

NOTICE

NOTICE is hereby given that the **35th Annual General Meeting** of the Members of GLOBE CAPITAL MARKET LIMITED will be held on Wednesday September 30, 2020 at the Registered office of the Company at 609, Ansal Bhawan, 16 Kasturba Gandhi Marg, Connaught Place, New Delhi – 110001 at 04:00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) The audited financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon; and
 - (b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2020, the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Yash Pal Mendiratta, Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and pursuant to due recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded for the re- appointment of Mr. Yash Pal Mendiratta (DIN: 00004185), as Managing Director of the Company for a period of five years with effect from September 01, 2020, on the terms and conditions as set out herein below, with liberty to the Board of Directors (herein referred to as “the Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions from time to time.

i) Basic Salary

Rs. 3,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 6,00,000/- per month.

ii) Bonus

As per Company’s HR Policy

iii) National Pension Scheme (NPS)

Contribution to NPS 10% of the Basic Salary



iv) Gratuity

Gratuity payable shall not exceed half a month's basic salary for each completed year of service.

v) Commission

4% P.A of profit (as defined u/s 198 of the Companies Act 2013), in addition to salary or perquisites or both in lieu thereof, or such higher percentage as may be decided by the Board of Director(s), subject to ceiling prescribed under the Companies Act, 2013.

vi) Other Perquisites

Perquisites may include accommodation/ HRA, reimbursement of expenses for gas, electricity, water, furnishings, medical reimbursement, LTC, personal accident insurance, use of car with driver and telephone including mobile phones, bonus, contribution to provident fund, superannuating fund or annuity fund including pension if applicable, leave encashment, club fees etc. shall be payable in addition to the salary.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Mr. Yash Pal Mendiratta (DIN: 00004185), as Managing Director, the remuneration and perquisites would be paid subject to the ceiling prescribed under Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Ashok Kumar Agarwal, Director (DIN: 00003988) and Mr. Dhiraj Jaiswal, Company Secretary of the Company be and are hereby severally authorized to do all the thing(s) as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter and to execute all such paper(s), letter(s) and documents(s) as may be necessary, and to take such other incidental and ancillary steps in this regard as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

For and on behalf of Board
For **Globe Capital Market Limited**

Place: New Delhi
Date: 28/08/2020

Sd/-
Dhiraj Kumar Jaiswal
Company Secretary
(M. No.-ACS 22745)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the Annual General Meeting.
2. Members/ proxies should signed attendance sheet/slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance sheet/slip for attending the meeting.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
4. Relevant Explanatory Statement pursuant to Section 102 of Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto. All the documents referred to in the Notice and Explanatory Statement are open for inspection at the Company's Registered Office on all working days of the Company between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
5. Register of Directors and Key Managerial Personnel and their shareholding and the other applicable Register maintained under the Companies Act, 2013 are open for inspection at the Company's Registered Office on all working days of the Company between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting
6. Members are requested :
 - i. to bring their copies of annual report, notice and attendance slip at the time of the meeting.
 - ii. to quote their folio nos./ ID nos. in all correspondence.
 - iii. to note that no gifts will be distributed in the AGM.

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 to the accompanying notice

ITEM NO. 3

The tenure of Mr. Yash Pal Mendiratta as a Managing Director will complete on August 31, 2020 and being eligible, he offers himself for reappointment and as per recommendation of Nomination & Remuneration Committee and Board of the Company.

Pursuant to Section 196, 197 and 203 of the Act, the Nomination and Remuneration Committee of the Company has recommend for re appointment of Mr. Yash Pal Mendiratta as candidate for the office of Director.

The Board commends the resolution for approval of Members by way of **Ordinary Resolution**.

Brief Profiles of Mr. Yash Pal Mendiratta are attached as Annexure I.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives other than Ms. Alka Mendiratta and Mr. Yash Pal Mendiratta is concerned or interested in the respective Resolutions set out at Item No.3.

GLOBE CAPITAL MARKET LIMITED

Registered Office: 609, Ansal Bhawan, 16 K.G. Marg, Connaught Place,
New Delhi- 110001, Telephone- 91-11-30412345 (30 Lines),
Fax- 91-11-23720883, 91-11-23766739,
Website: www.globecapital.com, Email: mail@globecapital.com,
CIN: U74100DL1985PLC021350

FORM OF PROXY

Venue of the meeting	: 609, Ansal Bhawan, 16 Kasturba, Gandhi Marg, Connaught Place, New Delhi – 110 001
Date, Day & Time	: September 30, 2020, Wednesday at 03:00 P.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name of the member (s)	
Registered address	
E-mail Id	
DP ID	
Client Id*	
Folio No	
No. of Shares Held	

*Applicable for investors holding shares in Electronic form.

I/We Being the member (s) of Globe Capital Market Limited hereby appoint the following as my/our Proxy to attend vote (for me/ us and on my/ our behalf at the 34th Annual General Meeting of the Company to be held on Wednesday, September 30, 2020 at _____, and any adjournment thereof)

1. Name:
Address:
E-mail Id:
Signature:, or failing him/her

2. Name:
Address:
E-mail Id:
Signature:, or failing him/her

3. Name:
Address:
E-mail Id:
Signature:, or failing him/her

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

S. No.	Resolutions	For	Against
Ordinary Business			
1.	To consider and adopt: <ul style="list-style-type: none"> • the audited Financial statement of the Company for the Financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon; and • The audited consolidated financial statement of the Company for the financial year ended March 31, 2020, the reports of the Auditors thereon 		
2.	Re-appointment of Mr. Yash Pal Mendiratta who retires by rotation		
Special Business			
3.	Re-Appointment of Mr. Yash Pal Mendiratta as a Managing Director		

** This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature of shareholder

1. _____
 2. _____
 3. _____

Affix Revenue Stamp

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

Note: 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 hours before the commencement of the Meeting.

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.

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Website: www.globecapital.com, Email: mail@globecapital.com,
CIN: U74100DL1985PLC021350

ATTENDENCE SLIP

Folio No./ DP ID / Client ID:	
Number of shares held	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 35th Annual General Meeting of the Company on Wednesday, September 30, 2020 at 03:00 P.M. at 609, Ansal Bhawan, 16 Kasturba Gandhi Marg, Connaught Place, New Delhi – 110 001

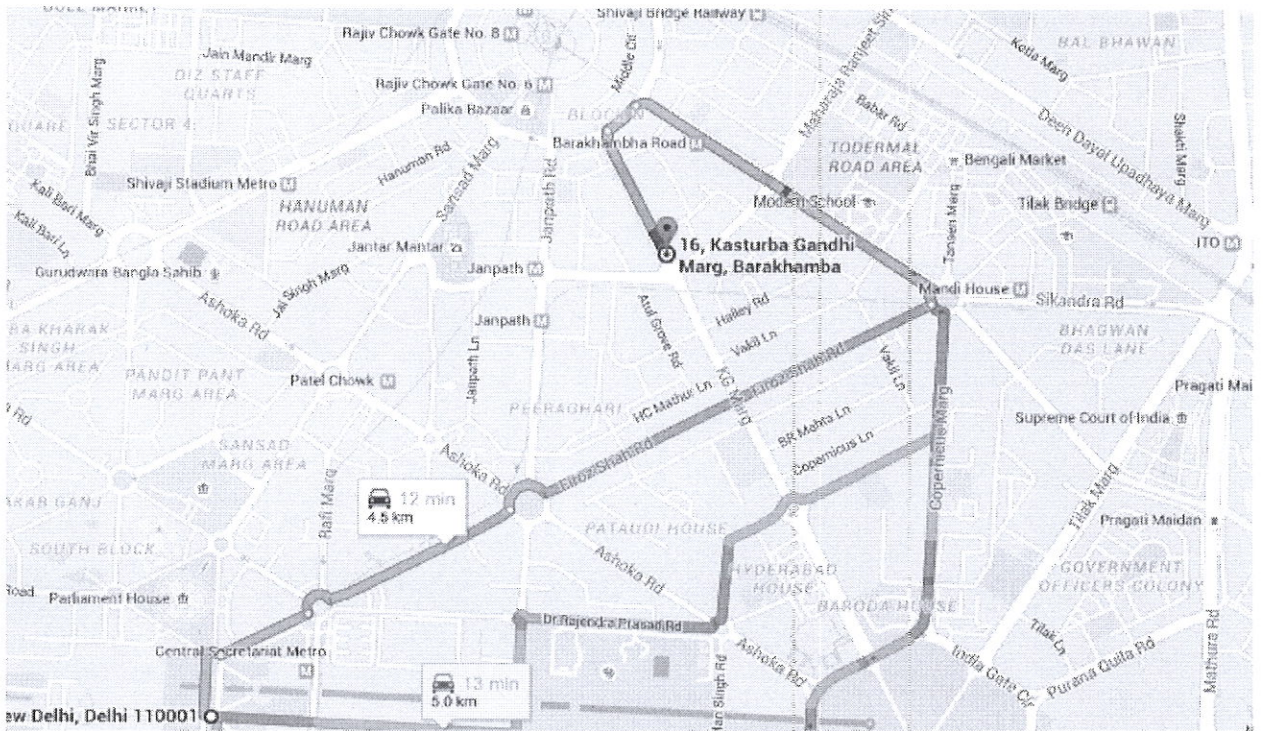
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Name of the Member / Proxy
(in BLOCK letters)

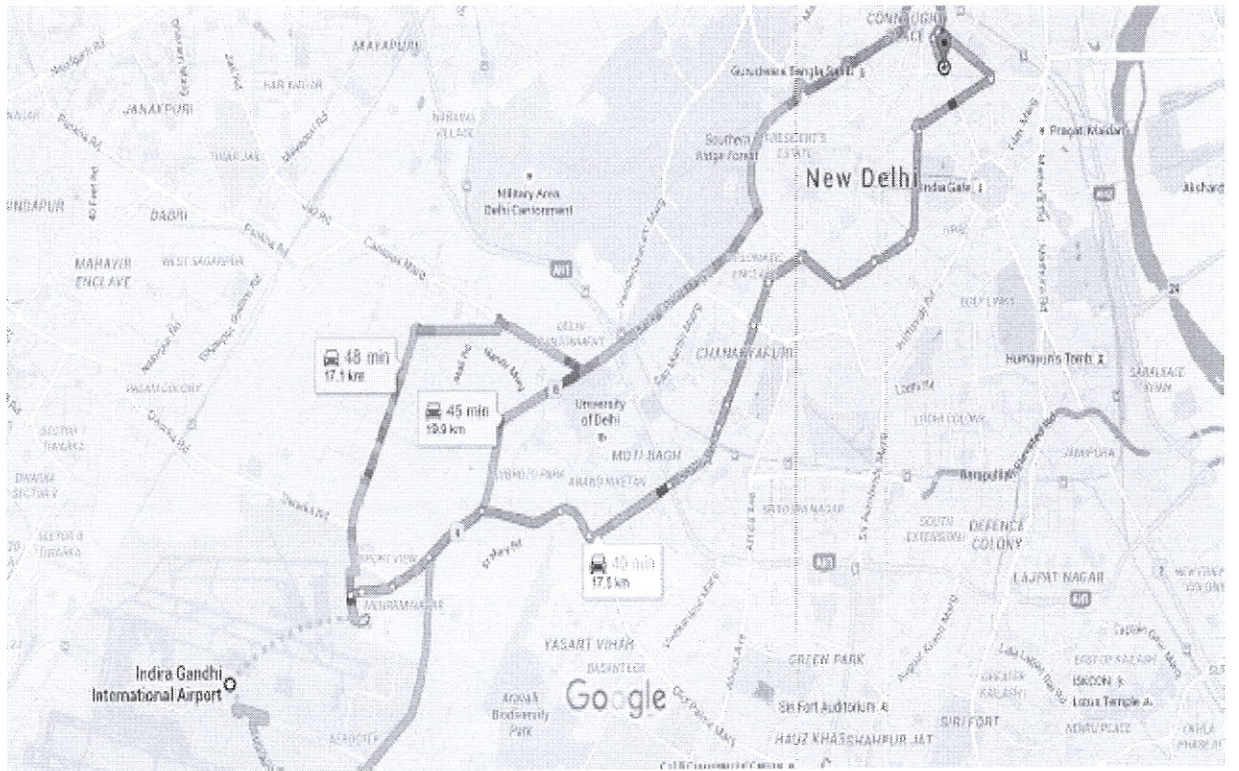
Signature of the Member / Proxy

Note: Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.

Route Map: New Delhi to 16 K.G. Marg



Route Map: Indra Gandhi International Airport to 16 K.G. Marg



Details of Directors Seeking Appointment / Re-appointment

Particulars	Brief Profile				
Name of the Director(s)	Mr. Yash Pal Mendiratta				
DIN:	00004185				
Date of Birth	19/09/1957				
Date of Appointment	03/04/2008				
Qualification	CA				
Experience & Expertise in specific functional area	He is a Fellow member of Institute of Chartered Accountants of India with vast experience in the fields of Finance, Taxation & Legal for more than 37 years. Mr. Mendiratta is one of the driving force behind the success of Globe Capital Market Limited. He is an active member of the Depository Participant Association of India and Association of NSE Member of India for advising on various issues on Capital Market and Depository activities Mr. Mendiratta is also a member of Advisory Committee of USE and member of various Executive Committees of ANMI				
Remuneration last drawn (including sitting fees (if any))	6,09,27,597 Per Annum				
Number of Board Meeting attend during the last FY (2019-2020)	4 (Four)				
Names of other companies in which Director hold Directorship as on 31.03.2020	1. Globe Fincap Limited				
Names of Committee of Company in which the Director hold Chairmanship/ Membership as on 31.03.2020	1. Audit Committee 2. Finance/Management Committee 3. Corporate Social Responsibility Committee				
Shareholding of the Company as on 31.03.2020	57,72,900 Equity Share of Rs. 10 each				
Relationship between Directors, Key Managerial Personnel and Managers of the Company	<table border="1"> <thead> <tr> <th>Related to</th> <th>Nature of Relationship</th> </tr> </thead> <tbody> <tr> <td>Ms. Alka Mendiratta</td> <td>Wife</td> </tr> </tbody> </table>	Related to	Nature of Relationship	Ms. Alka Mendiratta	Wife
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