



NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Members,

Notice is hereby given that the Extra-ordinary General Meeting of the Members of Globesecure Technologies Limited (the "Company") will be held on Monday, March 13, 2023 at 12.00 p.m. at the Registered Office of the Company situated at B-614, 215 Atrium, Kanakia Spacs, Near Courtyard Marriott Hotel, Andheri -East, Mumbai - 400069 to consider and transact the following business:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, and the Articles of Association of the Company, the Members do hereby approve to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores only) consisting of 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) by creation of additional Equity Share Capital of Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs) consisting of 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10/- each and additional Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) Preference Share Capital consisting of 75,00,000 (Seventy-Five Lakhs) Preference Shares of Rs. 10/- each.

RESOLVED FURTHER THAT Mr. Ragavan Rajkumar, Managing Director and Ms. Heta Dipen Desai, Company Secretary of the Company be and are hereby severally authorized to do all such filings as may be required in relation to the aforesaid increase in Authorised Share Capital and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

2. ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Members do hereby approve the alteration of Memorandum of Association, by substituting the existing Clause V(a) with the following new Clause V(a): "the Authorized Share Capital of the Company is Rs. 25,00,00,000 (Twenty-Five Crore Only) divided into Equity Share Capital of Rs. 17,50,00,000/- (Rupees Seventeen Crore Fifty Lakhs only) consisting of 1,75,00,000 (One Crore Seventy-Five Lakhs) Equity Shares of Rs. 10/- each and Rs. 7,50,00,000/- (Seven Crore Fifty Lakhs only) Preference Share Capital consisting of 75,00,000 (Seventy-Five Lakhs) Preference Shares of Rs. 10/- each.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

3. REVISION IN REMUNERATION OF MR. RAGAVAN RAJKUMAR, MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“**RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Ragavan Rajkumar, Managing Director, as set out in the Explanatory Statement, notwithstanding that such remuneration may exceed the prescribed limit specified under Section 197 and Schedule V of the Act, calculated in accordance with the applicable provisions of the Companies Act, 2013.

FURTHER RESOLVED THAT save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Ragavan Rajkumar, Managing Director shall continue to remain in full force and effect.

FURTHER RESOLVED THAT the Board (which will include its committee thereof) be and is hereby authorised to vary and /or revise the remuneration of Mr. Ragavan Rajkumar within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

For and on behalf of Board
Globesecure Technologies Limited

Sd/-
Ragavan Rajkumar
Managing Director
Date: 13/02/2023
Place: Mumbai

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. All documents referred to in the Notice and the Explanatory Statement, and requiring Members’ approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Ms. Heta Dipen Desai, Company Secretary at secretarial@globesecure.in.



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3. A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of her/him and a proxy need not be a member of the Company. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. Proxy form, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Extraordinary General Meeting.
5. A proxy need not be a member of the Company.
6. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
7. Bodies Corporate can be represented at the meeting by such person(s) as are authorised. Copies of Resolution under Section 113(1)(a) of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
8. A person can act as a proxy on behalf of members not exceeding fifty 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.
9. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
10. Members, Proxies and Authorised Representatives are requested to bring to the meeting their copy of notice, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their name, postal address, E-mail Address, Contact Numbers, Permanent Account Number (PAN), Mandates, Power of Attorney, bank details such as name and branch of the Bank, Bank Account Number, IFSC Code, MICR Code etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company Registrar and Transfer Agents to provide efficient and better services.
12. To support the 'Green Initiative' and pursuant to MCA and SEBI the circular the Notice of the EGM is being sent by electronic mode only to all the Members whose e-mail addresses are registered with the Company/Depositories. Members who have not registered their e-mail addresses, may register their E-Mail addresses. Members also requested to note that the Notice will also be available on the Company's website www.globesecure.in.
13. The Board of Directors has appointed Ms. Heena Jaysinghani, Company Secretary in Practice (CP No.: 20242) as Scrutinizer for conducting the voting process in a fair and transparent manner.
14. The Scrutinizer shall immediately after the conclusion of voting at the EGM and count the votes cast during the EGM and make not later than 48 hours of conclusion of the EGM. A consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
15. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.globesecure.in.
16. Map for EGM venue is given at the end of the notice.


EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts concerning the Special Business referred to in the accompanying Notice:

Item No. 1:

The existing Authorized Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten).

In line with the business plan of the Company approved by the Board of Directors, additional capital would be required in order to fund the growth and operations of the Company. The current Paid up share capital of the Company is Rs. 9,10,83,490/- and further issue of capital would require increase in the existing Authorized Share Capital of the Company. The Board of Directors at its Meeting held on February 13, 2023 approved the increase in Authorised Share Capital of the Company to Rs. 25,00,00,000 (Twenty-Five Crore only) by creation of additional Equity Share Capital of Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only) consisting of 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10/- each and additional Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only) Preference Share Capital consisting of 75,00,000 (Seventy-Five Lakhs) Preference Shares of Rs. 10/- each subject to approval of the Members.

The Board recommends the Resolution set out in item no. 1 for approval of the Members as Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

Item No 2:

Pursuant to the increase in authorised share capital of the Company as per Item No. 1, it is required to alter Memorandum of Association of the Company. Accordingly, the Board of Directors at its Meeting held on February 13, 2023, approved the alteration of Memorandum of Association of the Company (MOA), subject to approval of Members, by substituting the existing Clause V(a) with the following new Clause V(a): "the Authorized Share Capital of the Company is Rs. 2,50,00,00,000 (Rupees Two Hundred and Fifty Crores Only) 25,00,00,000 (Twenty Five Crore) divided into Equity Share Capital of Rs. 17,50,00,000/- (Rupees Seventeen Crore Fifty Lakhs) consisting of 1,75,00,000 Equity Shares of Rs. 10/- each and Rs. 7,50,00,000/- Preference Share Capital consisting of 75,00,000 Preference Shares of Rs. 10/- each.

A Copy of the amended Memorandum is open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to secretarial@globesecure.in

The Board recommends the Resolution set out in item no. 2 for approval of the Members as Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

Item No. 3:

The Board of Directors of the Company at its Meeting held on February 13, 2023 had approved the revised remuneration package of Mr. Ragavan Rajkumar, Managing Director, effective from February 13, 2023 as detailed in 'Annexure A', on the recommendation of Nomination and Remuneration Committee, subject to the approval of shareholders in General Meeting and such terms & conditions as the Authority may impose while granting its approval. The Board



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recommends the Resolution set out in item no. 3 for approval of the Members as Special Resolution.

As per Section 197 and other applicable provisions of the act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of Mr. Ragavan Rajkumar, Managing Director, remuneration in excess of prescribed limit of net profit of the Company, in this EGM.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution except Mr. Ragavan Rajkumar as it is pertaining to his own remuneration.

**For and on behalf of Board
GlobeSecure Technologies Limited**

**Sd/-
Ragavan Rajkumar
Managing Director
Date: 13/02/2023
Place: Mumbai**

Annexure A

The Members of the Company at the 7th Annual General Meeting held on September 30, 2022 had re-appointed Mr. Ragavan Rajkumar as the Managing Director of the Company. Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

As per Section 197 and other applicable provisions of the act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together. The Nomination and Remuneration Committee and Board of Directors of the Company at vide resolutions dated February 13, 2023, has approved payment of remuneration to Mr. Ragavan Rajkumar, in excess of prescribed limit under Section 197 and other applicable provisions of the act, subject to the approval of the members at this EGM.

The details of remuneration payable to Mr. Ragavan Rajkumar, Managing Director is as under:

1.	Basic Salary	Rs. 1,50,000/- p.m.
2.	House Rent Allowance	Rs. 75,000/- p.m.
3.	Conveyance	Rs. 1,600/- p.m.
4.	Leave Travel Allowance	Rs. 1,250/- p.m.
5.	Medical Allowance	Rs. 1,250/- p.m.
6.	Special Allowance	Rs. 70,900/- p.m.
	Total	Rs. 3,00,000/- p.m.

Statement containing additional information as required in the Companies Act, 2013 – Mr. Ragavan Rajkumar (Item No.3 of Notice)

1.	Background Details	<p>With extensive expertise and knowledge in the field of cybersecurity, he is well-equipped to tackle the most complex and pressing security challenges faced by businesses today. His vast experience enables him to identify potential threats and vulnerabilities, implement effective security measures, and provide tailored solutions to ensure the protection of sensitive data and critical assets.</p> <p>He has overall 15 years of experience in Sales and Marketing, Client Servicing and sales promotion in financial sector and He has nearly 6 years of experience in IT Services. He has been part of IT services industry with strong record of technology integration, cyber security and networking</p>
2.	Past Remuneration	Rs. 2,50,000/- p.m.
3.	Job Profile	Mr. Ragavan Rajkumar is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company.



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4.	Remuneration proposed	Rs. 36,00,000/- p.a. (Rs. 3,00,000/- p.m.)
5.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except to Mrs. Sonam Ragavan, Mr. Ragavan Rajkumar is not related to any of the Directors and Key Managerial Personnel of the Company.
6.	Companies in which director is interested	Sharegiants Wealth Advisors Private Limited



ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extraordinary General Meeting on Monday, March 13, 2023 at 12.00 p.m. at B-614, 215 Atrium, Kanakia Spacs, Near Courtyard Marriott Hotel, Andheri -East, Mumbai - 400069, Maharashtra.

Members		
Name		
Address details		

Reg. Folio No.	
DP & Client No.	
No. of Shares Held	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company at the registered office of the Company situated at B-614, 215 Atrium, Kanakia Spacs, Near Courtyard Marriott Hotel, Andheri -East, Mumbai - 400069 on Monday, March 13, 2023 at 12.00 p.m.

Member's Name: _____

Proxy's Name: _____

Member's/Proxy's Signature _____

1. Only Member/Proxyholder/Authorised Representative can attend the Meeting.
2. Member/Proxyholder/Authorised Representative should bring his/her copy of the Notice of the EGM for reference at the Meeting.



Form No. MGT-11

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: L72200MH2016PLC272957

**AFIX
REVENUE
STAMP**

Name of the company: Globesecure Technologies Limited
Registered office: B-614, 215 Atrium, Kanakia Spacs Near Courtyard Marriott Hotel, Andheri -East Mumbai 400069. Maharashtra.

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held at B-614, 215 Atrium, Kanakia Spacs, Near Courtyard Marriott Hotel, Andheri -East, Mumbai - 400069 on Monday, March 13, 2023 at 12.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Special Business			
1	Increase In Authorized Share Capital of the Company		
2	Alteration of Memorandum of Association of the Company		
3	Revision In Remuneration of Mr. Ragavan Rajkumar, Managing Director of the Company		

Resolution No.

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

ROUTE MAP TO EGM VENUE:

