



To,
THE BOARD MEMBERS
GLOBALSPACE TECHNOLOGIES LIMITED

SR. NO.: BM 03/ 2020-2021

NOTICE IS HEREBY GIVEN THAT THE MEETING OF BOARD OF DIRECTORS OF GLOBALSPACE TECHNOLOGIES LIMITED THROUGH VIDEO CONFERENCING WILL BE HELD ON SATURDAY, SEPTEMBER 12, 2020 AT 3:30 P.M. AT PLAZA PLOT NO. 92-90, SECTOR 5, OPP. POLICE STATION GHANSOLI NAVI MUMBAI 400701 INTO TRANSACT FOLLOWING BUSINESSES:

AGENDA:

1. To grant leave of absence, if any.
2. To take note of the minutes of the previous meeting of the Board of Directors of the Company held on Friday, July 31, 2020.
3. To take note of CEO & CFO Certificate pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements), 2015.
4. To discuss, consider and approve the Un-audited Standalone and Consolidated Financial Results for the quarter ended June 30, 2020 and to take note of Limited Review Report thereon pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
5. To Consider, approve and adopt revised code of conduct pursuant to recent amendment in SEBI (Prohibition of insider Trading) Regulation, 2015 vide SEBI circular dated July 23, 2020 and vide notification dated July 17, 2020.
6. To consider and take note of proposed transaction of conversion of loan into equity of Loan given to M/s. Miljon Mediapp LLP.
7. To execute Memorandum of Understanding between M/s. Miljon Mediapp LLP and the company.
8. To transact any other business with the permission of the Chair.

GLOBALSPACE TECHNOLOGIES LIMITED

CIN: L64201MH2010PLC211219

Formerly known as ' GlobalSpace Technologies Private Limited'

Formerly known as ' GlobalSpace Tech Private Limited'

Regd. Off: Office No. 605, 6th Floor, Rupa Solitiare Building, Millennium Business Park, Mahape, Navi Mumbai 400710

Tel.: 022-49452000 | Email: info@globalspace.in | Website: www.globalspace.in

The members of the Board are requested to take note that a facility to attend the meeting vide video-conferencing shall be made available if any member of this Board is to attend the meeting through video-conferencing. In case any member of this Board wishes to attend the meeting through video-conferencing facility, then such member is hereby requested to intimate the Company Secretary of the Company 3 days before the date of the meeting in order to enable the company to make requisite arrangement.

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

For Globalspace Technologies Limited

Swati Arora

Company Secretary

Membership No: A44529

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

Sector - 01, Sanpada, Navi Mumbai 400705

Date: 5th September,2020

Place: Navi Mumbai

E-mail Id: cs@globalspace.in

Contact No.: +91-9988721478

Notes:

1. Due to ongoing Coronavirus Pandemic, Board Members and other personnel of the Company faced with restriction with regards to free movement. Therefore, in accordance with the relaxation granted by Ministry of Corporate Affairs vide Circular dated March 19, 2020 read with the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, ("the Rules") the Company decided to transact the matters which were not allowed through Video Conferencing prior to the commencement of the rules by availing the Exemption. *Pursuant to the Amendment in the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, the matters mentioned in Rule 4 (1) of the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, not allowed to be transacted through video conferencing are now allowed due to out-break of COVID-19 and consequent lock down.*
2. All the recordings of the proceedings of the Meeting, through Electronic Mode, shall be deemed to be made at Chairman place.
3. The Meeting through Video Conferencing will be held in accordance with the Section 173 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendments, modifications or re-enactments thereto), Secretarial Standards -1("Secretarial Standard on Board Meeting"), relevant MCA circulars and notifications.
4. For any issues, problems, including technical issues which may arise before, during or after the Meeting, kindly mail us at cs@globalspace.in or contact Ms. Swati Arora, Contact No. +91-9988721478
5. All Board Members are requested to updated their E-mail IDs with the Company before dispatch of Notice.

6. Members participating in the Meeting through video conferencing shall be counted for the purpose of Quorum unless they are to be excluded for any items of business under the provisions of the Act or any other law.

NOTES TO AGENDA FOR THE MEETING OF BOARD OF DIRECTORS OF GLOBALSPACE TECHNOLOGIES LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 12, 2020 AT <TIME> THROUGH VIDEO CONFERENCING AT PLAZA PLOT NO. 92-90, SECTOR 5, OPP. POLICE STATION GHANSOLI NAVI MUMBAI 400701 INTO TRANSACT FOLLOWING BUSINESSES:

Item No. 1:

To grant leave of absence, if any:

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

Formal letter or intimation via email by any member to Chairperson or Company Secretary, prior to the date of the Meeting will be taken into consideration. The Directors are requested to kindly consider the same.

Note : Pursuant to the provisions contained in Section 167(1)(b) of the Companies Act, 2013, the office of the Director shall become vacant in case he absents himself from all the Meetings of the Board of Directors held during a period of twelve months with or without seeking Leave of absence of the Board.

Item No. 2:

To take note of the minutes of the previous meeting of the Board of Directors of the Company held on Friday, July 31, 2020:

The draft Minutes of the previous Board Meeting held on Friday, July 31, 2020 were duly circulated to all the Directors of the Company for their perusal and confirmation. The Minutes will be placed before the Board for its consideration, perusal, approval and noting.

The Board Members be and hereby further informed that, the Institute of Company Secretaries of India (ICSI) issued Clarification/ Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) in consonance with the relaxations granted by the Ministry of Corporate Affairs, where if Minutes cannot be signed both physically as well as digitally, the signed minutes may be circulated to all the directors once normalcy is restored.

Therefore, the signature on the Minutes dated July 31, 2020 will be taken once normalcy is restored and will be circulated accordingly.

The Board is requested to take note of the same.

Item No. 03:

To take note of CEO & CFO Certificate pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements), 2015:

The Board Members be and hereby informed that pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements), 2015, Chief Executive Officer (CEO) & Chief Financial Officer (CFO) required to certify that Financial results do not contain any false or misleading statements or figures and do not omit any material fact which may also make the statements or figures contained therein misleading.

It is further informed that the said certificate will be placed before the Board Members for its perusal and noting.

The Board is requested to take note of the same.

Item No. 04:

To discuss, consider and approve the Un-audited Standalone and Consolidated Financial Results for the quarter ended June 30, 2020 and to take note of Limited Review Report thereon pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

The Chairman apprised the Board that pursuant Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Un-audited Standalone & Consolidated Financial Results for the quarter ended on June 30, 2020 after the approval of the same by the Audit Committee which is Scheduled to be held on the same day before the Board Meeting will be placed before the Board Members for its consideration, deliberation, approval and noting.

It is further informed that Limited review Report on the Standalone and Consolidated Un-audited Financial Results for the quarter ended June 30, 2020 received from the Statutory Auditor's, M/s. Tolia & Associates, the Chartered Accountants shall be tabled before the Board for their perusal and noting.

The Board Members is requested to discuss the matter in brief and pass the following resolution with or without modification (s):

"RESOLVED THAT pursuant to Regulation 33 of the SEBI (LODR) Regulations 2015, the Un-audited Standalone and Consolidated Financial Results of the Company for the quarter June 30, 2020 along with the Limited review Report thereon, as duly reviewed and recommended by the Audit Committee of the Company be and is hereby approved and taken on record."

"RESOLVED FURTHER THAT any of the Directors as per Regulation 33 of the SEBI (LODR) Regulations 2015 Company be and is hereby authorized to sign the said Un-audited Financial Results of the Company on behalf of the Board of Directors of the Company."

"RESOLVED FURTHER THAT the said Un-audited Financial Results as approved by the Board, be sent to the Stock Exchange(s) where the equity shares of the Company are listed and be published in two newspapers in India in the manner prescribed under Regulation 33 of the Listing Regulations, and any Director or Company Secretary of the Company be and is here by authorized to take all necessary steps in this regard."

Item No. 05:

To Consider, approve and adopt revised code of conduct pursuant to recent amendment in SEBI (Prohibition of insider Trading) Regulation, 2015 vide SEBI circular dated July 23, 2020 and vide notification dated July 17, 2020.

The chairman is requested to apprise the board about the recent amendment in SEBI (Prohibition of insider Trading) Regulation, 2015 vide SEBI circular dated July 23, 2020, accordingly pursuant to the amendment the company is required to amend its code of conduct in line with SEBI circular dated July 23, 2020 and also vide notification SEBI/LAD-NRO/GN/2020/23 dated July 17, 2020.

The amended Code of conduct for prevention of Insider Trading, shall be duly placed before the board for its consideration, approval and once it is adopted by the board, the same shall be intimated to the stock exchange and also it shall be hosted on the website of the company.

Thus, the board is requested to consider, approve and adopt the amended code of conduct for prevention of Insider Trading by passing following resolution with or without modification(s):

“RESOLVED THAT consent of the Board be and is hereby accorded to consider and adopt amended Code of conduct for prevention of insider trading which has been duly aligned in accordance with SEBI (Prohibition of insider Trading) Regulation, 2015 vide SEBI circular reference no. SEBI/ HO/ ISD/ ISD/ CIR/ P/2020/135 dated July 23, 2020 and also vide notification no. SEBI/LAD-NRO/GN/2020/23 dated July 17, 2020.

RESOLVED FURTHER THAT any of the Directors of the company and/ or Company Secretary of the Company is be and hereby authorize to do all acts, deeds, matters and things including filing of forms with Registrar of Companies or filing of necessary documents with Stock Exchange(s) or uploading on website of the Company as deem necessary, proper or desirable and to sign and execute all necessary documents, agreements for the purpose of giving effect to this resolution.

Item No. 6:

To consider and take note of proposed transaction of conversion of loan into equity of Loan given to M/s. Miljon Mediapp LLP:

The chairman is be and hereby requested to apprised the board about the transaction of conversion of loan into equity of Loan given to M/s. Miljon Mediapp LLP. Company had given loan to M/s. Miljon Mediapp LLP of Rs. 7,25,49,433.00/-. M/s. Miljon Mediapp LLP is proposing to get itself converted into a Private Limited Company and post conversion into Private Limited Company, they shall convert the loan of our company into equity shares by allotting shares based on the valuation report obtained to our company.

The Board shall be further informed about the process of the transaction and approval of Board will be taken at the time of executing this transaction.

The Board is requested to take note of the same.

Item No. 7:

To execute Memorandum of Understanding between M/s. Miljon Mediapp LLP and the company:

The chairman is be and hereby requested to apprised the board about the proposed execution of Memorandum of Understanding between M/s. Miljon Mediapp LLP and the company for the transaction of conversion of Loan into Equity for the loan given to M/s. Miljon Mediapp LLP by the company of Rs. 7,25,49,433.00/-.

The board is be and hereby requested to consider and approve the aforesaid transaction by passing following resolution with or without modification:

“**RESOLVED THAT** Mr. Krishna Murari Singh. Director of the company be and is hereby authorised to sign and execute the Memorandum of Understanding with M/s. Miljon Mediapp LLP in relation to the transaction of conversion of Loan into Equity for the loan given to M/s. Miljon Mediapp LLP by the company of Rs. 7,25,49,433.00/-.

RESOLVED FURTHER THAT a draft copy of the said Memorandum of Understanding with M/s. Miljon Mediapp LLP as tabled before the board in this meeting, and for the purpose of identification inialied by the Chairman, be and is hereby approved.”

Item No. 8:

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

In terms of Secretarial Standards - 1 on Board/Committee Meetings, any item not included in the agenda may be taken up for consideration with the permission of the Chairman and with the consent of majority of Directors present at the meeting.

The Board may transact any other matter with the permission of the Chair.