

## Notice of AGM

(CIN: L65910GJ1995PLC027673)

**NOTICE** is hereby given that the 24<sup>th</sup> (Twenty Fourth) Annual General Meeting of the Shareholders of GLOBE TEXTILES (INDIA) LIMITED will be held on Monday, 30<sup>th</sup> September, 2019 at the registered office at Plot No. 38 to 41, Ahmedabad Apparel Park, GIDC Khokhra, Ahmedabad – 380 008, Gujarat at 12.30 p.m. to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Nilaybhai J. Vora (DIN: 02158990) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company and fix their remuneration

**To consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Shah Dhandharia & Co., Chartered Accountants (Firm Registration No. 118707W), be and is hereby appointed as Auditors of the Company for a period of five (5) years to hold office from conclusion of this AGM (i.e. 24<sup>th</sup> AGM) till the conclusion of the 29<sup>th</sup> AGM of the Company to be held in the year 2023-24, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### **SPECIAL BUSINESS**

4. To approve related party transactions to be entered into by the Company with related parties

**To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re enactment thereof for the time being in force) and pursuant to Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed / to be passed at their respective meetings, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board), to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company in the ordinary course of business and on arm’s length basis with related parties and for the maximum amounts per annum for 5 consecutive years as mentioned herein below:

Sr. No.	Nature of the transactions as per section 188 of the Companies Act, 2013.	Name of the Director/ KMP who is related and nature of their relationship	Name of the related Party	Receipts (Rs. In Crore)	Payment (Rs. In Crore)
1	Sale of Goods / Purchase of Goods	Mrs. Purvi Parikh and Mr. Bhavin Parikh are Partners in LLP	Kunthunath Impex LLP	25	45
		Mr. Bhavik Parikh, Mr. Bhavin Parikh & Mr. Nilay Vora are Directors and Shareholders in the Company	Globe Denwash Pvt Ltd.	25	30
		Mr. Bhavik Parikh & Mr. Nilay Vora are Designated Partners	Globe Texfeb LLP	2	2

**“RESOLVED FURTHER THAT** the transactions may be entered into subject to the compliance of criteria mentioned under Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a committee thereof, be and is hereby, authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transactions with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

**Regd. Office:**

Plot No. 38 to 41, Ahmedabad Apparel Park,  
GIDC Khokhra, Ahmedabad,  
Gujarat – 380 008

**Date:** 02/09/2019

**Place:** Ahmedabad

*By Order of the Board of Directors  
For, GLOBE TEXTILES (INDIA) LIMITED*

*Bhavik Suryakant Parikh  
Chairman & Managing Director  
(DIN: 00038223)*

**Notes:-**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself / herself and such proxy / proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more 10%, of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. A Proxy Form is annexed to this notice.
2. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
3. Members, Proxies and authorized representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and CLIENT ID. Duplicate Attendance Slip or copies of the report and accounts will not be made available at the AGM venue.
4. An Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard-2 on General Meeting in respect of the Special Business under item No. 4 of the accompanying notice is annexed hereto.
5. Electronic copy of the Annual Report for FY 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any member has requested for a Physical copy of the same.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23<sup>rd</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive).
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
8. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / chairmanships/ chairmanships of Board Committees as stipulated under Listing Obligation and Disclosure Regulations 2015 are provided in the annexure to the notice calling Annual General Meeting.
9. Members who hold the shares in the dematerialized form are requested to notify any change of address or bank mandates to their Depositories Participants with whom they are maintaining their demat accounts.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/ Registrar of any change in the address or demise of any member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holding should be obtained from concerned Depository Participant and holdings should be verified.
11. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. The ISIN of the equity shares of the Company is **INE581X01013**.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of

Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their accounts.

13. As per Notification issued by Ministry of Corporate Affairs dated 19<sup>th</sup> of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter IX and Chapter X as per SEBI (ICDR) Regulations, 2018 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter IX as it is a SME Company and listed on NSE Emerge-the SME platform of National Stock Exchange of India Limited. Therefore Company is not providing e-voting facility to its shareholders.
14. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited, A-802, Samudra Complex, Near Klassic Gold Hotel, Off. C. G. Road, Navrangpura, Ahmedabad - 380 009 E-mail: [bss@bigshareonline.com](mailto:bss@bigshareonline.com) Website [www.bigshareonline.com](http://www.bigshareonline.com) Members whose shareholding is in electronic mode are requested to approach their respective depository participants for effecting change of address.
  - The Shareholders are requested to update the Contact address and e-mail address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other

request, for quicker attention directly to the Company's Share Transfer Agent.

15. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Annual General Meeting.
16. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
17. Notice of this Annual General Meeting, Audited Financial Statements for 2018-19 along with Directors' Report and Auditors' Report are available on the website of the Company [www.globetextiles.net](http://www.globetextiles.net).
18. The route map showing directions to reach the venue of the 24<sup>th</sup> AGM is annexed as per requirement of SS-2 on General Meetings.
19. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' Report etc. to the members through e-mail.
20. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

**BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE  
24<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

(In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

<b>Name of Director</b>	<b>Nilaybhai Jagdishbhai Vora</b>
<b>DIN</b>	<b>02158990</b>
<b>Date of Birth</b>	30/11/1986
<b>Date of Appointment / Change in Designation</b>	31/03/2008
<b>Qualification</b>	Bachelor of Commerce from Gujarat University
<b>Expertise in Specific functional area</b>	Mr. Nilaybhai J. Vora, Whole-time Director of the Company has more than 10 years of experience in the field of Textiles Industry. He has immense skills to create, manage and coordinate marketing activities and policies to promote products in foreign countries. He has expertise to analyze, observe and monitor market trends.
<b>Other Board Membership*</b>	Nil
<b>Committee Membership in other public companies</b>	Nil
<b>Number of Shares held in the Company</b>	18,06,000 Equity Shares
<b>Relationship Between Directors <i>inter se</i></b>	-

*\*Pvt. Companies excluded*

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item No. 4 of the accompanying notice dated 2<sup>nd</sup> September, 2019 should be taken as forming part of Notice.

**Item No. 4**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 govern the Related Party Transactions requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Board of Directors in case of:

1. Sale, purchase or supply of any goods or material, directly or through appointment of agent amounting to ten percent or more of the turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188;
2. selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten percent or more of net worth of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188;
3. leasing of property any kind amounting to ten percent or more of the net worth of company or ten per cent or more of turnover] of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (c) of sub-section (1) of section 188;
4. availing or rendering of any services, directly or through appointment of

agent, amounting to ten percent or more of the turnover of the company or rupees fifty crore, whichever is lower as mentioned in clause (d) and clause (e) respectively of sub-section (1) of section 188.

Prior approval of Shareholders by way of an Ordinary Resolution must be obtained:

1. Sale, Purchase or supply of goods or material;
2. Leasing of property of any kind;
3. Availing or rendering of any services

In the light of the provisions of the Companies Act, 2013("the Act") and/or SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015("Listing Regulations"), the Board of Directors of your Company has approved the proposed transactions along with annual limit for 5 consecutive years including financial year 2019-20 that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013), name of the Director or Key Managerial Personnel who is related, if any and nature of relationship is mentioned in the resolution. The respective transactions may carry out on arm's length basis and all factors relevant to the respective transactions may consider by the Board.

None of Directors except, Mr. Bhvaik S. Parikh, Mr. Nilay J. Vora, Mr. Bhavin S. Parikh & Mrs. Purvi B. Parikh alongwith their relatives are interested in the said resolution except to the extent of their Shareholding. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

**Regd. Office:**

Plot No. 38 to 41, Ahmedabad Apparel Park,  
GIDC Khokhra, Ahmedabad,  
Gujarat – 380 008

**Date: 02/09/2019**

**Place: Ahmedabad**

***By Order of the Board of Directors  
For, GLOBE TEXTILES (INDIA) LIMITED***

***Bhavik Suryakant Parikh  
Chairman & Managing Director  
(DIN: 00038223)***

**\*ATTENDENCE SLIP\***

**GLOBE TEXTILES (INDIA) LIMITED**  
**(CIN: L65910GJ1995PLC027673)**  
**PLOT NO. 38 TO 41, AHMEDABAD APPAREL PARK, GIDC, KHOKHRA, AHMEDABAD -**  
**3800088, GUJARAT**

DPID/ CLIENT ID: \_\_\_\_\_

Registered Folio No.: \_\_\_\_\_

No of Shares: \_\_\_\_\_

Name(s) and address of the Shareholders/Proxy in Full:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*I, Certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the **24<sup>th</sup> Annual General Meeting** of the Company being held on Monday, September 30, 2019 at 12.30 PM at the registered office of the Company at Plot No. 38 to 41, Ahmedabad Apparel Park, GIDC Khokhra, Ahmedabad - 380008.*

\_\_\_\_\_  
*Signature of Shareholder/ Proxy*

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

**GLOBE TEXTILES (INDIA) LIMITED**  
**(CIN: L65910GJ1995PLC027673)**

**Registered office: Plot No. 38 to 41, Ahmedabad Apparel Park, GIDC Khokhra, Ahmedabad - 380008**  
**Email: [cs@globetextiles.net](mailto:cs@globetextiles.net) Website: [www.globetextiles.net](http://www.globetextiles.net) Tel. no.: 079-22931881 to 1885**

**FORM 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]*

Name of member(s):

Registered Address:

Folio No/Client Id:

Email:

DP Id:

I/We, being a member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

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:

as my/our proxy to attend and vote (on a poll) for me/ us on my / our behalf at the 24<sup>th</sup> Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 12.30 PM at the Registered office of the company situated at Plot No. 38 to 41, Ahmedabad Apparel Park, GIDC Khokhra, Ahmedabad – 380008 and any adjournment thereof in respect of such resolutions as are indicated below:

**RESOLUTION**

**Optional**

**Ordinary Business**

- 1 To receive, consider and adopt the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and
- 2 To appoint a Director in place of Mr. Nilaybhai J. Vora (DIN: 02158990) who retires by rotation and being eligible, offers himself for re-appointment.
- 3 To appoint the Statutory Auditors of the Company and fix their remuneration

**Special Business**

- 4 To approve related party transactions to be entered into by the Company with the related parties



Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature of shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of first proxy holder    Signature of second proxy holder    Signature of third proxy holder

**Notes:**

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 hours before the commencement of the meeting. The Proxy need not be a member of the Company.

2. 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 may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

\*\* This is only optional. Please put '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.

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

**ROUTE MAP TO AGM VENUE**



**Globe Textiles (India) Limited**

(CIN: L65910GJ1995PLC027673)

**Plot No. 38 to 41, Ahmedabad Apparel Park, GIDC Khokhra, Ahmedabad - 380008**