



Regd. Office: A-46, Friends Colony (East), New Delhi-110065

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of **Globeus Spirits Limited** will be held on Wednesday, February 06, 2013 at 11.00 A.M. at Delton Hall, 2, Institutional Area, Lodhi Road, New Delhi-110003 to transact the following businesses:

Special Business:

1) Increase in the Authorised Share Capital and consequential amendment to the Memorandum of Association

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 94(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), and the Memorandum and Articles of Association of the Company, the authorized share capital of the Company, be and is hereby increased from Rs.35,00,00,000/- (Rupees Thirty-five Crores) divided into 3,50,00,000 (Three crore fifty lakhs) equity shares of Rs.10/- (Rupees Ten) each to Rs.106,40,00,000/- (Rupees One Hundred Six Crores and Forty Lacs) divided into 3,50,00,000 (Three crore fifty lakhs) equity shares of Rs.10/- (Rupees Ten) each and 51,00,000 (Fifty one lakhs) preference shares of Rs.140/- (Rupees One Hundred Forty) each.

RESOLVED FURTHER that pursuant to the applicable provisions of the Companies Act, 1956, the existing capital Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the existing capital clause with the following new Clause V namely:

"The Authorised Share Capital of the Company is Rs. 106,40,00,000/- (Rupees One Hundred Six Crores and Forty Lacs) divided into 3,50,00,000 (Three crore fifty lakhs) equity shares of Rs.10/- (Rupees Ten) each and 51,00,000 (Fifty one lakhs) preference shares of Rs.140/- (Rupees One Hundred and Forty) each."

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolution and to do all such acts, matters, deeds and things, as may be necessary or desirable in connection with or incidental to giving effect to the purpose and intent of the above resolution including the power to delegate any of such powers to any other person with authority to sign, execute and deliver all necessary papers, documents and forms with the authorities concerned."

2) Alteration of Articles of Association

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

"RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act, 1956 ("Act") (including the statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, of the said Act, the consent of the members be and is hereby accorded for altering the existing Article 164 of the Articles of Association of the Company by substituting with the following new Article 164, namely:

"164. Subject to the applicable laws including guidelines/ directions issued by Securities Exchange Board of India ("SEBI") and Depositories Act, 1996, all dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly."

RESOLVED FURTHER THAT the Board, be and is hereby authorized to take all the necessary steps required to give effect to the aforesaid resolutions including but not limited to the following:

(i) to file an e-form on behalf of the Company before the Registrar of Companies (ROC), NCT of Delhi and Haryana;

(ii) to sign, execute and file the necessary forms/ papers and other necessary documents or to make submissions to the Registrar of Companies (ROC), NCT of Delhi and Haryana and/or with any/all the concerned authorities which are necessary and/or incidental thereto and to carry out any corrections, amendments and alterations in the applications, other documents etc;

(iii) to do all other acts, deeds and things and to take all such steps as may be considered necessary and incidental thereto to give effect to this resolution and for the purpose of ensuring compliance with the Act."

3) Issue of Warrants, convertible into Equity Shares, on a Preferential basis to Promoters

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

"RESOLVED THAT pursuant to provisions of Section 81(1A) as amended from time to time and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof), the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed, Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations") and any other applicable law, regulations/ guidelines including Foreign Exchange Management Act, 1999, and subject to requisite approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors, (hereinafter referred to as "**Board**") consent of the members of the Company, be and is, hereby accorded to the Board to offer, issue and allot, on preferential basis, a maximum of 14,28,572 (Fourteen lacs twenty eight thousand five hundred seventy two) Warrants ("**Warrants**") to the Promoters and/or entities/individuals belonging to the Promoter Group of the Company, at an issue price of Rs. 140/- per Warrant, entitling the holder of each Warrant, from time to time, to apply for and obtain allotment of one equity share of the face value of Rs. 10/- each against each such Warrant (hereinafter referred to as the "**Warrants**"), in one or more tranches, in such manner on such price, terms and conditions as set out in these resolutions and as may be determined by the Board, in accordance with the SEBI (ICDR) Regulations or other provisions of the

law as may be prevailing at the time of allotment of conversion of Warrants provided that the minimum price of the Warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Warrants may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, including but not limited to terms and conditions relating to variation of the price or period of exercise of option by Warrant holder(s).

RESOLVED FURTHER THAT the pricing of the Warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and the "Relevant Date" for the purpose of calculating the price of Warrants shall be the date 30 days prior to the date of this Extraordinary General Meeting.

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

1. The Warrants shall be exercisable (at the option of the Warrant holder) at any time within a period of 18 months from the date of allotment of Warrants.
2. Each warrant shall represent the right to subscribe to one equity share of nominal value of Rs. 10/- (Rupees ten only) each.
3. The Warrant holder shall, on the date of allotment of Warrants, pay an amount equivalent to 25% of the total subscription price of the equity shares per Warrant.
4. The exercise of Warrants into equity shares shall be made in one or more tranches within a period of 18 months from the date of allotment of Warrants.
5. The amount referred in (3) above shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of Warrants.
6. The terms of Warrants, *inter alia*, including number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the applicable provisions of the Companies Act, 1956 and applicable SEBI (ICDR) Regulations, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or any corporate restructuring.
7. The lock in of Warrants and equity shares acquired by exercise of Warrants shall be as per the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants shall be made within 15 days from the date of passing of this resolution subject to the applicable statutory regulatory provisions including SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the equity shares so issued and allotted on exercise of Warrants into equity shares shall rank *pari passu* with then existing equity shares of the Company in all respects including dividend subject to applicable laws and the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, be and is hereby authorised to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modifications(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules, regulations or guidelines, to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalise and execute all agreements, documents and writings and to do all such acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board, be and is, hereby authorised to do all such acts, matters, deeds and things, as may be necessary or desirable in connection with or incidental or expedient to giving effect to the purpose and intent of the above resolution including affixing the common seal of the Company on requisite documents and the power to delegate all or any of the powers conferred by these resolutions on it, to any Committee of Directors (which the Board may have constituted/designated or hereinafter constitute/designate) or any other Director(s) or officer(s) of the Company and wherever the term "Board" and/or "Board of Directors" has been used in these resolutions the same shall be deemed to include such committee of directors or any other Director(s) or officer(s) of the Company so authorized by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise all matters incidental thereto as it may in its absolute discretion think fit, in accordance with all applicable laws, rules and regulations for the time being in force, to issue and allot the Equity shares and apply for listing of such securities on the stock exchanges where the Equity shares of the Company are already listed as and when the Equity shares are issued and allotted through exercise of Warrants issued through this resolution.

4) Issue of Cumulative Compulsorily Convertible Preference Shares on Preferential Basis

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

"RESOLVED THAT pursuant to section 81(1A) and all other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations"), the Foreign Exchange Management Act, 2009, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the stock exchange where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as the "Appropriate Authorities"), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the stock exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board"), the consent of the members, be and is hereby accorded to the Board to offer, issue and allot 50,38,168 (Fifty lacs thirty eight thousand one hundred sixty eight), 4.75% Cumulative Compulsorily Convertible Preference Shares ("CCCPS") at a par value of Rs. 10/- (Rupees one hundred forty only) per CCCPS in accordance with SEBI ICDR Regulations and other relevant guidelines/regulations as may be applicable to M/s Templeton Strategic Emerging Markets Fund IV, L.D.C., ("Investor"), in the manner mentioned below, on a preferential allotment basis, entitling the holder of CCCPS, to apply for and obtain allotment of one equity share of the face value of Rs. 10/- each against each such CCCPS, on such terms and conditions set out in these resolutions and in such manner as the Board may think fit provided that the minimum price of the CCCPS so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the CCCPSs shall be issued and allotted by the Company to the above-mentioned Investor, *inter alia*, subject to the following:

1. The CCCPS shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval;
2. The CCCPS shall carry a dividend of 4.75% per annum.
3. The equity shares so issued and allotted on exercise of CCCPS into equity shares shall rank *pari passu* with then existing equity shares of the Company in all respects including dividend subject to applicable laws and provisions contained in the Memorandum and Articles of Association of the Company.
4. The CCCPS and equity shares issued and allotted on exercise of CCCPS shall be subject to a lock in period as per the SEBI (ICDR) Regulations.
5. The terms of CCCPS, *inter alia*, including number of CCCPS and the price per CCCPS shall be appropriately adjusted, subject to the applicable provisions of the Companies Act, 1956 and applicable SEBI (ICDR) Regulations, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or any corporate restructuring.

RESOLVED FURTHER THAT the pricing of the CCCPS has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and the "Relevant Date" for the purpose of calculating the price of CCCPS is the date 30 days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the CCCPS, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the CCCPS, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaisoning with appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the CCCPS.

RESOLVED FURTHER THAT Board, be and is, hereby authorised to do such acts, matters, deeds and things, as may be necessary or desirable in connection with or incidental to giving effect to the purpose and intent of the above resolutions including affixing the common seal of the Company on requisite documents and the power to delegate all or any of the powers conferred by these resolutions on it, to any Committee of Directors (which the Board may have constituted/designated or hereinafter constitute/designate), any other Director(s) or officer(s) of the Company and wherever the term "Board" and/or "Board of Directors" has been used in these resolutions the same shall be deemed to include such committee of directors, any other Director(s) or officer(s) of the Company as authorized by the Board.

Date: January 07, 2013
Place: New Delhi

By order of the Board of Directors
Sd/-
Santosh Kumar Pattanayak
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. FORM OF PROXY IS SEPARATELY ANNEXED.**
2. The instrument appointing a proxy must be received at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business mentioned under Item Nos. 1, 2 & 3 is annexed hereto.
4. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
5. Members are requested to notify immediately any change in their address to the Registrar & Transfer Agent quoting their Folio Number to the following address:

Link Intime India Pvt. Ltd.
44, Community centre, 2nd Floor
Naraina Industrial Area, Phase-I
Near PVR Naraina, New Delhi-110028

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

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

Item No. 1: Increase in authorised capital

In order to enhance the capital structure of the Company your Board of Directors proposes to increase the authorized share capital of the Company from Rs. 35,00,00,000/- to Rs.106,40,00,000/- and the same can be done with the prior consent of the members of the Company by passing an ordinary resolution in the General Meeting.

The Directors recommend the adoption of the resolution in the interest of the Company.

None of the Directors of the Company has any interest in the proposed resolution except to the extent of their respective shareholding in the Company.

Item No. 2: Alteration of Articles of Association

It is proposed to amend Article 164 of Articles of Association in order to bring it in conformity with the applicable laws including guidelines/ directions issued by Securities Exchange Board of India and Depositories Act, 1996 from time to time pursuant to the provisions of Section 31 of the Companies Act, 1956. The said resolution is placed before the shareholders for their approval and the Board recommends the passing of the resolution as a special resolution.

None of the Directors of the Company has any interest in the proposed resolution except to the extent of their respective shareholding in the Company.

Item No. 3 and 4 Preferential issue of Warrants and CCCPS

The Warrants and CCCPS (referred to in item no. 3 and 4 above) together are proposed to be issued by the Company with a view to augment funds to meet its capital expenditure and related requirements.

Pursuant to provisions of Section 81 (1A) of Companies Act, 1956 and SEBI (ICDR) Regulations, any preferential allotment of securities, is required to be approved by the shareholders by way of Special Resolution. Further, in terms of Reg. 73 of SEBI (ICDR) Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting.

I. Objects of the issue through Preferential Offer

The proceeds of the preferential issue are proposed to be used for meeting capital expenditure requirements of existing distilleries of the Company and setting up of new distilleries, ERP implementation, Indian Manufactured Foreign Liquor ("IMFL") brand building and related expenses and for general corporate requirements to fund the Company's growth plans.

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

The entire preferential issue of CCCPS is proposed to be made to M/s Templeton Strategic Emerging Markets Fund IV, L.D.C., a private equity investor, and no CCCPS shall be subscribed by the Promoters of the Company. M/s Templeton Strategic Emerging Markets Fund IV, L.D.C. shall enter into, *inter alia*, an investment agreement with the Company and its promoters which shall be on mutually agreed terms between the parties to the said agreement.

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

III. Shareholding pattern before and after the Preferential Issue

Shareholder Category	Pre-Preferential Issue shareholding (as of 31-12-2012)		Post-Preferential Issue shareholding (after conversion of CCCPS and Warrants into Equity shares)	
	No.	%	No.	%
A Promoter's Holding				
(i) Indian Promoters				
a. Individual	3297000	14.34		
b. Bodies Corporate	12132255	52.75		
c. Others				
Sub Total (i)	15429255	67.09	16857827	57.21
(ii) Foreign Promoters				
a. Individual				
b. Bodies Corporate				
c. Others				
Sub Total (ii)	NIL	NIL	NIL	NIL
Sub Total A (i) + (ii)	15429255	67.09	16857827	57.21
B Non Promoters Holding				
Institutions				
Mutual Fund/UTI	3580935	15.57	3580935	12.15
Fls/Banks	---	---	---	---
FIs	---	---	---	---
Any Other :	485455	2.11	485455	1.65
Foreign Financial Institutions			5038168	17.10
Non-Institutions				
Bodies Corporate	945389	4.11	945389	3.21
Resident Individuals holding up to Rs.1lakh	1770094	7.70	1770094	6.01
Resident Individuals holding more than Rs.1lakh	448447	1.99	448447	1.52
Qualified Foreign Investors				
Clearing Members	159038	0.69	159038	0.54
Non Resident Indians (Repat)	120601	0.52	120601	0.41
Non Resident Indians (Non Repat)	55589	0.24	55589	0.19
Directors / Relatives	2938	0.01	2938	0.01
Overseas Corporate Bodies				
Hindu Undivided Families				
Trusts				
Sub Total (B)	756895	32.91	1260654	42.79
Grand Total (A+B)	15429255	100.00	16857827	100.00

Note: The post-issue shareholding pattern has been arrived on the assumption that all 14,28,572 Warrants and all 50,38,168 CCCPS would be converted into Equity Shares.

IV. Proposed time within which the allotment shall be completed

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

V. Identity of the proposed allottee and the percentage of post preferential issue capital

Identity of proposed allottee	Category	Number of equity shares to be issued and allotted	Percentage of post preferential allotment to be held by the allottees	Whether the issue of capital on preferential basis will lead to change in control	Number of Warrants to be allotted	Issue Price
1) Sh. Ajay Kumar Swarup	Promoters and Promoter Groups	On conversion of all Warrants		No		
2) Sh. Shekhar Swarup		71,429	5.84%		71,429	Rs. 140
3) Sh. Anoop Bishnoi		71,429	0.33%		71,429	Rs. 140
4) M/s Chandbagh Investments Ltd.		1,42,857	5.98%		1,42,857	Rs. 140
		11,42,857	42.46%		11,42,857	Rs. 140
Templeton Strategic Emerging Markets Fund IV, LDC	Investor	On conversion of all CCCPS - 50,38,168	17.10%	No	Nil	Rs. 140

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

The proposed allottees have not sold any shares during the 6 months period prior to the relevant date.

VI. Undertaking

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

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

VII. Relevant Date

The Relevant Date for the purpose of determining the issue price of Warrants and CCCPS in accordance with Chapter VII of SEBI (ICDR) Regulations is 30 days prior to the date of the Extraordinary General Meeting called for seeking shareholders' approval.

VIII. Lock In period

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

IX. Tenure of Warrants and CCCPS

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

X. Issue Price

The price at which each Warrant to the Promoters will be issued will be at Rs. 140 per Warrant. The price at which each CCCPS to the Investor will be issued will be at Rs. 140 per CCCPS. The issue price of Warrants and CCCPS is higher than the minimum price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.

Terms of payment of Warrants

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

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

Further, the amount of CCCPS shall be paid upfront at the time of allotment of CCCPS.

XII. Other terms of Warrants and CCCPS

- (i) Each Warrant will represent the right to subscribe to 1 (one) equity share of face value of Rs. 10 each. Equity shares to be allotted on conversion / exercise of right attached to the Warrants issued in terms of this resolution shall rank *pari-passu* inter-se and with then existing equity shares of the Company in all respects including dividend.
- (ii) Each CCCPS shall be convertible into one equity share of nominal value of Rs. 10/- (Rupees ten only) each and the rights available to CCCPS holders shall be as per the investment agreement.

XIII. Statutory Auditor's Certificate

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

XIV. Change in Control

The proposed allotment on preferential basis, if made, will not result in change in management or control of the Company as per the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.

Section 81 of the Companies Act, 1956 provides, inter alia, that when it is proposed to increase the subscribed capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company unless shareholders in general meeting decide otherwise by passing a special resolution.

As it is proposed to issue Warrants and CCCPS on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and Chapter VII of the SEBI (ICDR) Regulations. Your Directors, therefore, recommend the resolution for your approval and hence consent of the shareholders by way of a Special Resolution is being sought.

None of the Directors of the Company are in any way concerned or interested in the above referred resolution, except for the Promoter Director to the extent of their subscribing to the Warrants.

Date: January 07, 2013
Place: New Delhi

By order of the Board of Directors
Sd/-
Santosh Kumar Pattanayak
Company Secretary



Regd. Office: A-46, Friends Colony (East), New Delhi-110065

PROXY FORM

Folio No.

DP ID*

CLIENT ID*

No. of Shares

I/We of being a member/members of Globeus Spirits Limited do hereby appoint of or failing him/her of as my/our proxy to attend and vote for me/us on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Wednesday, the 06th February, 2013 at 11.00 A..M. at Delton Hall, 2, Institutional Area,, Lodhi Road, New Delhi-110003 and at any adjournment thereof.

Date.....

Signature(s).....

Affix
Re. 1/-
Revenue
Stamp

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

* Applicable for investors holding shares in demat form.



GLOBAL SPIRITS LIMITED

Regd. Office: A-46, Friends Colony (East), New Delhi-110065

ATTENDANCE SLIP

Folio No.

DP ID*

CLIENT ID*

No. of Shares

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Wednesday, the 06th February, 2013 at 11.00 A..M. at Delton Hall, 2, Institutional Area,, Lodhi Road, New Delhi-110003.

Name of the attending Member
(in Block Letters)

Name of Proxy (in Block Letters)
(to be filled in, if the proxy attends instead of the member)

No. of Shares held

Member's/Proxy's Signature

Note: This attendance slip duly filled in should be handed over at the entrance of the meeting hall.

* Applicable for investors holding shares in demat form.

BOOK POST

MRD 1 YXCHP

To,

If Undelivered Please Return to:

GLOBUS SPIRITS LIMITED

Regd. Office: A-46, Friends Colony (East), New Delhi-110065