



Globeus 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 Saturday, the 27th April, 2013. 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 Monday the 29th April, 2013 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:

I. Adoption of Restated Article of Association of the company.

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 applicable provisions of the Companies Act, the Restated Articles of Association of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in substitution of the existing articles.

RESOLVED FURTHER THAT Mr. Santosh Kumar Pattanayak, the Company Secretary of the company be and is hereby authorized to file the necessary forms with Registrar of Companies, NCT of Delhi & Haryana & to do such acts, deeds and things which are necessary to be done in the matter referred above hereto.”;

2. To make Inter-Corporate Loan & Investments.

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 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and investments and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs.250 Crores notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or any Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Place : New Delhi
Date : 19/03/2013

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

Sd/-
(Santosh Kumar Pattanayak)
Company Secretary

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 & 2 are annexed herewith.

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

ITEM No. 1

Pursuant to various Agreements entered into between the Company & its Promoters & M/s Templeton Strategic Emerging Markets Fund IV, L.D.C., the Article of Association of the Company needs to be restated with the insertion of various terms of the said Share Holders Agreement.

Your Board of Directors considers that instead of amending the existing articles substantially which would have been a very cumbersome affair, a Restated Articles of Association having provisions in conformity with the aforesaid agreement be adopted. A Restated Articles of Association has been prepared to meet the requirements of your company and a copy thereof will be available at the registered office of the company for inspection by any member during the company's working hours on any day during business hours. The articles which are relevant even after the amendment of the statutory provisions have been retained in the Restated Articles of Association as it is.

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.

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.

ITEM No. 2

Looking forward the business prospects of the company, the Board of Directors of the company has recommended to seek shareholders approval by passing the special resolution through postal ballot for allowing the company and its directors for making inter corporate loans and investments in various companies or in the units of mutual funds, securities ..etc or any other investments maximum up to Rs.250crores and such amount of investment may exceeds the limit of 60% of paid-up capital & free-reserves of the company at any point of time.

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.

Members are requested to pass the Resolution under Item No. 2 as a Special Resolution.

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

Place : New Delhi
Date : 19/03/2013

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

Sd/-
(Santosh Kumar Pattanayak)
Company Secretary



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POSTAL BALLOT FORM

SR.No.

Name and address of the
sole first named shareholder :

2. Joints shareholder(s) name :

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

3. 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 19th March 2013 of the Company, by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Items No.	Description	No. of shares	In favour of the Resolution	Against the Resolution
1	Adoption of Restated Article of Association of the company			
2	To make Inter-Corporate Loan & Investments			

Place:

Date:

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

PLEASE READ VERY CAREFULLY THE INSTRUCTIONS GIVEN OVERLEAF



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 Saturday, the 27th April, 2013. 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. Saturday, the 27th April, 2013.
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 Monday the 29th April, 2013 at 4.00 P.M. at the Registered Office of the Company.