



Globus Spirits Limited

CIN: L74899DL1993PLC052177

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

Ishwar Nagar, Mathura Road, New Delhi-110065

Tel : 011-66424600, Fax:011-66424629,

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

NOTICE

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of M/s Globus Spirits Limited will be held on Tuesday, 03rd September, 2019 at 11:15 A.M. at the Auditorium of India Islamic Cultural Centre, 87-88, Lodhi Road, New Delhi-110003, 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 2019 including audited Balance Sheet as at 31st March, 2019, the statement of Profit & Loss for the year ended on that date, the Reports of the Auditors thereon and Directors report along with its annexures.
2. To appoint a Director in place of Mr. Shekhar Swarup, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Ruchika Bansal, who retires by rotation and, being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants, having their office at 7th Floor, Building 10, DLF Cyber City Complex, DLF City Phase-II, Gurgaon-122002 having Firm Registration No. 015125N, be and are hereby reappointed as statutory auditors of the Company to hold office, from the conclusion of this annual general meeting till the conclusion of 30th Annual General Meeting for the 2nd term of their remaining four years, on such remuneration, as may be fixed in this behalf by the board of directors of the Company."

Special Business:

5. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**
"RESOLVED that Mr. Vivek Gupta (DIN 00035916) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 03rd August, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") 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 Director of the Company, be and is hereby appointed a Director of the Company."
6. To consider and if thought fit, to pass with or without modification the following resolution as an **Special Resolution**
"Resolved that in accordance with provisions of Section(s) 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, if any, and rules made thereunder read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Vivek Gupta (DIN 00035916), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 2nd term of five consecutive years from the date of this Annual General Meeting, i.e. 03rd September 2019."
7. To consider and if thought fit, to pass with or without modification the following resolution as an **Special Resolution**
"Resolved that in accordance with provisions of Section(s) 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, if any, and rules made thereunder read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Santosh Kumar Bishwal (DIN 01098021), Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for 2nd term of five consecutive years from the date of this Annual General Meeting i.e. 03rd September 2019."
8. To consider and if thought fit, to pass with or without modification the following resolution as an **Special Resolution**

"Resolved that in accordance with provisions of Section(s) 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, if any, and rules made thereunder read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Kunal Agarwal (DIN 02416218), Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for 2nd term of five consecutive years from the date of this Annual General Meeting i.e. 03rd September 2019."

9. 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 Board of Directors hereby approves the the remuneration of Sh. Ajay Kumar Swarup (Managing Director), since 01st April 2018 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	₹ 4,33,333/- per month
HRA	₹ 2,16,667/- per month
Special Allowance	₹ 2,16,667/- per month
Variable Pay	₹ 2,16,667/- 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 10% 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.
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."

10. 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 Board of Directors hereby approves the remuneration of Sh. Shekhar Swarup (Joint Managing Director), since 01st April 2018 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	₹ 3,33,333/- per month
HRA	₹ 1,66,667/- per month
Special Allowance	₹ 1,26,267/- per month
Variable Pay	₹ 1,66,667/- per month
PF	₹ 40,000/- 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 10% 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.
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."

11. 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 Board of Directors hereby approves the remuneration of Dr. Bhaskar Roy (Executive Director), since 01st April 2018 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	₹ 2,32,226/- per month
HRA	₹ 1,16,113/- per month
Special Allowance	₹ 661/- per month
Variable Pay	₹ 1,16,667/- per month
Other Pay	₹ 1,17,667/- 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 10% 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.
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.
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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."

12. 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 Board of Directors hereby approves the remuneration of Sh. Manik Lal Dutta (Executive Director), since 01st April 2018 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	₹ 1,49,352/- per month
HRA	₹ 74,676/- per month
Special Allowance	₹ 37,633/- per month
Variable Pay	₹ 37,338/- per month
Other Pay	₹ 76,000/- 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 10% 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.
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."

13. 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 Rs.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, 2020, be and is hereby ratified."

14. 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 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or reenactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and

Takeovers) Regulations, 2011 and any amendment thereof and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot upto a maximum of 14,39,000 (Fourteen lakhs Thirty-nine Thousand) Fully Convertible Warrants ("Warrants") to be convertible at an option of Warrant holder in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each for cash at an issue price of ₹ 135.92/- per warrant (Rupees One hundred Thirty-five and Ninety-two paise only) or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants, to the below-mentioned any or all of the proposed allottees under the Promoter Group, in the manner as follows:

Sl. No.	Name of Proposed Allottee	Category	Maximum No. of Warrants to be allotted
1	Mr. Ajay Kumar Swarup	Promoter Group	A maximum of 14,39,000 warrants to be allotted to any or all of these proposed allottees under Promoter Group.
2	M/s Chandbagh Investments Ltd.	Promoter Group	
3	M/s Globus Infosys Pvt. Ltd.	Promoter Group	
4	Mr. Shekhar Swarup	Promoter Group	
5	Mr. Anoop Bishnoi	Promoter Group	
6	M/s Surabhi Family Trust (Represented by Trustees Mr. Ajay Kumar Swarup and Ms. Surabhi Bishnoi)	Promoter Group	
7	Mr. Bhupender Singh Bishnoi	Promoter Group	
8	Mr. Madhav Kumar Swarup	Promoter Group	
9	Smt. Saroj Rani Swarup	Promoter Group	
10	Mrs. Madhavi Swarup	Promoter Group	
11	Mrs. Roshani Bishnoi	Promoter Group	

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Warrants is Friday, August 02, 2019, i.e. the date, not being a weekend, and preceding to 30th day prior to the AGM date where special resolution from shareholders is proposed.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- Each Warrant held by the Proposed Warrant Allottee ("Warrant Holder") shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "Warrant Exercise Period").
- The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of conversion of the Warrants into equity shares.
- Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock—in for such period as may be prescribed under SEBI (ICDR) Regulations.
- Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- Warrants shall be issued and allotted by the Company only in dematerialized form.
- The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottee.
- In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

- The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board/Committee(s) of the Board or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to Stock Exchanges; filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, of the said Warrants, including making an offer to the proposed warrant allottees through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

- To consider and if thought fit, to pass with or without modification the following resolution as **Special 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 Unibev Limited, Subsidiary of the company, for their bottling operation to be carried out in Rajasthan unit of the company for bottling of maximum of 50,000 cases per month at arms length price.

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."

- To consider and if thought fit, to pass with or without modification the following resolution as **Special 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 its associate company M/s India Paryavaran Sahayak Foundation during the F.Y. 2019-20 for aggregating up to a maximum sum of ₹ 30 lakhs.

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.

- To consider and if thought fit, to pass with or without modification the following resolution as **Special 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 paying 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 sum of ₹ 4,00,000/- (excluding of GST) per month with a maximum increment of 10% per annum.

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.

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

Place : New Delhi
Date : 03/08/2019

(Santosh Kumar Pattanayak)
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK FORM OF PROXY IS SEPARATELY ANNEXED.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
4. A route map showing directions to reach the venue along with prominent landmarks of the 26th annual general meeting is given at the end of this notice
5. Members are requested to notify immediately any change in their address to the Registrar & Transfer Agent of the Company quoting their Folio Number to the following address:

**Link Intime India Pvt. Ltd.
Noble Heights, 1st Floor, Plot No. NH-2, LSC, C-1 Block,
Near Savitri Market, Janakpuri, New Delhi-110058**

6. 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 28th August, 2019 to 03rd September, 2019 (both days inclusive).
8. 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.
9. Electronic Copy of the Annual Report and the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode. Members are requested to get registered their e-mail ids with the Company or the Registrar and Share Transfer Agent for further communication.
10. 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 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime India Private Limited. ("LI IPL"):

The instructions for shareholders voting electronically are as under:

The voting period begins on 31st August 2019 at 9.00 A.M. and ends on 02nd September 2019 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 27th August 2019, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

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

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.

3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:**
Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:**
Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account Number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

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’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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 27th August 2019.

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.

11. 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. Shekhar Swarup	Ms. Ruchika Bansal	Sh. Santosh Kumar Bishwal	Sh. Vivek Gupta	Sh. Kunal Agarwal
Age	33 Years	39 Years	72 Years	51 years	32 Years
Qualifications	Degree in Business & Management from University of Bradford, UK	Commerce graduate from SRCC and PGDM (MBA)	B. Sc (Eng) Mech, M. Tech (IIT) (Industrial Engg & Operations Research)	B.Com (Hons) from Delhi University	A.B. (Hons.) degree in Economics from Harvard College
Expertise in specific functional area	A strategic planner and a marketer at heart, he started up the branded liquors division in the company.	She has specialization in corporate finance & business strategy and an expert in various fund raising activities.	He has vast experience in entire manufacturing process of distilleries & brewery units.	He is a prominent Industrialist & has over 25 years experience in the corporate sector.	He is an Industrialist & has experience in senior management in the corporate sector.
Date of appointment as Director of the Company	26.05.2012	28.03.2015	20.02.2007	03.08.2019	11.08.2012
Directorship of other companies #	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	Nil	i) M/s Odisha State Beverages Corporation Ltd. ii) M/s Unibev Limited	1. Delton Cables Ltd, 2. Vishranti Trading Enterprises Ltd., 3. B&M Trading & Investments Co. Ltd. 4. Saneh Industrial Investments Ltd. 5. Ram Kumar Gupta & Sons Ltd. 6. Delton International Ltd. 7. Modipon Limited	Nil
Chairman/ Member of Committees of other Companies	Nil	NIL	Member in Audit Committee of Odisha State Beverages Corporation Limited	Member in Audit Committee and Stakeholder Relationship Committee of Delton Cables Ltd, and Member of Audit Committee of Modipon Limited	Nil
No. of shares held*	6,10,776	Nil	NIL	NIL	Nil
Inter-se relationship with other Directors	Son of Sh. Ajay Kumar Swarup, (Managing Director)	NIL	NIL	NIL	Nil

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 31/03/2019.

12. The Company has paid the listing fees for year 2018-19 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. 5

Mr. Vivek Gupta, aged 51 years, has been appointed as Additional Director w.e.f. 03rd August 2019. As per the provisions of section 161 of the Companies Act, 2013, Mr. Vivek Gupta shall hold office as an Additional Director only upto the date of this AGM and is eligible for appointment as Director. As required, notice under section 160 of the Companies Act, 2013 has been received from a shareholder proposing the appointment of Mr. Sunil Chadha as Director of the company. Accordingly, the Board recommends the resolution to be passed by the shareholders as per the requirements of the Companies Act, 2013.

Brief Profile and educational qualification of Mr. Vivek Gupta is as below:-

- Mr. Vivek Gupta has got vast experience in finance and operations and has done B.com(Hons) from Rajhans College of Delhi.

None of the Directors, Key Managerial Personnel, Manager or their relatives except Mr. Vivek Gupta is interested in the resolution.

ITEM No. 6

Sh. Vivek Gupta (DIN 00035916), aged 51 years, has been appointed as Additional Director w.e.f. 03rd August 2019. His brief profile, educational qualification and other detailed information required to be disclosed pursuant to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 is given above as a part of AGM notice proposing the appointment of Sh. Vivek Gupta as Independent Director of the company for a period of 5 years w.e.f. 03rd September 2019. Accordingly, the Board recommends the resolution to be passed by the shareholders as per the requirements of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel, Manager or their relatives except Mr. Vivek Gupta is interested in the resolution.

ITEM No. 7

Sh. Santosh Kumar Bishwal, aged 67 years, Independent Director of our company is on the Board since 20th February 2007 and Pursuant to the applicability of Companies Act, 2013, he has been appointed as Independent Director for a consecutive period of 5 years w.e.f. 24th September 2014. His detail information required to be disclosed pursuant to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 is given above as a part of AGM Notice. Accordingly, the Board recommends the resolution to be passed by the shareholders as per the requirements of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives except Sh. Santosh Kumar Bishwal is interested in the resolution.

ITEM No. 8

Sh. Kunal Agarwal, aged 27 years, Independent Director of our company is on the Board since 11th August 2012 and Pursuant to the applicability of Companies Act, 2013, he has been appointed as Independent Director for a consecutive period of 5 years w.e.f. 24th September 2014. His detail information required to be disclosed pursuant to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 is given above as a part of AGM Notice. Accordingly, the Board recommends the resolution to be passed by the shareholders as per the requirements of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives except Sh. Kunal Agarwal is interested in the resolution.

ITEM No. 9

Your Board of Directors proposes to approve the remuneration of Sh. Ajay Kumar Swarup, the Managing Director of the company who has been appointed for a period of 5 years w.r.f. 01st December 2016. 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 of remuneration of Sh. Ajay Kumar 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. Ajay Kumar Swarup :

(1)	Background Details	He has over 35 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	2016-17 : ₹ 1,00,00,000/- 2017-18 : ₹ 1,08,00,000/- 2018-19 : ₹ 1,20,25,001/-
(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. 10

Your Board of Directors proposes to approve the remuneration of Sh. Shekhar Swarup, the Joint Managing Director of the company. 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 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. 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	2016-17 : ₹ 75,00,000/- 2017-18 : ₹ 81,00,000/- 2018-19 : ₹ 90,98,000/-
(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. 11

Your Board of Directors proposes to approve the remuneration of Dr. Bhaskar Roy, the Executive Director & CFO of the company. 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	2016-17 : ₹ 57,81,080/- 2017-18 : ₹ 50,86,400/- 2018-19 : ₹ 64,75,008/-
(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. 12

Your Board of Directors proposes to approve the remuneration of Sh. Manik Lal Dutta, Executive Director of the company. 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	2016-17 : ₹ 36,80,002/- 2017-18 : ₹ 35,77,206/- 2018-19 : ₹ 43,31,974/-
(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. 13

The Board of Directors at its meeting held on 07th May, 2019 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 31/03/2020, at a remuneration amounting to Rs.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. 13 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. 14

The Special Resolutions contained in Item No. 14 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, 2018, to issue and allot maximum upto 14,39,000 warrants convertible into equity shares to all or any of the proposed warrant allottees belonging to Promoter Group Category as mentioned in the resolution.

The said proposal has been considered and approved by the Board in their meeting held on August 03,2019. During the year 2018-19, there is no such preferential allotment of any kind has been made to any person. The offer for the proposed warrant issue as mentioned above in Items 14 shall be made by way of a common offer letter (PAS-4) to be issued to the Proposed Warrant Allottees. The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations, 2018 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

I. Objects of the issue through Preferential Offer

The proceeds of the Warrants issue are proposed to be used for augmenting of long term working capital requirements, for general corporate purposes and such other purpose as the Board may decide.

II. Intention of Promoters / Directors / Key Management Persons to subscribe to the offer

The entire preferential allotment of warrants is proposed to be made to the Promoters and/or Promoters' Group entity(ies) as mentioned above. Further no Director (except Director who is Promoter of the company) / Key Management Personnel intend to subscribe to the offer.

III. Shareholding pattern before and after the Preferential Issue

	Shareholder Category	Pre-Preferential Issue shareholding (as of 30-06-2019)		No. of Warrants to be allotted	Post-Preferential Issue shareholding (after conversion of CCCPS and Warrants into Equity shares)	
		No.	%		No.	%
A	Promoter's Holding					
	(i) Indian Promoters					
	a. Individual	4032165	14.00			
	b. Bodies Corporate	11832007	41.09			
	c. Others					
	Sub Total (i)	15864172	55.09	14,39,000	17303172	57.22
	(ii) Foreign Promoters					
	a. Individual	NIL	NIL		NIL	NIL
	b. Bodies Corporate					
	c. Others					
	Sub Total (ii)					
	Sub Total A ((i) + (ii))	15864172	55.09		17303172	57.22
B	Non Promoters Holding					
	Institutions					
	Mutual Fund/UTI / Alternate Investment Funds	300000	1.04		300000	0.99
	FIs/Banks	63818	0.22		63818	0.21
	FIs / Foreign Portfolio Investor	100600	0.35		100600	0.33
	Any Other :					
	Foreign Financial Institutions	--	--		----	----
	Non-institutions					
	Bodies Corporate	780862	2.71		780862	2.58
	Resident Individuals holding up to ₹ 2 lakhs	3803003	13.21		3803003	12.58
	Resident Individuals holding more than ₹ 2 lakhs	1771141	6.15		1771141	5.86
	Foreign Companies	5038168	17.49		5038168	16.66
	Others (including Clearing Members, NRI, HUF...etc)	1077504	3.74		1077504	3.56
	Sub Total (B)	12935096	44.91		12935096	42.78
	Grand Total (A+B)	28799268	100.00		30238268	100.00

Note: The post-issue shareholding pattern has been arrived on the assumption that all 14,39,000 Warrants would be converted into Equity Shares.

IV. Proposed time within which the allotment shall be completed

The allotment of Warrants and issue of CCCPS are proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at the general meeting or where the approval of any statutory authority is pending or required, the allotment will be completed within 15 days from date of receipt of such approval.

V. Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee and the percentage of post preferential issue :-

Name of the Proposed Allottee	Category	Present pre-issue shareholding	Proposed No. of warrants to be allotted	Post issue shareholding (Presuming full conversion of warrants into equity shares)	Ultimate Beneficial Owner
Mr. Ajay Kumar Swarup	Promoter Group	1720562 (5.97%)	Maximum of 14,39,000 warrants to be allotted all or any of the proposed allottees under Promoter Group as mentioned here.	Total Post issue shareholding under Promoters Group will be 17303172 shares (57.22%).	N.A.
M/s Chandbagh Investments Ltd	Promoter Group	11293153 (39.21%)			Mr. Ajay Kumar Swarup, Mrs. Madhavi Swarup & Mr. Shekhar Swarup
M/s Globus Infosys Private Limited	Promoter Group	538854 (1.87%)			Mr. Ajay Kumar Swarup & Mrs. Madhavi Swarup
M/s Surabhi Family Trust (Represented by Trustees Mr. Ajay Kumar Swarup and Ms. Surabhi Bishnoi)	Promoter Group	1426860 (4.95%)			N.A.
Mr. Shekhar Swarup	Promoter Group	691423 (2.40%)			N.A.
Mr. Anoop Bishnoi	Promoter Group	192960 (0.67%)			N.A.
Mr. Madhav Kumar Swarup	Promoter Group	60 (0.00%)			N.A.
Mrs. Madhavi Swarup	Promoter Group	60 (0.00%)			N.A.
Smt. Saroj Rani Swarup	Promoter Group	60 (0.00%)			N.A.
Mr. Bhupender Singh Bishnoi	Promoter Group	90 (0.00%)			N.A.
Mrs. Roshani Bishnoi	Promoter Group	90 (0.00%)	N.A.		

The post preferential allotment percentage holding has been arrived on the assumption that all Warrants and CCCPS would be converted into equity shares. In case any of the aforesaid promoters, if for any reason, do not subscribe to the warrants or subscribe less, the shortfall if any, would be recouped by the other promoters of the Company. Subscribing to warrants by the promoters may depend upon the Investor subscribing to the proposed issuance of CCCPS by the Company. The proposed allottees have not sold any shares during the 6 months period prior to the relevant date.

VI. Undertaking with respect to Re-computation of Issue price

The Company undertakes to re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.

The Company further undertakes that if applicable under the provisions of SEBI (ICDR) Regulations if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations the above specified Securities shall continue to be locked in till the time such amount is paid by the allottees.

VII. Relevant Date

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for the purpose of computation of issue price of the said Warrants has been reckoned as Friday, August 02, 2019, i.e the date, not being a weekend, and preceding to 30th day prior to the AGM date where special resolution from shareholders is proposed.

VIII. Lock In period

In terms of the SEBI (ICDR) Regulations, 2018, allotment of Warrants and Equity Shares allotted on exercise of such Warrants issued on preferential basis to promoters shall be subject to prescribed lock-in-period in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

IX. Tenure of Warrants and CCCPS

The Warrants/ CCCPS may be exercised at the option of the holder within 18 months from the date of its allotment.

X. Issue Price

The price at which each Warrant to the Promoters will be issued will be at Rs.135.92/- per Warrant or such other higher price as may be determined in accordance with the chapter V of SEBI (ICDR) Regulations, 2015. Since, the Equity Shares of the Company are listed on BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) and are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at NSE. Therefore, in terms of Regulation 164 of the SEBI ICDR Regulations, the Issue Price has been computed as Rs.135.92/- per Warrant or such other higher price as may be determined in accordance with the chapter V of SEBI (ICDR) Regulations, 2015.

XI. Terms of payment of Warrants

25% of the issue price of the equity shares to be issued on exercise of the Warrants will be paid on the date of allotment of the Warrants. In case the option to convert Warrants into equity shares is not exercised within 18 months from the date of its allotment, this amount shall be forfeited.

The balance 75% of the issue price is payable at the time of allotment of the equity shares pursuant to the exercise of the Warrant.

XII. Other terms of Warrants

Each Warrant will represent the right to subscribe to 1 (one) equity share of face value of Rs. 10 each. Equity shares to be allotted on conversion / exercise of right attached to the Warrants issued in terms of this resolution shall rank **pari-passu** inter-se and with then existing equity shares of the Company in all respects including dividend.

XIII. Statutory Auditor's Certificate

The Company is obtaining a certificate from the Statutory Auditor of the Company that above issue is being made in accordance with the requirements contained in the aforesaid SEBI (ICDR) Regulations. A copy of which shall be placed before the shareholders at the meeting and will be open for inspection at the Registered Office of the Company on any working day during business hours prior to the date of the Annual General Meeting.

XIV. Consequential Changes in the Voting Rights and Change in Management

The proposed allotment on preferential basis, if made, will not result in change in management or control of the Company as per the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof. However voting rights will change post its conversion into equity shares in tandem with the shareholding pattern.

XV. Disclosure with regard to the names of the issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

XVI. Report of Registered Valuer

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares, Warrants and Equity Shares arising on exercise of the Warrants under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

XVII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolutions.

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions except Shri Ajay Kumar Swarup and Sh. Shekhar Swarup.

Accordingly, consent of the members is sought for approving the Special Resolution as set out in Item No. 14 for approval by the shareholders at the ensuing Annual General Meeting of the Company.

ITEM No. 15

Your Board of Directors at their meeting held on 03rd Aug, 2019 approved for related party transaction with M/s Unibev Limited for the bottling operation to be carried out in the factory of the company up to a maximum of 50,000 cases per month at arms length price determined by market dynamics and Govt. policies from time to time. In terms of the provisions of section 185 read with section 186 of Companies Act 2013 along with the rules made there under, the approval of the shareholders of the Company by passing special resolution is required for providing such loans and advances to its subsidiary. 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 Special 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, Mr. Shekhar Swarup, Dr. Bhaskar Roy and Mr. Santosh Kumar Bishwal, and their relatives being directors in both the companies.

ITEM No. 16

Your Board of Directors at their meeting held on 03rd August, 2019 approved for the proposed related party transaction of executing various CSR activities and other related services with its associate company M/s India Paryavaran Sahayak Foundation up to a maximum amount of Rs.30laks for the FY 2019-20. 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 special 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 Special Resolution as set out in Item No. 16 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. 17

Your Board of Directors at their meeting held on 08th Aug, 2019 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 sum of ₹ 4,00,000/- (Rupees Four Lakhs only) per month. 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 special 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 Special Resolution as set out in Item No. 17 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.

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 2016-17	Financial Year 2017-18	Financial Year 2018-19
Sales	78912.38	96901.59	107346.87
Other Income	443.21	548.44	795.21
Total Income	79355.59	97450.03	108142.08
Expenditure	73291.22	89962.87	97924.88
Depreciation	3809.40	3619.09	3610.68
Interest	1752.22	2713.61	2630.53
Profit / (Loss) before exceptional items and tax	502.75	1154.46	3975.99
Provision for taxation (including Deferred tax)	(399.18)	452.00	919.16
Profit / (Loss) after tax	901.93	702.46	3056.83

(5).	Export performance based on the given indicators	During the year 2018-19, total export performance were ₹ 49.37 crores.
(6).	Foreign investments or collaborators, if anyNot Applicable....

ANNEXURE - 2

III) Other Information:

(1)	Reasons of inadequate profits	The financial performance of GSL was affected due to the high input costs especially raw materials cost. 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	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 : 03/08/2019

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

(Santosh Kumar Pattanayak)
Company Secretary



GLOBUS SPIRITS LIMITED
CIN: L74899DL1993PLC052177

Registered Office: F-0, Ground Floor, The Mira Corporate Suites, Plot No.1&2, Ishwar Nagar, Mathura Road, NEW DELHI-110065
Ph : 011-66424600, Fax:011-66424629, E-mail:corporateoffice@globusgroup.in, website:www.globusspirits.com

PROXY FORM

Name of the Member (s) :	Registered Address :
E-mail ID :	Folio No./Client ID :
DP ID :	No. of Shares :

I/We of being a member/members of M/s Globus Spirits Limited do hereby appoint of or failing him/her of as my/our proxy to attend and vote for me/us on my/our behalf at the 26th Annual General Meeting of the Company to be held on Tuesday, the 03rd September, 2019 at 11:15 A.M. at the Auditorium of India Islamic Cultural Centre, 87-88, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below :

I/We hereby record my / our voting as marked (v)

Item No.	Particulars	For	Against
1	Adoption of Consolidated & Standalone Audited Annual Accounts and Reports thereon for the year ended 31 st March 2019.		
2	Re-appointment of Mr. Shekhar Swarup as Director who retires by rotation.		
3	Re-appointment of Ms. Ruchika Bansal as Director who retires by rotation.		
4	Appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors.		
5	Appointment of Mr. Vivek Gupta as director of the company who was appointed as Additional Director during the year.		
6	Appointment of Mr. Vivek Gupta as Independent Director of the company for the 2 nd term of his appointment for another period of 5 years.		
7	Appointment of Mr. Santosh Kumar Bishwal as Independent Director of the company for the 2 nd term of his appointment for another period of 5 years.		
8	Appointment of Mr. Kunal Agarwal as Independent Director of the company for the 2 nd term of his appointment for another period of 5 years.		
9	Special Resolution for Approval of Remuneration of Mr. Ajay Kumar Swarup, Managing Director of the company		
10	Special Resolution for Approval of Remuneration of Mr. Shekhar Swarup, Joint Managing Director of the company.		
11	Approval of Remuneration of Dr. Bhaskar Roy, Executive Director of the company.		
12	Approval of Remuneration of Mr. Manik Lal Dutta, Executive Director of the company.		
13	Approval for payment of remuneration to M/s JSN & Co, Cost Auditor of the company.		
14	Special Resolution for approval for issuance of maximum of 14,39,000 warrants convertible into equity shares on preferential basis to the promoters group.		
15	Special Resolution for approval of entering into related party transaction with the subsidiary of the company M/s Unibev Limited.		
16	Special Resolution for approval of entering into related party transaction with M/s India Paryavaran Sahayak Foundation.		
17	Special Resolution for approval of entering into related party transaction with M/s Rambagh Facilities Services LLP.		

Date..... Signature(s).....

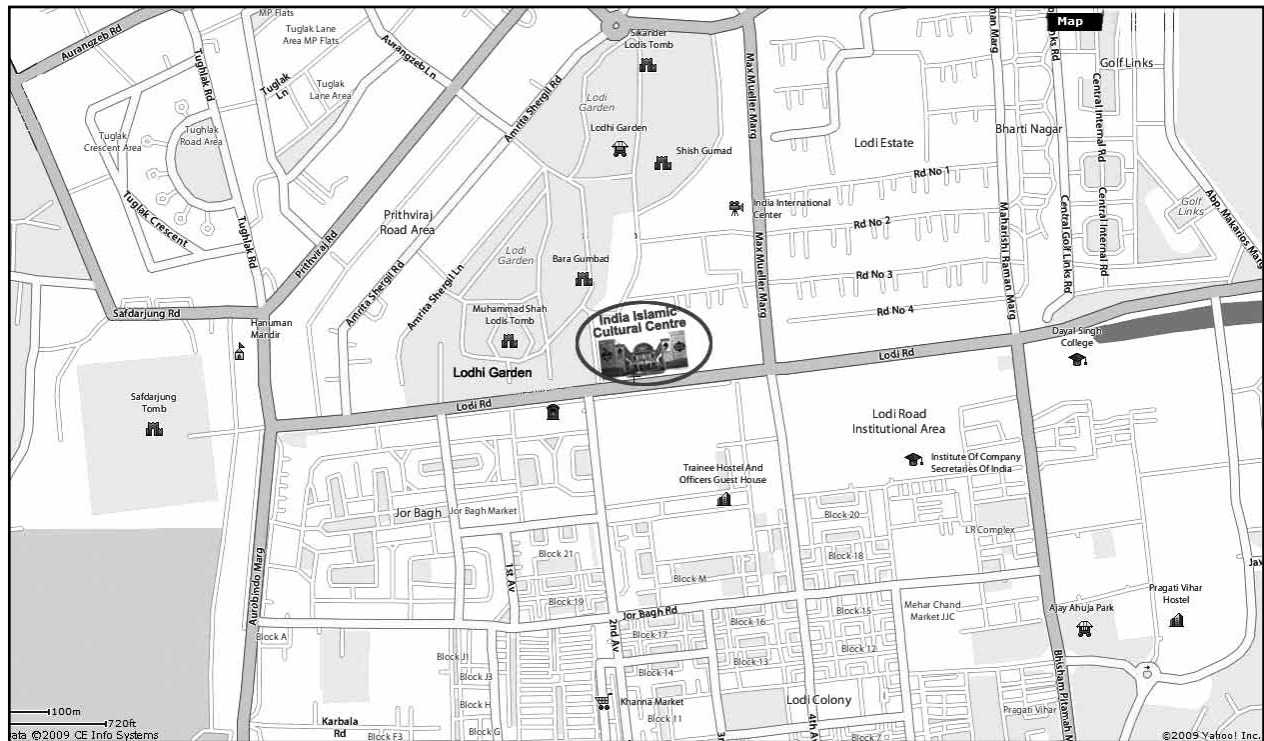
Revenue
Stamp

Note: This Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time for commencement of the Meeting.

* Applicable for investors holding shares in demat form.

Venue Map
Auditorium of India Islamic Cultural Centre,
87-88, Lodhi Road, New Delhi-110003

26th Annual General Meeting
Globus Spirits Limited



Globus Spirits

GLOBUS SPIRITS LIMITED

CIN: L74899DL1993PLC052177

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