



Globus Spirits Limited

CIN: L74899DL1993PLC052177

Regd. Office: F-0, Ground Floor, The Mira Corporate Suites,

Ishwar Nagar, Mathura Road, New Delhi-110065

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E-Mail:corporateoffice@globusgroup.in, Website:www.globusspirits.com

NOTICE

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting** of the Members of M/s Globus Spirits Limited will be held on Friday, 24th September, 2021 at 03:00 P.M. at the Registered office of the company through Video conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of The Companies Act, 2013 (“Act, 2013”) and Ministry of Corporate Affairs (MCA) General Circular 13th January 2021 respectively and also SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March 2021 including audited Balance Sheet as at 31st March, 2021, the statement of Profit & Loss for the year ended on that date, the Reports of the Auditors thereon and Board’s report along with its annexures.
2. To declare dividend of Re.2/-, i.e. 20% per Equity Shares of ₹ 10/- each of the company for the financial year ended March 31, 2021.
3. To appoint a Director in place of Sh. Shekhar Swarup, who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

4. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**
“RESOLVED that pursuant to the provisions of Section(s) 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government and other statutory approvals, if required, and pursuant to the provisions of Article of Association of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Managing Director of the Company, the consent of the members of the Company be and is hereby given for the re-appointment of Sh. Ajay Kumar Swarup (DIN 00035194), as Managing Director of the Company, for a period of 5 years w.e.f. 01st December 2021 with such terms and conditions as may be decided by the Board of Directors of the company from time to time.

Resolved Further that If at any time the Director ceases to be Director of the Company for any cause whatsoever, he shall cease to be Managing Director of the Company.”

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

RESOLVED THAT pursuant to the provisions of Section(s) 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 (corresponding to Sections 269, 198, 309, 311 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to the approval of the Central Government and other statutory approvals, if required, and pursuant to the provisions of Article of Association of the company, the consent of the members of the company be and are hereby accorded for the remuneration of Sh. Ajay Kumar Swarup (Managing Director), since 01st April 2021 and such remuneration and variation of the terms and conditions are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

Basic Salary	₹ 8,75,000/- per month
HRA	₹ 4,37,500/- per month
City Compensatory Allowance	₹ 4,37,500/- per month
Variable Pay	₹ 4,37,500/- per month
Earned / Privilege Leave	As per company's rules and regulations
Provisions for Increment	Such rate as determined by the Board subject to maximum of 20% p.a.
Perquisites : In addition to the above Sh. Ajay Kumar Swarup will be entitled to the following perquisites restricted to an amount to be decided by the Board of Directors. Unless the context otherwise requires the perquisites are classified as follows:-	
Retirement Benefits	Provident Fund/Gratuity/Superannuation Fund shall be payable in accordance with the Rules and Regulations of the company.
Medical Reimbursement	Entire expenditure incurred by Sh. Ajay Kumar Swarup and his family at actual.
Performance Incentive	Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company subject to maximum of ₹75 lakhs p.a.
Fees / Subscription for various Business -Development Programme	Fees / subscription to be paid in actual towards undergoing various Business Developments courses / programme offered by any institution/university whether in India or abroad.
Club Fees	Subscription fees of two clubs and Reimbursement of expenses at actual as per the policy of the company.
Provision of Car	Car with Driver for use of company's business purpose and for private purpose.
Insurance	Premium as per the rules of the company covered under Group Term Life Insurance / Group Medical Policy and Personal Accident Insurance.
Telephone/Internet Expenses	Expenditure incurred on telephone calls and internet for business and private purpose shall be reimbursed at actual.

If at any time the Director ceases to be Director of the company for any cause whatsoever, he shall cease to be Managing Director of the Company.”

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

RESOLVED THAT pursuant to the provisions of Section(s) 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 (corresponding to Sections 269, 198, 309, 311 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to the approval of the Central Government and other statutory approvals, if required, and pursuant to the provisions of Article of Association of the company, the consent of the members of the company be and are hereby accorded for the remuneration of Sh. Shekhar Swarup (Joint Managing Director), since 01st April 2021 and such remuneration and variation of the terms and conditions are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

Basic Salary	₹ 7,50,000/- per month
HRA	₹ 3,75,000/- per month
City Compensatory Allowance	₹ 3,54,000/- per month
Variable Pay	₹ 3,75,000/- per month
VPF	₹ 21,000/- per month
Earned / Privilege Leave	As per company's rules and regulations
Provisions for Increment	Such rate as determined by the Board subject to maximum of 20% p.a.
Perquisites : In addition to the above Sh. Shekhar Swarup will be entitled to the following perquisites restricted to an amount to be decided by the Board of Directors. Unless the context otherwise requires the perquisites are classified as follows:-	
Retirement Benefits	Provident Fund/Gratuity/Superannuation Fund shall be payable in accordance with the Rules and Regulations of the company.
Medical Reimbursement	Entire expenditure incurred by Sh. Shekhar Swarup and his family at actual.

Performance Incentive	Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company subject to maximum of Rs.75lakhs p.a.
Fees / Subscription for various Business Development Programme	Fees / subscription to be paid in actual towards undergoing various Business Developments courses / programme offered by any institution/university whether in India or abroad.
Club Fees	Subscription fees of two clubs and Reimbursement of expenses at actual as per the policy of the company.
Provision of Car	Car with Driver for use of company's business purpose and for private purpose.
Insurance	Premium as per the rules of the company covered under Group Term Life Insurance / Group Medical Policy and Personal Accident Insurance.
Telephone/Internet Expenses	Expenditure incurred on telephone calls and internet for business and private purpose shall be reimbursed at actual.

If at any time the Director ceases to be Director of the company for any cause whatsoever, he shall cease to be Joint Managing Director of the Company.”

7. 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(s) 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 (corresponding to Sections 269, 198, 309, 311 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to the approval of the Central Government and other statutory approvals, if required, and pursuant to the provisions of Article of Association of the company, the consent of the members of the company be and are hereby accorded for the remuneration of Dr. Bhaskar Roy (Executive Director), since 01st April 2021 and such remuneration and variation of the terms and conditions are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

Basic Salary	₹ 2,93,933/- per month
HRA	₹ 1,46,967/- per month
City Compensatory Allowance	
Variable Pay	₹ 1,46,967/- per month
Other Pay / Allowances	₹ 1,46,967/- per month
Earned / Privilege Leave	As per company's rules and regulations
Provisions for Increment	Such rate as determined by the Board subject to maximum of 20% p.a.
Perquisites : In addition to the above Dr. Bhaskar Roy will be entitled to the following perquisites restricted to an amount to be decided by the Board of Directors. Unless the context otherwise requires the perquisites are classified as follows:-	
Retirement Benefits	Provident Fund/Gratuity/Superannuation Fund shall be payable in accordance with the Rules and Regulations of the company.
Performance Incentive	Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company.
Provision of Car	Car with Driver for use of company's business purpose and for private purpose.
Insurance	Premium as per the rules of the company covered under Group Term Life Insurance / Group Medical Policy and Personal Accident Insurance.

If at any time the Director ceases to be Director of the company for any cause whatsoever, he shall cease to be Executive Director of the Company.”

8. 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(s) 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 (corresponding to Sections 269, 198, 309, 311 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to the approval of the Central Government and other statutory approvals, if required, and pursuant to the provisions

of Article of Association of the company, the consent of the members of the company be and are hereby accorded for the remuneration of Sh. Manik Lal Dutta (Executive Director), since 01st April 2021 and such remuneration and variation of the terms and conditions are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

Basic Salary	₹ 1,95,782/- per month
HRA	₹ 97,891/- per month
City Compensatory Allowance	₹ 18,355/- per month
Variable Pay	₹ 73,418/- per month
Other Pay / Allowances	₹ 1,04,009/- per month
Earned / Privilege Leave	As per company's rules and regulations
Provisions for Increment	Such rate as determined by the Board subject to maximum of 20% p.a.
Perquisites : In addition to the above Mr. Manik Lal Dutta will be entitled to the following perquisites restricted to an amount to be decided by the Board of Directors. Unless the context otherwise requires the perquisites are classified as follows:-	
Retirement Benefits	Provident Fund/Gratuity/Superannuation Fund shall be payable in accordance with the Rules and Regulations of the company.
Performance Incentive	Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company.
Provision of Car	Car with Driver for use of company's business purpose and for private purpose.
Insurance	Premium as per the rules of the company covered under Group Term Life Insurance / Group Medical Policy and Personal Accident Insurance.

If at any time the Director ceases to be Director of the company for any cause whatsoever, he shall cease to be Executive Director of the Company.”

9. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**

“Resolved that in accordance with provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, if required, the remuneration amounting to ₹ 80,000/- plus service tax and out-of-pocket expenses, as approved by the Board of Directors of the Company to be paid to M/s JSN & Co., (FRN 00455) the Cost Auditors of the Company, appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the Financial year ending on March 31, 2022, be and is hereby ratified.”

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

“**RESOLVED THAT** Pursuant to section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and/or any other provisions as may be applicable, the approval of the Company be and is hereby given to the related party transaction with M/s Biotech India Limited for taking on lease/rent the office premises owned by Biotech India Limited situated at F-0, The Mira Corporate Suites, Plot No.1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 for a sum of ₹ 7,67,338/- (excluding of GST) per month with a maximum incremental rent of 10% per annum for a tenure of next 5 years till 31/03/2026.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby severally authorized to do such acts, deeds and things as may be required from time to time.

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

RESOLVED THAT Pursuant to section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and/or any other provisions as may be applicable, the approval of the Company be and is hereby given to the related party transaction with M/s Rajasthan Distilleries Private Limited for taking on lease/rent the office premises owned by M/s Rajasthan Distilleries Private Limited situated at F-0, The Mira Corporate Suites, Plot No.1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 for a sum of ₹ 7,67,392/- (excluding of GST) per month with a maximum incremental rent of 10% per annum for a tenure of next 5 years till 31/03/2026.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby severally authorized to do such acts, deeds and things as may be required from time to time.

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

RESOLVED THAT Pursuant to section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and/or any other provisions as may be applicable, the approval of the Company be and is hereby given to the related party transaction with M/s ADL Agrotech Limited for taking on lease/rent the factory premises owned by M/s ADL Agrotech Limited situated at Hisar Bye-pass, National Highway, Hisar, Haryana for a for a sum of ₹ 13,20,000/- (excluding of GST) per month with a maximum incremental rent of 10% per annum till 31/03/2026 along with the actual maintenance charge as may be charged by their maintenance agency.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby severally authorized to do such acts, deeds and things as may be required from time to time.

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

RESOLVED THAT Pursuant to section 188 of Companies Act 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, if required, and/or any other provisions as may be applicable, the consent of the members of the company be and is hereby given to the related party transaction with M/s Rambagh Facilities Services LLP for making payment of maintenance charge for using registered office of the company located at The Mira Corporate Suites, Ishwar Nagar, Mathura Road, New Delhi-110065 for a for a sum of ₹ 4,84,000/- (excluding of GST) per month with a maximum incremental rent of 10% per annum till 31/03/2026.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do such acts, deeds and things as may be incidental, allied or required in this matter from time to time.

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

RESOLVED THAT Pursuant to section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and/or any other provisions as may be applicable, the consent of the members of the company be and is hereby accorded for executing various CSR related services with M/s India Paryavaran Sahayak Foundation during the F.Y 2021-22 for aggregating up to a maximum sum of ₹ 75lakhs (excluding of GST).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do such acts, deeds and things as may be incidental, allied or required in this matter from time to time.

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

RESOLVED THAT Pursuant to section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and/or any other provisions as may be applicable, the consent of the members of the company be and is hereby accorded for executing various CSR related services with M/s GRAS Skill Foundation during the F.Y 2021-22 for aggregating up to a maximum sum of Rs.10lakhs (excluding of GST).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do such acts, deeds and things as may be incidental, allied or required in this matter from time to time.

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

RESOLVED THAT subject to the applicable provision under section 177, 178 and 188 of Companies Act 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, if required, and/or any other provisions as may be applicable, the consent of the members of the company be and is hereby accorded for the appointment of Ms. Devika Swarup, being relative (Daughter) of Mr. Ajay Kumar Swarup (Managing Director of the company), in the position of Head-Developments (Projects) since 01st April 2021 and the terms and conditions of her appointment are approved and recommended by the Nomination and Remuneration Committee. Her remuneration is as under:-

Basic Salary	₹ 1,08,000/- per month
HRA	₹ 54,000/- per month
City Compensatory Allowance	₹ 78,000/- per month
Variable Pay	₹ 60,000/- per month
Earned / Privilege Leave	As per company's rules and regulations
Provisions for Increment	Such rate as determined by the Board subject to maximum of 20% p.a.
Perquisites : In addition to the above Ms. Devika Swarup will be entitled to the following perquisites restricted to an amount to be decided by the Board of Directors. Unless the context otherwise requires the perquisites are classified as follows:-	
Retirement Benefits	Provident Fund/Gratuity/Superannuation Fund shall be payable in accordance with the Rules and Regulations of the company.

Medical Reimbursement	Entire expenditure incurred by Ms. Devika Swarup and her family at actual.
Performance Incentive	Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company.
Fees / Subscription for various Business Development Programme	Fees / subscription to be paid in actual towards undergoing various Business Developments courses / programme offered by any institution/university whether in India or abroad.
Club Fees	Subscription fees of two clubs and Reimbursement of expenses at actual as per the policy of the company.
Provision of Car	Car with Driver for use of company's business purpose and for private purpose.
Insurance	Premium as per the rules of the company covered under Group Term Life Insurance / Group Medical Policy and Personal Accident Insurance.
Telephone/Internet Expenses	Expenditure incurred on telephone calls and internet for business and private purpose shall be reimbursed at actual.

RESOLVED FURTHER THAT any director or company secretary of the company be and are hereby severally authorized to file necessary forms with ROC and to do such acts, deeds and things as may be required from time to time.

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

“RESOLVED THAT subject to Section 62 and applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the Regulation 12 and other applicable provision(s) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) the Securities and Exchange Board of India (LODR) Regulations 2015, as per the provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, the “Employee Stock Option PLAN 2021” (“ESOP 2021”/“Scheme”), formulated and approved to create, offer, and grant up to 2,87,992 employee stock options to the eligible employees of the Company, in one or more tranches, of the face value of Rs.10/- each fully paid-up on payment of the requisite exercise price to the Company, approval of Board of Directors, be and are hereby accorded to amend and ratify the said Scheme within the meaning of Regulation 12 of SEBI SBEB Regulations to create, offer, issue, grant and allot at any time to or for the benefit of employee(s) / Directors whether working in India or out of India in terms of the ESOP 2021, shares on exercise of options, issue fresh options, re-issue of options under the ESOP 2021.”

“RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee of the Company is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2021 and shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Board/Nomination and Remuneration be and is hereby authorized to take necessary steps for listing of equity shares to be allotted under ESOP 2021 on Stock Exchange(s) as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI SBEB Regulations and other applicable laws and regulations.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. of the number of above mentioned options in the Scheme shall be appropriately adjusted.”

“RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee be and are hereby authorized to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.”

RESOLVED FURTHER THAT any director or company secretary of the company be and are hereby severally authorized to file necessary forms with ROC and to do such acts, deeds and things as may be required from time to time.

By Order of the Board
For **Globus Spirits Limited**

(Santosh Kumar Pattanayak)
Company Secretary

Place : New Delhi
Date : 08/08/2021

NOTES:

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular January 13, 2021 respectively (collectively referred to as “MCA Circulars”) and also SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 permitted holding of the Annual General Meeting (“the Meeting/AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act, 2013”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM..

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.

In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of Link Intime (India) Private Limited (LIPL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM (“remote e-voting”) is also provided by LIPL.

Company is providing two way teleconferencing facility for the ease of participation of the members. The instructions for members attending/ participating in the AGM through VC/ OAVM are provided.

The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2020-21 and Notice of the 28th AGM of the Company, *inter alia*, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose e-mail IDs are registered with the Company’s Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company’s website www.globusspirits.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

Pursuant to the provisions the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA General Circular January 13, 2021, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address skp@skpco.in

Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.

The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company’s records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank). Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar & Share Transfer Agent of the Company in case of the shares are held in physical form.

Members are requested to contact the Company’s Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL) Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410592; Fax No.: +91-11-41410591; Email: delhi@linkintime.co.in) for reply to their queries/redressal of

complaints, if any, or contact at the Registered Office of the Company (Phone No.: +91-11-66424600; Email: corporateoffice@globusgroup.in or ir@globusgroup.in).

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. LIPL in case shares are held in physical form.

Since the AGM is being conducted through VC/OAVM, the route map is not annexed to this notice.

Members who have multiple ledger folios in identical names or joint names in same order are requested to intimate/send the concerned share certificates quoting their ledger folios of such accounts to enable the Registrar & Transfer Agent to consolidate all such shareholdings into one folio.

The record date for the purpose of e-voting and dividend distribution is 17th September 2021 and the Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2021 to 24th September, 2021 (both days inclusive).

Members intending to seek any information on the Annual Accounts at the meeting are requested to inform the Company in writing at least one week prior to the date of the meeting.

The Company is extending its offer of e-voting facility as an alternative, for its members to enable them to cast their votes electronically instead of physical ballot.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime India Private Limited. ("LIPL"):

The instructions for shareholders voting electronically are as under:

The voting period begins on 21st September 2021 at 9.00 A.M. and ends on 23rd September 2021 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17th September 2021, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen

	<p>digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together

with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ◆ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ◆ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

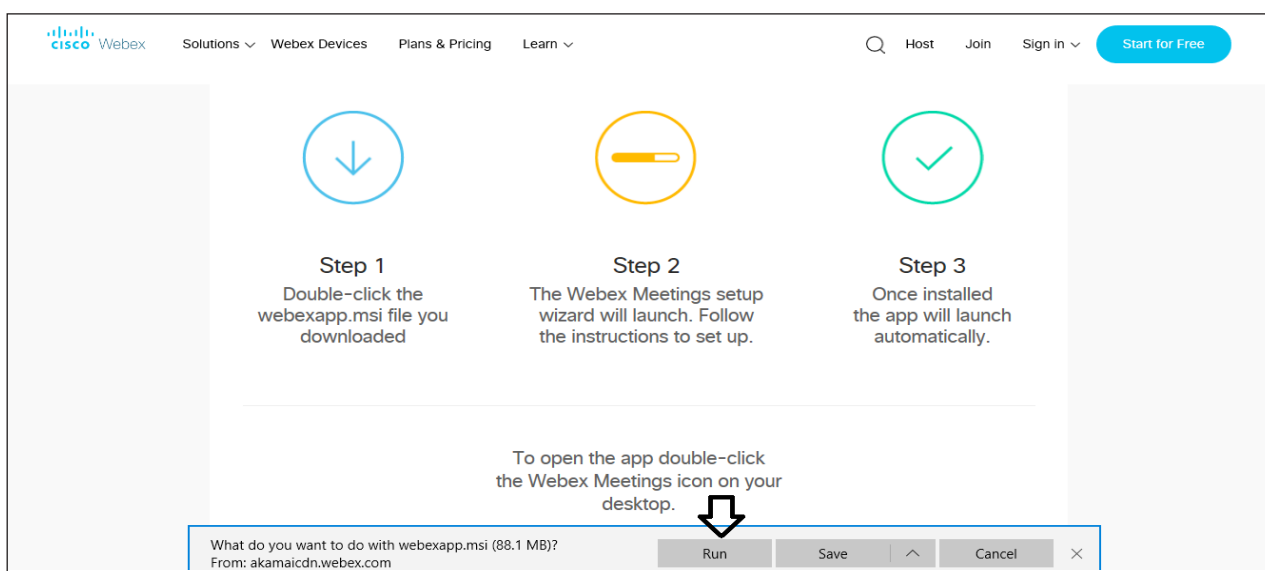
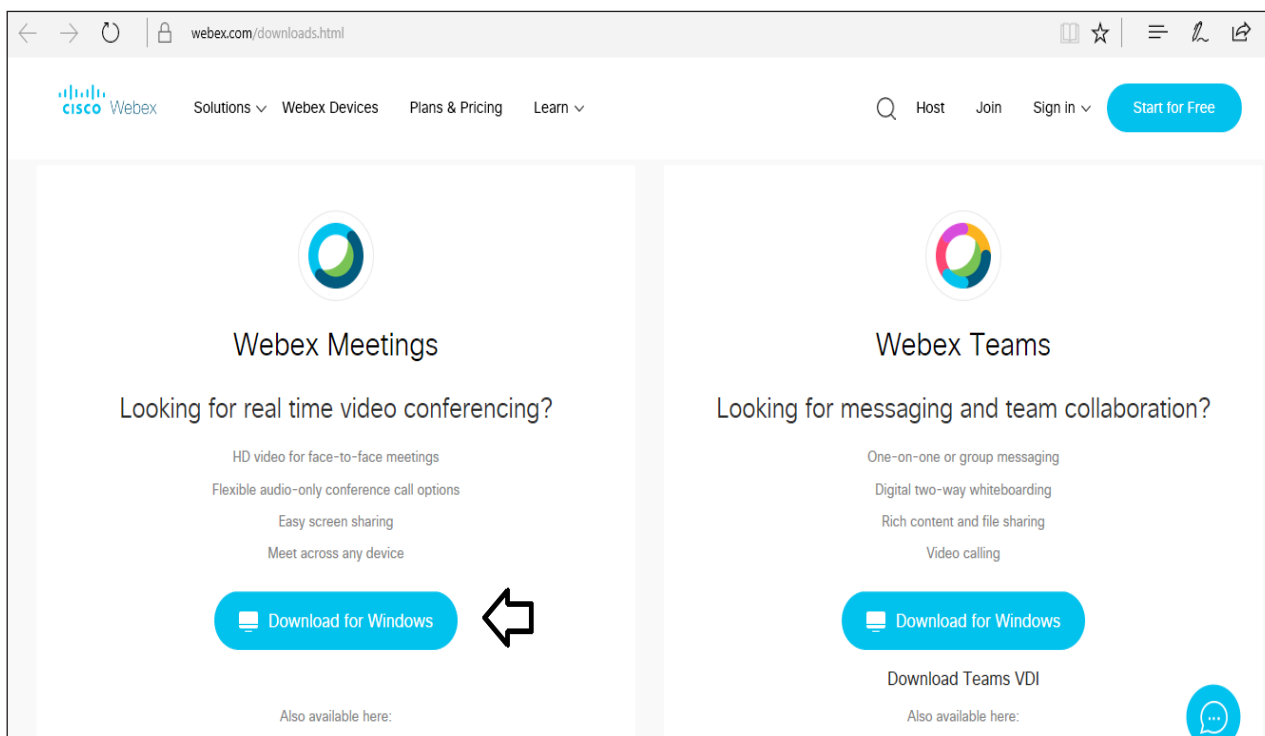
Link Intime India Private Limited

Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A)** If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B)** If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 17th September 2021.

Mr. Sundeep Kumar Parashar, FCS, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.globusspirits.com and on the website of Link Intime within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and the National Stock Exchange of India Limited.

1. Details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting (Pursuant to (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India:):

Name	Sh. Ajay Kumar Swarup	Sh. Shekhar Swarup
Age	62 Years	35 Years
Qualifications	He graduated in B.A.(Honours) Economics from St. Stephens College, Delhi University and PGDBM from the Indian Institute of Management, Kolkata.	He has completed his schooling from The Doon School, Dehradun and is a graduate in Business Management from the University of Bradford, UK. He is a Charter Member of TiE, New Delhi
Expertise in specific functional area	He has over 37 years of experience in the alcohol and distillery industry and in addition to day-to-day affairs of the company he is responsible for business policies, strategic decisions, business development etc.	He is having more than 12 years of experience in the Alcoholic beverages Industries and a strategic planner and a marketer at heart, he started up the branded liquors division in the company.
Date of appointment as Director of the Company	01.12.2006	26.05.2012
Directorship of other companies #	1. Chandbagh Investments Ltd, 2. Biotech India Ltd., 3. Himalayan Spirits Ltd.. 4. Globus Spirits (Jharkhand) Ltd. 5. M/s Globus Trois Freres India Ltd. 6. M/s Unibev Ltd.	1. M/s Himalayan Spirits Limited 2. M/s Globus Spirits (Jharkhand) Ltd. 3. M/s Globus Trois Freres India Ltd. 4. M/s Chandbagh Investments Limited 5. M/s Unibev Limited 6. M/s Biotech India Limited

Chairman/Member of Committees of other Companies	Nil	Nil
No. of shares held*	1,924,254	7,48,935
Inter-se relationship with other Directors	Mr. Ajay Kumar Swarup is the father of Sh. Shekhar Swarup (Joint Managing Director of the company)	Son of Sh. Ajay Kumar Swarup, (Managing Director)

Note: #. Private Limited Companies, Foreign Companies and companies under Section 8 of the companies Act, 2013 are excluded for the above purposes.

* Shares held by Directors are considered as on 31/03/2021.

2. The Company has paid the listing fees for year 2020-21 to both the Stock Exchanges i.e. NSE and BSE, where its securities are listed.

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

ITEM No. 4 & 5

Your Board of Directors proposes to re-appoint Sh. Ajay Kumar Swarup, the Managing Director of the company for another period of 5 years w.e.f. 01st December 2021, earlier he has been appointed for a period of 5 years w.r.f. 01st December 2016 and also to approve the remuneration payable to him w.e.f. 01st April 2021. As per provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and pursuant to the provisions of Article of Association of the company, such re-appointment and approval of remuneration of Sh. Ajay Kumar Swarup requires confirmation of Share Holders of the company by passing Ordinary and Special Resolution respectively in the Annual General Meeting of the company. Accordingly, the Board recommends the resolutions to be passed by the shareholders as per the requirements of the Companies Act, 2013.

The information required to be given as per Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I) General Information : Refer Annexure - 1

II) Information about Sh. Ajay Kumar Swarup :

(1)	Background Details	He has over 37 years of experience in the alcohol and distillery industry and in addition to day-to-day affairs of the company he is responsible for business policies, strategic decisions, business development etc.
(2)	Past Remuneration	2018-19 : ₹ 1,20,25,001/- 2019-20 : ₹ 1,70,57,504/- 2020-21 : ₹ 2,41,57,504/-
(3)	Recognition or Awards	Nil
(4)	Job Profile & Proposed Remuneration	He is responsible for overall business operations and growth of the company and his proposed remuneration is as mentioned in the Resolution.
(5)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Mr. Ajay Kumar Swarup.
(7)	Relationship	Sh. Ajay Kumar Swarup is the father of Sh. Shekhar Swarup, Joint Managing Director of the Company.

III) Other Information: Refer Annexure - 2

IV) Disclosures:

Remuneration Package	As mentioned in Resolution.
Other information	As per Corporate Governance Report

None of the Directors, Key Managerial Personnel, Manager or their relatives of the company except Sh. Ajay Kumar Swarup and his relatives has any interest in the proposed resolution.

ITEM No. 6

Your Board of Directors proposes to approve the remuneration of Sh. Shekhar Swarup, the Joint Managing Director of the company w.e.f. 01st April 2021. As per provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and pursuant to the provisions of Article of Association of the company, such approval in remuneration of Sh. Shekhar Swarup requires confirmation of Share Holders of the company by passing Special Resolution in the General Meeting of the company. Accordingly, the Board recommends the resolution to be passed by the shareholders as per the requirements of the Companies Act, 2013.

The information required to be given as per Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I) General Information : Refer Annexure - 1

II) Information about Sh. Shekhar Swarup :

(1)	Background Details	He has over 12 years of experience in the alcohol and distillery industry and in addition to day-to-day affairs of the company he is a strategic planner and a marketer at heart, he started up the branded liquors division in the company.
(2)	Past Remuneration	2018-19 : ₹ 90,98,000/- 2019-20 : ₹ 1,45,75,000/- 2020-21 : ₹ 2,10,15,625/-
(3)	Recognition or Awards	Nil
(4)	Job Profile & Proposed Remuneration	He is responsible for overall business operations and growth of the company and his proposed remuneration is as mentioned in the Resolution.
(5)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Sh. Shekhar Swarup.
(7)	Relationship	Sh. Shekhar Swarup is the son of Sh. Ajay Kumar Swarup, Managing Director of the Company.

III) Other Information: Refer Annexure - 2

IV) Disclosures:

Remuneration Package	As mentioned in Resolution.
Other information	As per Corporate Governance Report

None of the Directors, Key Managerial Personnel, Manager or their relatives of the company except Sh. Shekhar Swarup and his relatives has any interest in the proposed resolution.

ITEM No. 7

Your Board of Directors proposes to approve the remuneration of Dr. Bhaskar Roy, the Executive Director & CFO of the company w.e.f. 01st April 2021. As per provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and pursuant to the provisions of Article of Association of the company, such increase in remuneration payable to Dr. Bhaskar Roy requires confirmation of Share Holders of the company by passing Ordinary Resolution in the General Meeting of the company. Accordingly, the Board recommends the resolution to be passed by the shareholders as per the requirements of the Companies Act, 2013.

The information required to be given as per Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I) General Information : Refer Annexure - 1

II) Information about Dr. Bhaskar Roy :

(1)	Background Details	He is M.Com, FCA, PHD and having more than 30 years of experience and is having vast experience in Strategic Financial Planning & controlling, Fund Management, Accounts, Auditing, Budgeting and MIS and operations etc..
(2)	Past Remuneration	2018-19 : ₹ 64,75,008/- 2019-20 : ₹ 73,99,306/- 2020-21 : ₹ 90,91,515/-

(3)	Recognition or Awards	Nil
(4)	Job Profile & Proposed Remuneration	He is responsible for overall business operations and growth of the company and his proposed remuneration is as mentioned in the Resolution.
(5)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Dr. Bhaskar Roy.
(7)	Relationship	Dr. Bhaskar Roy does not have any other pecuniary relationship other than his remuneration and is also not related to any managerial personnel of the Company.

III) Other Information: Refer Annexure - 2

IV) Disclosures:

Remuneration Package	As mentioned in Resolution.
Other information	As per Corporate Governance Report

None of the Directors, Key Managerial Personnel, Manager or their relatives of the company except Dr. Bhaskar Roy has any interest in the proposed resolution.

ITEM No. 8

Your Board of Directors proposes to approve the remuneration of Sh. Manik Lal Dutta, Executive Director of the company w.e.f. 01st April 2021. As per provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and pursuant to the provisions of Article of Association of the company, approval of remuneration of Sh. Manik Lal Dutta, Executive Director of the company requires confirmation of Share Holders of the company by passing Ordinary Resolution in the General Meeting of the company. Accordingly, the Board recommends the resolution to be passed by the shareholders as per the requirements of the Companies Act, 2013.

The information required to be given as per Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I) General Information : Refer Annexure - 1

II) Information about Sh. Manik Lal Dutta :

(1)	Background Details	He is M. Tech, PGDBM and having more than 47 years of experience in Alcohol and other Industry and is having vast experience in production, planning, IMFL blends, brand development and operations etc.
(2)	Past Remuneration	2018-19 : ₹ 43,31,974/- 2019-20 : ₹ 48,18,886/- 2020-21 : ₹ 59,76,264/-
(3)	Recognition or Awards	Nil
(4)	Job Profile & Proposed Remuneration	He is responsible for overall business operations and growth of the company and his proposed remuneration is as mentioned in the Resolution.
(5)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Mr. Manik Lal Dutta.
(7)	Relationship	Mr. Manik Lal Dutta does not have any other pecuniary relationship other than receiving remuneration from the company and is also not related to any managerial personnel of the Company.

III) Other Information: Refer Annexure - 2

IV) Disclosures:

Remuneration Package	As mentioned in Resolution.
Other information	As per Corporate Governance Report

None of the Directors, Key Managerial Personnel, Manager or their relatives of the company except Sh. Manik Lal Dutta has any interest in the proposed resolution.

ITEM No. 9

The Board of Directors at its meeting held on 14th June, 2021 appointed M/s. JSN & Co., Cost Accountants as the Cost Auditor to conduct audit of cost accounting records maintained by the Company for various products manufactured by the Company for the year ending on 31/03/2022, at a remuneration amounting to ₹ 80,000/- plus service tax and out-of-pocket expenses.. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 9 for ratification by the shareholders at the ensuing Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel, Manager or their relatives are concerned or interested in the proposed Resolution.

ITEM No. 10

Your Board of Directors at their meeting held on 14th June, 2021 approved for the existing related party transaction with M/s Biotech India Limited for leasing out of the office premises owned by Biotech India Limited situated at F-0, The Mira Corporate Suites, Plot No.1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 for a sum of ₹ 7,67,338/-(excluding of GST) per month with a maximum incremental rent of 10% per annum for a tenure of next 5 years till 31/03/2026. In terms of the provisions of section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the shareholders of the Company by passing ordinary resolution is required for such related party transaction. The Audit Committee of the Board has also accorded their consent for this related party transaction.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 10 for ratification by the shareholders at the ensuing Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution except Sh. Ajay Kumar Swarup, Managing Director & Sh. Shekhar Swarup, Executive director of the Company and their relatives who are Promoters & Directors in M/s Biotech India Limited.

ITEM No. 11

Your Board of Directors at their meeting held on 14th June, 2021 approved for the existing related party transaction with M/s Rajasthan Distilleries Private Limited for leasing out of the office premises owned by Rajasthan Distilleries Private Limited situated at F-0, The Mira Corporate Suites, Plot No.1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 for a sum of ₹ 7,67,392/- (excluding of service tax) per month with a maximum incremental rent of 10% per annum for a tenure of next 5 years till 31/03/2026. In terms of the provisions of section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the shareholders of the Company by passing ordinary resolution is required for such related party transaction. The Audit Committee of the Board has also accorded their consent for this related party transaction.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 11 for ratification by the shareholders at the ensuing Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution except Sh. Ajay Kumar Swarup, Managing Director & Sh. Shekhar Swarup, Executive director of the Company and their relatives who are Promoters & Directors in M/s Rajasthan Distilleries Private Limited.

ITEM No. 12

Your Board of Directors at their meeting held on 14th June, 2021 approved for the existing related party transaction with M/s ADL Agrotech Limited for leasing out of the factory premises owned by ADL Agrotech Limited situated at Hisar Bypass, National Highway, Hisar, Haryana for a sum of ₹ 13,20,000/- (excluding of service tax) per month with a maximum incremental rent of 10% per annum for a tenure of next 5 years till 31/03/2026. In terms of the provisions of section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the shareholders of the Company by passing ordinary resolution is required for such related party transaction. The Audit Committee of the Board has also accorded their consent for this related party transaction.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 12 for ratification by the shareholders at the ensuing Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution except Sh. Ajay Kumar Swarup, Managing Director & Sh. Shekhar Swarup, Executive director of the Company and their relatives who are Promoters in M/s ADL Agrotech Limited.

ITEM No. 13

Your Board of Directors at their meeting held on 14th June, 2021 approved for the related party transaction with M/s Rambagh Facilities Services LLP towards the maintenance service charge of the office premises situated at F-0, The Mira Corporate Suites, Plot No.1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 for a total sum of ₹ 4,84,000/-(excluding GST) per month with an increment of 10% p.a. for another period of 5 years till 31/03/2026. In terms of the provisions of section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the shareholders of the company by passing Ordinary resolution is required for such related party transaction. The Audit Committee of the Board has also accorded their consent for this related party transaction.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 13 for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution except Sh. Ajay Kumar Swarup, Managing Director & Sh. Shekhar Swarup, Joint Managing Director of the company and their relatives who are Partners in the said LLP.

ITEM No. 14

Your Board of Directors at their meeting held on 14th June, 2021 approved for the proposed related party transaction of executing various CSR activities and other related services with M/s India Paryavaran Sahayak Foundation up to a maximum amount of ₹ 75lakhs (excluding of GST) for the FY 2021-22. In terms of the provisions of section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the shareholders of the Company by passing Ordinary resolution is required for such related party transaction. The Audit Committee of the Board has also accorded their consent for this related party transaction.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 14 for approval by the shareholders at the ensuing Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel, Manager or their relatives are concerned or interested in the proposed Resolution except Mr. Shekhar Swarup, Joint Managing Director and Mr. Kunal Agarwal, Director of the company and their relatives being directors and shareholders in the said associate company.

ITEM No. 15

Your Board of Directors at their meeting held on 08th Aug, 2021 approved for the proposed related party transaction of executing various CSR activities and other related services with M/s GRAS Skill Foundation up to a maximum amount of ₹ 10 lakhs (excluding of GST) for the FY 2021-22. In terms of the provisions of section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the shareholders of the Company by passing Ordinary resolution is required for such related party transaction. The Audit Committee of the Board has also accorded their consent for this related party transaction.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 15 for approval by the shareholders at the ensuing Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel, Manager or their relatives are concerned or interested in the proposed Resolution except Mr. Ajay Kumar Swarup, Managing Director of the company and his relatives being shareholders in the said associate company.

ITEM No. 16

Ms. Devika Swarup, working as the Head-Developments (Projects) in the company, is a relative of the promoter(s) (Daughter of Mr. Ajay Kumar Swarup, Managing Director of the company) in terms of applicable provisions Companies Act, 2013 is holding office of place of profit in the company. In terms of Section 188 of Companies Act, 2013, no company shall enter into related party transactions with related party in respect to any office or place of profit subject to approval by the Board and Shareholders of the company. Further, on the recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors in its meeting held on 08th August, 2021 approved the appointment of and remuneration payable to Ms. Devika Swarup of INR 3,00,000/-per month along with other perquisites from April 01, 2021, subject to approval by shareholders. The Details of remuneration payable to Ms. Devika Swarup is given in resolution no. 16 and the Board recommends the resolutions set out at Item No. 16 of the accompanying Notice for your approval as ordinary resolutions. Except, Mr. Ajay Kumar Swarup, Managing Director and Mr. Shekhar Swarup, Joint Managing Director (being relatives of Ms. Devika Swarup), none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

ITEM No. 17

In compliance with the Regulation 12 (1) of the SEBI SBEB Regulations read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other instructions or directions issued by the Securities and Exchange Board of India in this reference, it is proposed to seek the approval of members by way of passing special resolution to approve the Employee Stock Option Plan 2021 (ESOP 2021 / Scheme) as per item no. 17 of the notice.

The Company may issue options / shares to the eligible employees or/and Directors of the Holding company and Subsidiary company(ies) (existing and in future), in or outside India, of the Company. Accordingly, consent of shareholders is also sought to approve the ESOP 2021 to extend the benefits of the Scheme to the eligible employees or/and Directors of the Holding company and Subsidiary company(ies) (existing and in future), in or outside India, of the Company as per the resolution set out at item no. 17 of the notice.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and disclosure under Regulation 6(2) of the SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (as amended from time to time) are given below:

a) Brief description of the Scheme:

The objective of the ESOP-2021 Scheme is to reward the eligible employees of the company and subsidiary companies in India and abroad, as per their performance and motivate them to contribute to the growth and profitability of the company. After vesting of Options, the employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Board/Committee may administrate the scheme. All questions of interpretation of the Scheme shall be determined by the Board/Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) Total number of options to be granted:

The Scheme envisages 287992 number of Options for being granted to eligible employees of the Company, its Holding company and its Subsidiary company (ies) under the ESOP 2021.

c) Identification of classes of employees entitled to participate in the Scheme :

To be decided by the Nomination & Remuneration Committee from time to time, in accordance with the ESOP 2021.

d) Requirements of vesting and period of vesting:

The options grants shall vest so long as an employee continues to be in the employment of the company or the Subsidiary Company, if any the case may be. The committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest. Apart from above, the vesting of options granted under the amended Scheme shall vest not earlier than statutory minimum period of 1 (one) year.

e) The maximum period within which the options shall be vested:

The maximum period within which the options shall be vested to be decided by the committee..

f) The Exercise price or pricing formula:

The exercise price for the options can be any price as decided by the committee and it may be different for different class/classes of Employees falling in the same tranche of grant of Options issued under ESOP 2021.

g) The Exercise Period and the process of exercise:

The Exercise period shall be decided by the Committee from time to time. The vesting Options shall be exercised by the employee by a written application to the Company expressing his/her desire to exercise such options in such manner and such format as may be prescribed by the committee from time to time.

h) the appraisal process for determining the eligibility of employees for the scheme(s);

The appraisal process for determining the eligibility of employee shall be decided by the committee from time to time.

i) maximum number of options to be issued per employee and in aggregate;

Maximum number of options that may be issued per employee and in aggregate shall be subject to such number of options as reserved under this Scheme.

j) maximum quantum of benefits to be provided per employee under a scheme(s);

As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2021.

k) whether the scheme(s) is to be implemented and administered directly by the company or through a trust;

The ESOP 2021 Scheme is implemented and administered directly by the company.

l) whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.

The ESOP 2021 Scheme involves issue of new shares by the company.

m) the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.

The ESOP 2021 currently not implemented under Trust Route.

n) maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

This is not relevant under ESOP 2021.

o) a statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The company shall conform to laws/regulations applicable accounting and disclosure related to employee stock options, including but not limited to the Guidance Note on Accounting for employee share-based Payments' (Guidance Note) of Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time under Regulation 15 of SEBI (SEBE) Regulations.

p) the method which the company shall use to value its options;

As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2021.

q) Declaration :

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report

The Board recommends the resolutions set out at Item No. 17 of the accompanying Notice for your approval as special resolutions. The copy of ESOP-2021 Scheme shall be available for inspection by members during business hours at the registered office of the Company till the date of ensuing AGM and also available at the Company's official website at www.globusspirits.com. None of the Promoter, Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that may be granted to them under the said Scheme.

ANNEXURE - 1

I) General Information:

(1)	Nature of Industry	Globus Spirits Limited is a leading spirits Company in India with a 360 degree portfolio of bulk alcohol, bottled liquors of various owned brands as well as bottling operations for India's top IMFL companies.
(2)	Year of commencement of commercial production :	1993-94.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :	Not Applicable

(4) Financial Performance based on the given indicators:

(₹Lakhs)

Particulars	Financial Year 2018-19	Financial Year 2019-20	Financial Year 2020-21
Sales	107346.87	125450.52	166077.33
Other Income	795.21	482.92	753.48
Total Income	108142.08	125933.44	166830.81
Expenditure	97924.88	112143.67	139820.78
Depreciation	3610.68	3785.96	4049.94
Interest	2630.53	2352.42	1881.40
Profit / (Loss) after exceptional items and before tax	3975.99	7651.39	17920.96
Provision for taxation (including Deferred tax)	919.16	1720.18	6095.31
Profit / (Loss) after tax	3056.83	5931.21	11825.64

(5).	Export performance based on the given indicators	During the year 2021-21, total export performance were Rs.49.38crores.
(6).	Foreign investments or collaborators, if anyNot Applicable....

ANNEXURE – 2

III) Other Information:

(1)	Profitability Position	The financial performance of GSL was marginally higher as compare to previous years. Further, interest cost and depreciation/amortization of Fixed Assets were also another factors effecting the financial performance of the Company.
(2)	Steps taken or proposed to be taken for improvement of financial position and profitability	The Company has taken the following steps to negate the adverse impact in the coming years – 1) Improvement in Productivity 2) Higher capacity utilization & value added by-products 3) Increase in realization of various products.
(3)	Expected increase in productivity and profits in measurable terms	With the above measures, the operating efficiencies and profits of the Company is expected to increase.

Place : New Delhi

Date : 08/08/2021

By Order of the Board
For **Globus Spirits Limited**

(Santosh Kumar Pattanayak)
Company Secretary