



Globus Spirits Limited

CIN: L74899DL1993PLC052177

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Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Company is seeking the Members' Consent to pass the proposed Resolution appended below by way of Postal Ballot.

The Board of Directors has appointed Shri Sundeep Kumar Parashar, FCS, Company Secretary in practice, proprietor of SKP & Co, Company Secretaries, having their office at 2F CS 03, Ansal Corporate Suites, Ansal Plaza, Sector-1, Vaishali-201010 in NCR Delhi, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.

As per General Circular No. 11/2022 of Ministry of Corporate Affairs (MCA) and other previous relevant Circulars as stated in the said General Circular, the Company only offers e-voting option to all the shareholders and accordingly notice is being sent to the shareholders. The Members are requested to carefully read the instructions printed on this Postal Ballot Notice to cast their vote using the e-voting facility, the details whereof are specified under instructions for e-voting as contained under 'Notes'.

Members of the Company are, hereby, requested to peruse the following proposed Resolutions along with the Explanatory Statements and thereafter record their assent or dissent by means of remote e-voting facility only.

Special Business:

- 1. To appoint Mr. Ajay Bhaskar Baliga as a Non-executive Director of the company :
To consider and if thought fit to pass the following resolution as Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152, and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 and/or other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”),

Mr. Ajay Bhaskar Baliga (DIN:00030743), who was appointed as an Additional Director (Non-Executive) of the Company in the meeting of the Board of Directors held on 14th day of November, 2022, pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Non-executive Director, be and is hereby appointed as Non-executive Director of the Company, whose period shall be determined by liable to retire by rotation.”

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

Place : New Delhi
Date : 14/11/2022

Sd/-
(Santosh Kumar Pattanayak)
Company Secretary

Notes:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and the reasons thereto is annexed hereto.
2. The remote e-voting period commences on January 13 2023 at 9 am (IST) and ends on February 11 2023 at 5pm (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the members of the Company holding shares in physical form or in Dematerialised form, as on the cut-off date, being January 06 2023, may cast their vote by electronic means in the manner and process as set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a Resolution is cast by the member, the member will not be allowed to change it subsequently.
3. The Board of Directors has appointed Shri Sundeep Kumar Parashar, FCS, Company Secretary in Practice, proprietor of SKP & Co., Company Secretaries, as the Scrutinizer for conduction this Postal Ballot voting process in a fair and transparent manner. His full address is 2F CS 03, Second Floor, Ansal Corporate Suites, Ansal Plaza, Sector-1, Vaishali, Ghaziabad-201010.
4. The Scrutinizer will submit his report after completion of the Postal Ballot process.
5. The results of the Postal Ballot will be announced by the Chairman on 13th day of February, 2023. The result shall also be announced to the Stock Exchanges where equity shares of the Company are listed. The result will also be put on the Company’s website www.globusspirits.com. The resolution, if approved by requisite majority, will be taken as passed effectively on the last date specified for e-voting.

6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 11/2022 of Ministry of Corporate Affairs (MCA) and other previous relevant Circulars as stated in the said General Circular, the Company offers e-voting option to all the shareholders. For this purpose, the Company has made necessary arrangement with Link Intime (India) Private Limited (LIPL) for facilitating e-voting for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is the only option for this Postal Ballot Process.

7. Remote e-Voting Instructions for shareholders :-

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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-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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easy / Easiest, 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.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. 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 i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide '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).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders 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”.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act,2013)

Item No. 1.

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Shri Ajay Bhaskar Baliga (DIN:00030743), as an Additional Director (Non-Executive) in its meeting held on the 14th day of November, 2022, who is liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 to hold office up-to the date of ensuing Annual General Meeting of the Company.

The Board noted that Shri Ajay Bhaskar Baliga's skills, knowledge and experience are aligned to the role and capabilities and that he is eligible for appointment as a Non-executive Director..

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention for proposing the candidature of Shri Ajay Bhaskar Baliga, for the office of Non-executive Director of the Company.

Mr. Baliga, a Chemical Engineer by qualification, is presently a freelance Operations Consultant with over 40 years of experience in the Alcobev space in various roles, starting from factory management and production control to ultimately end-to-end global supply solutions for Mainstream Spirits for Diageo Plc, the global leader in beverage alcohol. Earlier Mr. Baliga was an Executive Director for Allied Blenders and Distillers Private Ltd., a manufacturer & marketer of spirits brands based in Mumbai, India, till Jan'20. Before this, he served as the Global Supply Director - Mainstream Spirits for Diageo, the global leader in beverage alcohol. He has in the past worked for United Spirits Limited (USL) and Shaw Wallace & Company Ltd., both in executive and senior management roles. He has served as a Managing Director of a Brewery, been Director on the Board of Subsidiaries, served on the Executive Committee of United Spirits Ltd. - A Diageo Group Company and thereafter on the Global Supply Executive Committee of Diageo Plc.

His areas of expertise lie in General Management, Supply, Procurement & Sourcing, Regulatory & Compliance, Innovation & Renovation, Operations Excellence, Technical, Projects & Acquisitions within the Indian and global space. Ajay's long years of association with the Indian alcobev space lends to his extensive knowledge, interest & insights on trends, consumer behaviour, market dynamics & regulatory framework for market penetration & development.

The Board is of the opinion that Shri Ajay B Baliga's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making.

The Board of Directors recommends the appointment of Shri Ajay B Baliga as a Non-executive Director of the Company, whose period shall be determined by liable to retire by rotation during the term.

Save and except Shri Ajay B Baliga and his relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Your directors recommend the Resolution set out in Item No.1 as an Ordinary Resolution for your approval.

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT IN ACCORDANCE WITH THE SECRETARIAL STANDARDS (“SS-2”) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name	Sh. Ajay Bhaskar Baliga
Age	64 years
DIN	00030743
Date of First Appointment on the Board	14 th November 2022
Qualifications	Chemical Engineer
Nature of Expertise & Experience	Mr. Baliga, is presently a freelance Operations Consultant with over 40 years of experience in the Alcobev space in various roles, starting from factory management and production control to ultimately end-to-end global supply solutions for Mainstream Spirits for Diageo Plc, the global leader in beverage alcohol. Earlier Mr. Baliga was an Executive Director for Allied Blenders and Distillers Private Ltd., a manufacturer & marketer of spirits brands based in Mumbai, India, till Jan’20. Before this, he served as the Global Supply Director - Mainstream Spirits for Diageo, the global leader in beverage alcohol. He has in the past worked for United Spirits Limited (USL) and Shaw Wallace & Company Ltd., both in executive and senior management roles. He has served as a Managing Director of a Brewery, been Director on the Board of Subsidiaries, served on the Executive Committee of United Spirits Ltd. - A Diageo Group Company and thereafter on the Global Supply Executive Committee of Diageo Plc.
Skills & Capabilities	His areas of expertise lie in General Management, Supply, Procurement & Sourcing, Regulatory & Compliance, Innovation & Renovation, Operations Excellence, Technical, Projects & Acquisitions within the Indian and global space. Ajay’s long years of association with the Indian alcobev space lends to his extensive knowledge, interest & insights on trends, consumer behaviour, market dynamics & regulatory framework for market penetration & development.
Relationship with other Director / KMP	Not related to any Director / KMP
Terms & Conditions of Appointment	It is proposed to appoint Sh. Ajay Bhaskar Baliga as a Non-executive Director, whose period shall be determined by liable to retire by rotation.

Remuneration Last Drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2021-22	Not Applicable
Directorship held in other companies	<ol style="list-style-type: none"> 1. E.I.D. Perry (India) Limited 2. Next Century Spirits India Pvt. Ltd. 3. Ramco Industries Limited
Listed entities from which resigned in the past 3 years	NIL
Memberships/ Chairmanships of the committees of the Board of Directors of the company	NIL
Memberships/ Chairmanships of the committees of the Board of Directors of the Other company	<u>E.I.D. Perry (India) Limited</u> Chairman : Nomination & Remuneration Committee Member : Audit Committee Member : Risk Management Committee <u>Ramco Industries Limited</u> Member : Audit Committee Member : Risk Management Committee
No. of shares in the company	125

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

Place : New Delhi
Date : 14/11/2022

Sd/-
(Santosh Kumar Pattanayak)
Company Secretary