Company**

The Members of the Board are hereby informed that the Company has received CEO/ CFO certificate in terms of Regulation 33 of SEBI (LODR) Regulations, 2015 certifying that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

The Board is requested to review and take note of the same.

**Item No. 20:**

**To discuss and approve the audited annual accounts and financial statements for the year ended March 31, 2018, to be published pursuant to regulation 33 of the SEBI (LODR) regulations, 2015 and to review draft auditors report and to recommend dividend, if any for the financial year 2017-2018:**

The Board is requested to note that pursuant to Section 134 of the Companies Act, 2013 and all other provisions applicable and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, every listed Company shall file on the recognized Stock Exchange Audited Standalone Financial results for the financial year within sixty days from the end of the financial year along with Audit report thereon.

The Board is further informed that the draft Balance sheet as on 31<sup>st</sup> March, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2018 along with Auditor's Report will be tabled at the meeting.

The Board may please note that the said result will also be placed before the Audit Committee as its meeting schedule to be held on even date prior to this meeting. The decision of the Audit Committee will be conveyed to the Board at the meeting itself.

**(a) To consider and approve the Audited Financials Statements of the Company for the financial year ended 31st March. 2018:**

**“RESOLVED THAT** the Company’s Financial Statements, containing Balance Sheet as at March 31, 2018 along with Schedules and notes forming part thereof read with cash flow statements, as considered and approved by the Audit Committee and placed before the Board alongwith the Auditors’ Report thereon, and duly initialled by the Chairman for the purpose of identification be and are hereby approved and that the same are recommended to the Shareholders of the Company for their adoption and approval.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 134 of the Companies Act, 2013, any two directors, Chief Financial Officer and Company Secretary of the Company be and are hereby authorised to jointly sign the audited financial statements of the Company for the year ended March 31, 2018 for and on behalf of the Board of Directors.”

**FURTHER RESOLVED THAT** any Director or the Company Secretary of the company be and is hereby authorized to file forgoing Board Resolution, Financial Statements and all other necessary annexure in prescribed forms with all the required authorities on behalf of Company.”

**(b) To consider and approve the Audited Financials Statements of the Company for the financial year ended 31st March. 2018 as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

**“RESOLVED THAT** the Audited financial results of the Company as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the Financial Year ended on 31st March, 2018 as approved and recommended by Audit Committee and placed before the Board be and are hereby approved.

**RESOLVED FURTHER THAT** Mr. Krishna Murari Singh, Managing Director be and is hereby authorised to sign the said Audited financial results and the same be submitted to Statutory Auditors of the Company for Auditors’ Report pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

**RESOLVED FURTHER THAT** the Audited financial results as aforesaid along with the Auditors’ Report be submitted to the Stock Exchange/s immediately after the meeting and published in the newspapers as prescribed in the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.”

**Item No. 21:**

**To take note of Report of Share Transfer Committee meetings and transfers under DEMAT**

The members of the Board are hereby informed that the Report of Share Transfer Committee meetings and transfers under DEMAT shall be placed before the Board.

The Board is requested to take note of the same.

**Item No. 22:**

**To note necessary entries if any in the Register of Contract u/s 189 of the Companies Act, 2013**

The Board is requested to take note of the necessary entries, if any in the Register of Contracts maintained under Section 189 of the Companies Act, 2013.

The Members of the Board are requested to take the note of the same.

**Item No. 24:**

**To transact any other business with the permission of the Chair**

The Board can transact any other business with the permission of the Chair.