



**Globus Spirits**

**GLOBUS SPIRITS LIMITED**

Regd. Office: A-46, Friends Colony (East), New Delhi-110065  
Corporate Office : F-0, Ground Floor, The Mira Corporate Suites,  
Ishwar Nagar, Mathura Road, New Delhi-110065

**Notice for Voting through Postal Ballot**  
(Voting to be done on the enclosed form)

**Dear Shareholder(s)**

The following businesses are proposed to be conducted through a Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any. Accordingly, the draft of the Special Resolution is given below for consideration and approval by the Shareholders by way of voting through a Postal Ballot. The Company has appointed Shri Sundeep Kumar Parashar, FCS, Company Secretary in practice, New Delhi, as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.

A Postal Ballot Form is enclosed herewith. You are requested to read carefully the instructions printed in the Postal Ballot Form and give your assent or dissent on the resolution(s) in the end of the Postal Ballot Form and return the Form, duly signed and completed in all respects, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Monday, the 10<sup>th</sup> December, 2012. Postal Ballot Forms received after this date will not be considered valid.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Tuesday the 11<sup>th</sup> December, 2012 at 4.00 P.M. at the Registered Office of the Company.

Shareholders may please note that a resolution will be deemed to have been passed as special resolution if the votes cast in favour are at least three times than the votes cast against and shall be deemed to have been duly passed at a general meeting convened in that behalf.

**Special Business:**

1. **To Authorised for augmentation of capital through further issue / placement of securities including American Depository Receipts / Global Depository Receipts / Qualified Institutional Placement, etc.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81 and other applicable provisions, if any, of the Companies Act, 1956 [including any amendment thereto or modification(s) or re-enactment(s) thereof] and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the respective Stock Exchanges where the equity shares of the Company are listed, and subject to the Regulations / Guidelines, if any, prescribed by Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), financial institutions and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of the Government of India, SEBI, RBI and all other appropriate authorities, institutions or bodies and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, and agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution)

which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, to create, issue, offer and / or allot, in the course of one or more public or private offerings by way of public issue, rights issue, preferential allotment including Qualified Institutional Placement pursuant to Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time, or otherwise, in the domestic or one or more international markets, equity shares and / or equity shares through depository receipts and / or convertible bonds and/or foreign currency convertible bonds and / or securities convertible into equity shares at the option of the Company and / or the holder(s) of such securities, American Depository Receipts (ADRs) /Global Depository Receipts (GDRs) representing equity shares or convertible securities and / or securities with or without detachable /non-detachable warrants with a right exercisable by the warrant-holder to subscribe for the equity shares and / or warrants with an option exercisable by the warrant-holder to subscribe for equity shares, and / or any instrument or securities representing either equity shares and / or convertible securities linked to equity shares (all of which are hereinafter collectively referred to as 'securities') subscribed in Indian /foreign currency(ies) to investors (whether resident and / or non-resident) and / or strategic investors, Qualified Foreign Investors (QFIs) and or Anchor Investor and / or institutions or banks and / or incorporated bodies and / or trustees or otherwise, and whether or not such investors are Members of the Company /Foreign Institutional Investors (FIIs) /Mutual Funds /Pension Funds /Venture Capital Funds /Banks and such other persons or entities excluding promoters in case of preferential allotment, whether or not such investors are members of the Company, to all or any of them jointly or severally, through prospectus and / or placement document(s) or offer letter(s) or circular(s) and / or on private placement basis for, (or which upon conversion of all securities so created, issued, offered and / or allotted could give rise to the issue of) upto an amount of INR 100 crores , to be denominated in Indian rupees or foreign currency, as the case may be at such time or times with or without voting rights in general meetings /class meetings, at such price or prices, at such interest or additional interest, at a discount or at the premium to market price or prices and in such form and manner and on such terms and conditions or such modifications thereto, including the number of securities to be issued, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption /prepayment, number of equity shares, to be allotted on conversion /redemption /extinguishments of debt(s), exercise of rights attached to the warrants and / or any other financial instrument, period of conversion, fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in accordance with the directives /guidelines issued by the appropriate authority(ies) and in consultation with the Merchant Banker(s) and / or Lead Manager(s) and / or Underwriter(s) and / or Advisor(s) and / or such other person(s), but without requiring any further approval or consent from the shareholders and also subject to the applicable guidelines for the time being in force;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the securities may have all or any terms or combinations of terms in accordance with prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium on redemption at the option of the Company and / or holders of any securities, including terms for issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the allotment of such securities, the relevant date on the basis of which the price of the resultant shares shall be determined, shall be the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue and that the allotment of such securities shall be made in the form of Qualified Institutional Placement to Qualified Institutional Buyers, in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time;

RESOLVED FURTHER that, the allotment of Securities under any Qualified Institutional Placement shall only be to qualified institutional buyers within the meaning of Regulation 2(1)(zd) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, such Securities shall be fully paidup and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed by SEBI from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any Lead Manager(s), Co-Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Guarantor(s), Depository(ies), Custodian(s) and all such agencies as may be involved or concerned in such offerings of securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such securities in one or more Indian /international Stock Exchanges;

RESOLVED FURTHER THAT the Company and / or any agencies or bodies authorised by the Board may issue

depository receipts or certificates representing the underlying equity shares in the capital of the Company or such other securities in bearer, negotiable or registered form with such features and attributes as may be required and are prevalent in the Indian and / or international capital markets for the instruments of this nature and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more Stock Exchanges in or outside India);

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of equity shares as may be required to be issued and allotted upon conversion of any securities referred to above or as may be necessary in accordance with the terms of the offer, all such shares ranking in all respects *pari passu* inter se and with the then existing equity shares of the Company in all respects, save and except that such equity shares or securities or instruments representing the same may be without voting rights, if permitted by law and / or, shall carry the right to receive applicable dividend from the date of allotment, as may be decided by the Board, declared for the financial year in which the allotment of shares shall become effective;

RESOLVED FURTHER THAT the Board be and is hereby authorised to create such mortgage and / or charge on the immovable and movable assets of the Company or on the whole or any part of the undertaking/s of the Company under Section 293(1)(a) of the Companies Act, 1956, in respect of any security(ies) issued by the Company pursuant to this Resolution and in the event such security(ies) is /are required to be secured and for that purpose to accept such terms and conditions and to execute such documents and writings as the Company may consider necessary or proper;

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into arrangements for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee or any one or more Director or company secretary of the Company;

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

Sd/-  
(Santosh Kumar Pattanayak)  
Company Secretary

Place : New Delhi  
Date : 09/11/2012

**NOTES:**

1. Only a Shareholder entitled to vote is entitled to exercise his vote through Postal Ballot. A Shareholder having no voting rights should treat this Notice as intimation only.
2. A Postal Ballot Form and a self-addressed postage pre-paid envelope are enclosed herewith to enable the Shareholders to exercise their voting rights.
3. Explanatory Statements under section 173(2) of the Companies Act, 1956, for the proposed resolutions under item numbers 1 to 3 are annexed herewith.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

### **ITEM No. 1**

Resolution set out in Item No.1 is an enabling Resolution conferring authority on the Board to cover all corporate requirements and contingencies to issue securities of appropriate nature at opportune time, including the size, structure, price and timing of the issue(s) at the appropriate time(s) subject to such discount or premium as permissible under the applicable law. The Board will fix the detailed terms of the final size of the offering, exact timing, and other related aspects after careful analysis and discussions with lead managers, considering prevailing market conditions and in line with the extant guidelines issued by SEBI, RBI or any other statutory and / or regulatory authorities either in India or overseas, in this regard. The Resolution also enables the Company to place equity capital with Qualified Institutional Buyers in accordance with 'Guidelines for Qualified Institutions Placement' forming part of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

Section 81 of the Companies Act, 1956 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares shall be offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in a General Meeting. The Listing Agreement with the Stock Exchanges provides, inter alia, that a listed company in the first instance should offer all the shares and debentures to be further issued for subscription pro rata to the equity shareholders unless the shareholders decide otherwise in a General Meeting.

Members are requested to pass the Resolution under Item No. 1 as a Special Resolution.

None of the Directors is interested or concerned in the proposed resolution.

In terms of section 192A of the companies Act, 1956 read with Companies (passing of the resolution b postal ballot) Rules, 2011, the resolution is being circulated for passing by Postal Ballot. It may be noted that Section 192A(4) of the Act provides that if a resolution is assented to by a requisite majority of the shareholders by means of Postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf. Shareholders are requested to exercise their vote.

The Memorandum and Articles of Association of the company shall also be available for inspection on any working day during working hours up to the date of declaration of the results of the voting through Postal Ballot, at the Registered Office of the company.

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

Place : New Delhi  
Date : 09/11/2012

Sd/-  
(Santosh Kumar Pattanayak)  
Company Secretary



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**POSTAL BALLOT FORM**

SR.No.

1. Name and address of the  
sole/first named shareholder :

2. Joints shareholder(s) name :

3. Registered Folio No./  
DP ID No. & Client ID No.:

4. Number of shares held :

I / we do hereby exercise and cast my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 09<sup>th</sup> November 2012 of the Company, by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:-

S. No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	To Authorise for augmentation of capital through further issue / placement of securities including American Depository Receipts /Global Depository Receipts /Qualified Institutional Placement, etc.			

Place:

Date:

\_\_\_\_\_  
(Signature of the shareholder)  
(Refer instruction no.4 given overleaf)

**PLEASE READ VERY CAREFULLY THE INSTRUCTIONS GIVEN OVERLEAF**



## Globus Spirits

### INSTRUCTIONS

1. A shareholder desiring to exercise his/her vote by Postal Ballot shall duly complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier/speed post at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This Postal Ballot Form should be completed and signed by the shareholder. Unsigned Postal ballot Forms will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a body Corporate/Trust/Co-operative Society/other entity, a certified copy of the relevant resolution/authorization of the Board of Directors or other Governing body, as the case may be, to vote, should accompany the postal Ballot form. In case of joint holding, this postal ballot form should be completed and signed (as per the specimen signature available to the company) by the first named shareholder and in his absence, by the next named shareholder. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy evidencing authority should accompany the Postal Ballot Form. A shareholder may sign the Form through an Attorney appointed specifically for this purpose, in which case a certified copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Monday, 10<sup>th</sup> December 2012. Any Postal Ballot Form received after this date will be treated as if the reply from the shareholder has not been received.
6. In-complete, un-signed or in-correctly ticked Postal ballots will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding on all.
7. A shareholder may request for a duplicate Postal ballot Form, if so required. However, the duly filled in duplicate postal ballot form, if so required. However, the duly filled in duplicate Postal ballot Form should reach the Scrutinizer not later than the time specified above viz. Monday, 10<sup>th</sup> December 2012.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder ascertained prior to dispatch of Notice.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes will liable to be destroyed by the Scrutinizer.
10. The result of the Postal ballots will be declared on Tuesday the 11<sup>th</sup> December 2012 at 4.00 P.M. at the Registered Office of the Company.