



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 Seventh Annual General Meeting** of the Members of M/s Globus Spirits Limited will be held on Monday, 28th September, 2020 at 01:00 P.M. at the Registered office of the company through Video conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of The Companies Act, 2013 (“Act,2013”) and Ministry of Corporate Affairs (MCA) General Circular No.14/2020 and 17/2020 dated 08th April 2020 and 13th April 2020 respectively and also SEBI Circular no.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 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 2020 including audited Balance Sheet as at 31st March, 2020, 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 declare dividend of Re.1/-, i.e. 10% per Equity Shares of Rs.10/- each of the company for the financial year ended March 31, 2020.
3. To appoint a Director in place of Dr. Bhaskar Roy, who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Manik Lal Dutta, who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

5. 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(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), Ms. Ruchika Bansal (DIN 06505221), Director of the Company, be and is hereby re-designated and appointed as an Independent Director of the Company to hold office for a term of five consecutive financial years till 31/03/2025.”

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

RESOLVED THAT pursuant to the provisions of Section(s) 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 (corresponding to Sections 269, 198, 309, 311 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to the approval of the Central Government and other statutory approvals, if required, and pursuant to the provisions of Article of Association of the company, the Board of Directors hereby approves the the remuneration of Sh. Ajay Kumar Swarup (Managing Director), since 01st April 2020 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	Rs.7,29,167/- per month
HRA	Rs.3,64,583/- per month
City Compensatory Allowance	Rs.3,64,583/- per month
Variable Pay	Rs.3,64,583/- per month
Earned / Privilege Leave	As per company's rules and regulations
Provisions for Increment	Such rate as determined by the Board subject to maximum of 20% p.a.
Perquisites : In addition to the above Sh. Ajay Kumar Swarup will be entitled to the following perquisites restricted to an amount to be decided by the Board of Directors. Unless the context otherwise requires the perquisites are classified as follows:-	
Retirement Benefits	Provident Fund/Gratuity/Superannuation Fund shall be payable in accordance with the Rules and Regulations of the company.
Medical Reimbursement	Entire expenditure incurred by Sh. Ajay Kumar Swarup and his family at actual.
Performance Incentive	Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company subject to maximum of Rs.50lakhs p.a.
Fees / Subscription for various Business Development Programme	Fees / subscription to be paid in actual towards undergoing various Business Developments courses / programme offered by any institution/university whether in India or abroad.
Club Fees	Subscription fees of two clubs and Reimbursement of expenses at actual as per the policy of the company.
Provision of Car	Car with Driver for use of company's business purpose and for private purpose.
Insurance	Premium as per the rules of the company covered under Group Term Life Insurance / Group Medical Policy and Personal Accident Insurance.
Telephone/Internet Expenses	Expenditure incurred on telephone calls and internet for business and private purpose shall be reimbursed at actual.

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

7. 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 2020 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	Rs.6,25,000/- per month
HRA	Rs.3,12,500/- per month
City Compensatory Allowance	Rs.2,72,500/- per month
Variable Pay	Rs.3,12,500/- per month
PF	Rs.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 20% p.a.
Perquisites : In addition to the above Sh. Shekhar Swarup will be entitled to the following perquisites restricted to an amount to be decided by the Board of Directors. Unless the context otherwise requires the perquisites are classified as follows:-	
Retirement Benefits	Provident Fund/Gratuity/Superannuation Fund shall be payable in accordance with the Rules and Regulations of the company.
Medical Reimbursement	Entire expenditure incurred by Sh. Shekhar Swarup and his family at actual.
Performance Incentive	Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company subject to maximum of Rs.50lakhs p.a.
Fees / Subscription for various Business Development Programme	Fees / subscription to be paid in actual towards undergoing various Business Developments courses / programme offered by any institution/university whether in India or abroad.
Club Fees	Subscription fees of two clubs and Reimbursement of expenses at actual as per the policy of the company.
Provision of Car	Car with Driver for use of company's business purpose and for private purpose.
Insurance	Premium as per the rules of the company covered under Group Term Life Insurance / Group Medical Policy and Personal Accident Insurance.
Telephone/Internet Expenses	Expenditure incurred on telephone calls and internet for business and private purpose shall be reimbursed at actual.

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

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

RESOLVED THAT pursuant to the provisions of Section(s) 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 (corresponding to Sections 269, 198, 309, 311 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to the approval of the Central Government and other statutory approvals, if required, and pursuant to the provisions of Article of Association of the company, the Board of Directors hereby approves the remuneration of Dr. Bhaskar Roy (Executive Director), since 01st April 2020 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	Rs.2,82,240/- per month
HRA	Rs.1,41,120/- per month
City Compensatory Allowance	
Variable Pay	Rs.1,41,120/- per month
Other Pay / Allowances	Rs.1,41,120/- per month
Earned / Privilege Leave	As per company's rules and regulations
Provisions for Increment	Such rate as determined by the Board subject to maximum of 20% p.a.
Perquisites : In addition to the above Dr. Bhaskar Roy will be entitled to the following perquisites restricted to an amount to be decided by the Board of Directors. Unless the context otherwise requires the perquisites are classified as follows:-	
Retirement Benefits	Provident Fund/Gratuity/Superannuation Fund shall be payable in accordance with the Rules and Regulations of the company.

Performance Incentive	Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company.
Provision of Car	Car with Driver for use of company's business purpose and for private purpose.
Insurance	Premium as per the rules of the company covered under Group Term Life Insurance / Group Medical Policy and Personal Accident Insurance.

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

9. 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	Rs.1,84,576/- per month
HRA	Rs.92,288/- per month
City Compensatory Allowance	Rs.17,304/- per month
Variable Pay	Rs.69,216/- per month
Other Pay / Allowances	Rs.98,056/- per month
Earned / Privilege Leave	As per company's rules and regulations
Provisions for Increment	Such rate as determined by the Board subject to maximum of 20% p.a.
Perquisites : In addition to the above Mr. Manik Lal Dutta will be entitled to the following perquisites restricted to an amount to be decided by the Board of Directors. Unless the context otherwise requires the perquisites are classified as follows:-	
Retirement Benefits	Provident Fund/Gratuity/Superannuation Fund shall be payable in accordance with the Rules and Regulations of the company.
Performance Incentive	Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company.
Provision of Car	Car with Driver for use of company's business purpose and for private purpose.
Insurance	Premium as per the rules of the company covered under Group Term Life Insurance / Group Medical Policy and Personal Accident Insurance.

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

10. 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, 2021, be and is hereby ratified.”

11. 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.”

12. 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 2020-21 for aggregating up to a maximum sum of Rs.40lakhs.

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.

13. 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 and leasing and maintenance charges of the office premises situated at D-26, Sector-3, Noida, U.P for a sum of Rs. 5,40,000/- (excluding of GST) per month with a maximum increment of 10% per annum for another term of 5 years till 31st March 2025.

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 : 24/08/2020

(Santosh Kumar Pattanayak)
Company Secretary

NOTES:

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively (collectively referred to as “MCA Circulars”) and also SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted holding of the Annual General Meeting (“the Meeting/AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act, 2013”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM..

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

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

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

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

In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2019-20 and Notice of the 7th AGM of the Company, *inter alia*, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose e-mail IDs are registered with the Company’s Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company’s website www.globusspirits.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

Pursuant to the provisions the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA General Circular No. 14/2020 dated April 08, 2020, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address skp@skpc0.in

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

The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per

the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank). Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar & Share Transfer Agent of the Company in case of the shares are held in physical form.

Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL) Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410592; Fax No.: +91-11-41410591; Email: delhi@linkintime.co.in) for reply to their queries/redressal of complaints, if any, or contact at the Registered Office of the Company (Phone No.: +91-11-66424600; Email: corporateoffice@globusgroup.in or ir@globusgroup.in).

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

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

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

The record date for the purpose of e-voting and dividend distribution is 21st September 2020 and the Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2020 to 28th September, 2020 (both days inclusive).

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

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

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime India Private Limited. ("LIPL"):

The instructions for shareholders voting electronically are as under:

The voting period begins on 25th September 2020 at 9.00 A.M. and ends on 27th September 2020 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 21st September 2020, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

Remote e-Voting Instructions for shareholders:

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

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

✦ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. **User ID:** Enter your User ID

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
 - Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
 - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- ✦ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ✦ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL 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.

If you have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars

of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- 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 the 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”.

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

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

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

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

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

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

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

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

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

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

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

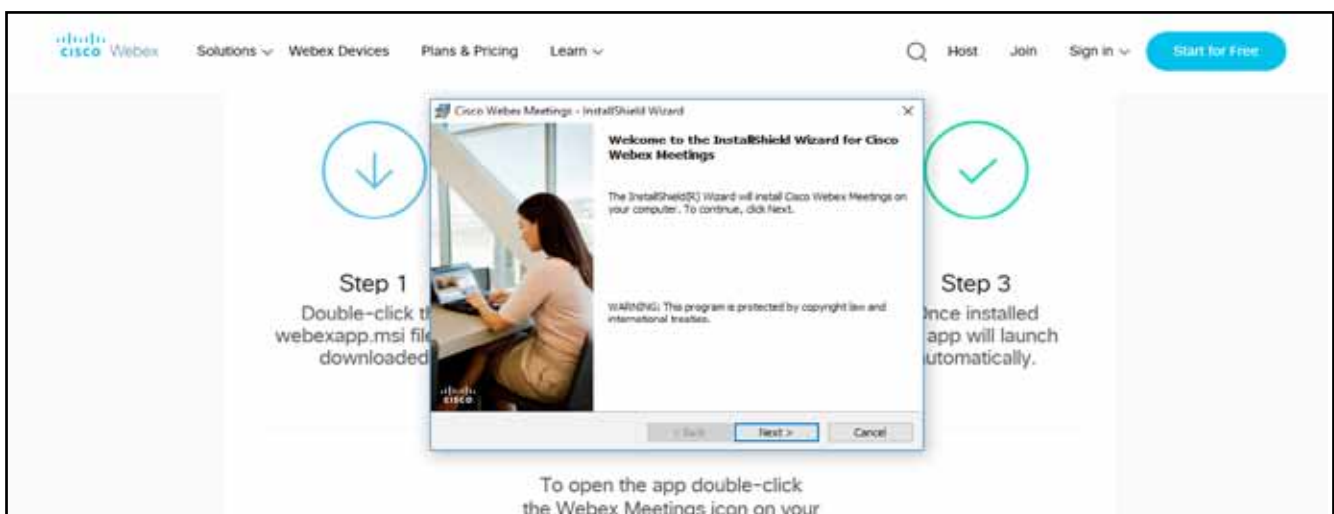
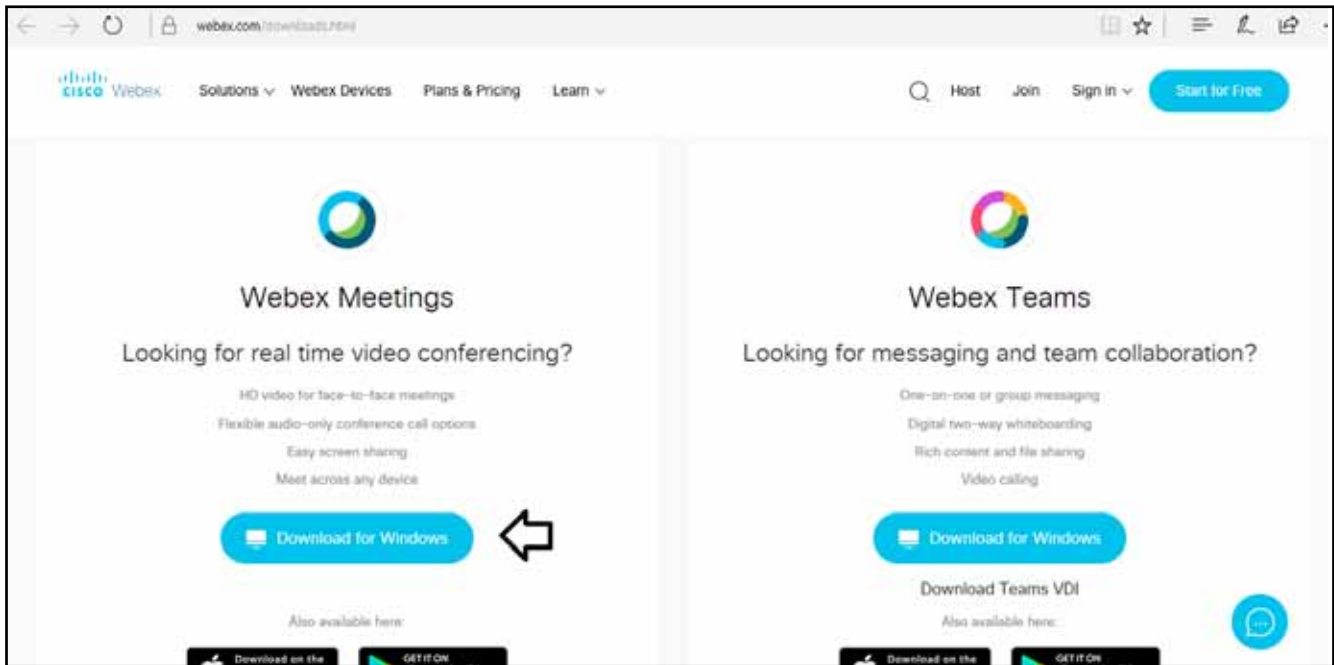
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

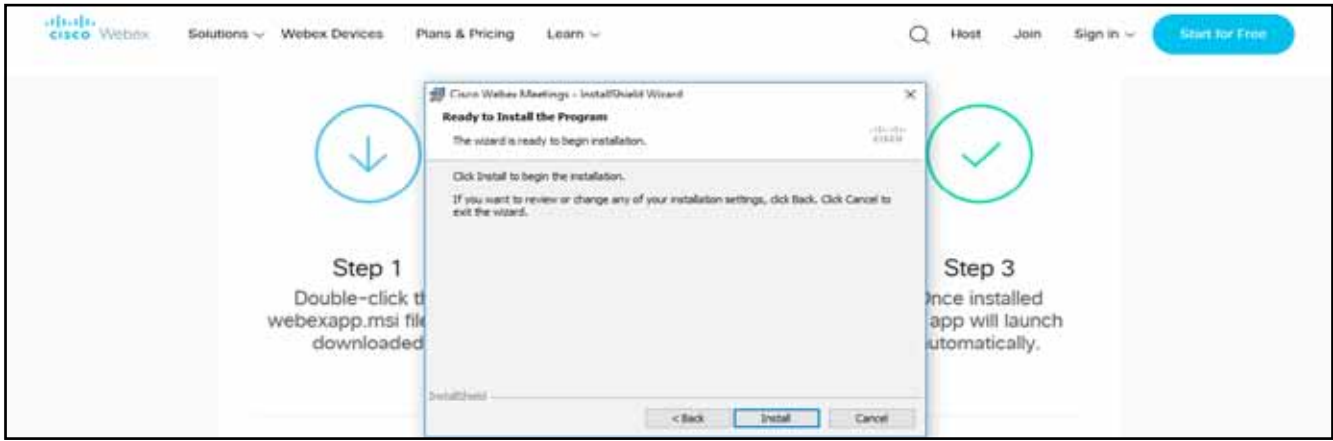
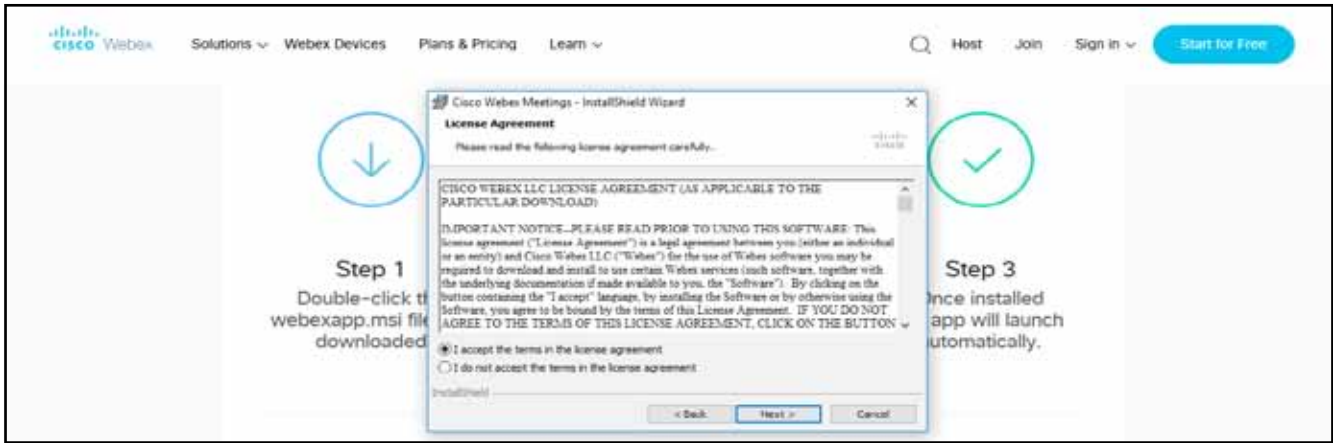
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

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

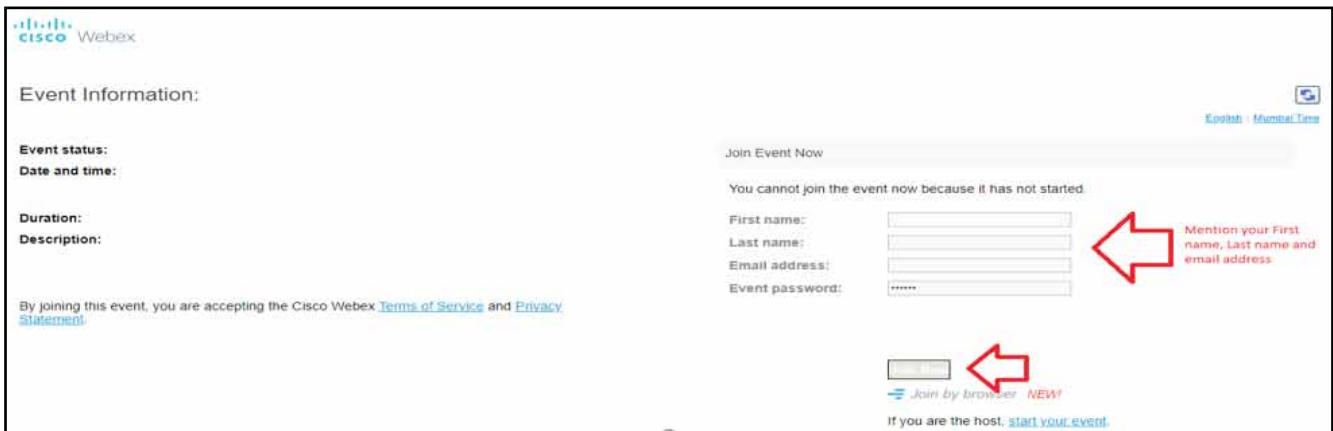
a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





or

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



❖ **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 LI IPL: <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 21st September 2020.

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

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

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

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

Name	Dr. Bhaskar Roy	Ms. Ruchika Bansal	Sh. Manik Lal Dutta
Age	57 Years	40 Years	74 Years
Qualifications	M.Com, FCA, PHD	Commerce graduate from SRCC and PGDM (MBA)	M. Tech, PGDBM
Expertise in specific functional area	He has vast experience in Strategic Financial Planning & controlling, Fund Management, Accounts, Auditing, Budgeting and MIS and operations etc.	She has specialization in corporate finance & business strategy and an expert in various fund raising activities.	He is the overall in-charge and responsible for production, planning, Procurement, CL/IMFL blends, brand development etc.
Date of appointment as Director of the Company	22.10.2009	28.03.2015	01.08.2006

Directorship of other companies #	1. M/s Globus Spirits (Jharkhand) Ltd. 2. M/s Globus Trois Freres India Ltd. 3. M/s Unibev Limited	Nil	Nil
Chairman/Member of Committees of other Companies	Nil	NIL	NIL
No. of shares held*	100	Nil	2100
Inter-se relationship with other Directors	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 31/03/2020.

2. The Company has paid the listing fees for year 2019-20 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

Ms. Ruchika Bansal, aged 40 years, Non-executive Director of our company is on the Board since 28th March 2015. His detail information required to be disclosed pursuant to SEBI (Listing Obligation and Disclosure Regulations), 2015 is given above as a part of AGM Notice is proposed to be re-designated and appointed as Independent Director for the 1st terms of consecutive 5 financial years till 31/03/2025. 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 Ms. Ruchika Bansal is interested in the resolution.

Brief Profile and educational qualification of Ms. Ruchika Bansal is as below:-

- Ruchika Bansal is a management consultant with over 15 years experience, specializing in corporate finance and business strategy. Ruchika started her career in financial research working with global investment banking and private equity clients. Subsequently, she worked as an investment banker advising companies in areas of mergers & acquisitions (cross-border and domestic) and private equity syndication. Ruchika is a Commerce graduate from SRCC and PGDM (MBA) from MDI Gurgaon..

None of the Directors, Key Managerial Personnel, Manager or their relatives except Ms. Ruchika Bansal is interested in the resolution.

ITEM No. 6

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 38 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	2017-18 : Rs.1,08,00,000/- 2018-19 : Rs.1,20,25,001/- 2019-20 : Rs.1,70,57,504/-
(3)	Recognition or Awards	Nil
(4)	Job Profile & Proposed Remuneration	He is responsible for overall business operations and growth of the company and his proposed remuneration is as mentioned in the Resolution.
(5)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Mr. Ajay Kumar Swarup.
(7)	Relationship	Sh. Ajay Kumar Swarup is the father of Sh. Shekhar Swarup, Joint Managing Director of the Company.

III) Other Information: Refer Annexure - 2

IV) Disclosures:

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

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

ITEM No. 7

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 Special Resolution in the General Meeting of the company. Accordingly, the Board recommends the resolution to be passed by the shareholders as per the requirements of the Companies Act, 2013.

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

I) General Information : Refer Annexure - 1

II) Information about Sh. Shekhar Swarup :

(1)	Background Details	He has over 14 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.
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(2)	Past Remuneration	2017-18 : Rs.81,00,000/- 2018-19 : Rs.90,98,000/- 2019-20 : Rs.1,45,75,000/-
(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. 8

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 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 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	2017-18 : Rs.50,86,400/- 2018-19 : Rs.64,75,008/- 2019-20 : Rs.73,99,306/-
(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. 9

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 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. 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	2017-18 : Rs.35,77,206/- 2018-19 : Rs.43,31,974/- 2019-20 : Rs.48,18,886/-
(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. 10

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 31/03/2021, 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. 10 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. 11

Your Board of Directors at their meeting held on 16th June, 2020 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. 11 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. 12

Your Board of Directors at their meeting held on 16th June, 2020 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.40lakhs for the FY 2020-21. 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. 12 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. 13

Your Board of Directors at their meeting held on 16th June, 2020 and 24th August 2024 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 and for maintenance and leasing of office premises located at D-26, Sector-3, Noida for a total sum of Rs.5,40,000/-(excluding GST) per month with an increment of 10% p.a. for another period of 5 years till 31/03/2025. 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:

(Rs. Lakhs)

Particulars	Financial 2017-18	Year	Financial 2018-19	Year	Financial 2019-20	Year
Sales	96901.59		107346.87		125450.52	
Other Income	548.44		795.21		482.92	
Total Income	97450.03		108142.08		125933.44	
Expenditure	89962.87		97924.88		112143.67	
Depreciation	3619.09		3610.68		3785.96	
Interest	2713.61		2630.53		2352.42	
Profit / (Loss) before exceptional items and tax	1154.46		3975.99		7651.39	
Provision for taxation (including Deferred tax)	452.00		919.16		1720.18	
Profit / (Loss) after tax	702.46		3056.83		5931.21	

(5).	Export performance based on the given indicators	During the year 2019-20, total export performance were Rs.19.82crores.
(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.

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

Place : New Delhi
Date : 24/08/2020

(Santosh Kumar Pattanayak)
Company Secretary