



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 **30th Annual General Meeting** of the Members of M/s Globus Spirits Limited will be held on Saturday, 22nd July, 2023 at 12:00 Noon 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) vide Circular No. 10/2022 dated 28th December 2022 (herein referred to as "MCA Circular") and also SEBI Circular no. SEBI / HO / CFD / PoD-2 / CIR/ 2023/4 dated January 5, 2023 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2023 including audited Balance Sheet as at 31st March, 2023, the statement of Profit & Loss for the year ended on that date, the Reports of the Auditors thereon and Board's report along with its annexures.
2. To declare dividend of Re.6/-, i.e. 60% per Equity Shares of Rs.10/- each of the company for the financial year ended March 31, 2023.
3. To appoint a Director in place of Sh. Shekhar Swarup, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139 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(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board, the consent of the Members of the company be and is hereby accorded for appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants, New Delhi, having ICAI Firm Registration No. 001076N/N500013, as Statutory Auditors of the Company to hold office from the conclusion of the upcoming Annual General Meeting (AGM) till the conclusion of 35th AGM of the Company at the remuneration to be fixed by the Board of Directors / senior management of the Company, in addition to applicable taxes and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company."

Special Business:

5. To consider, and, if thought fit, to pass with or without modification the following resolution as **Special 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), Sh. Sunil Chadha (DIN 00401305), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 2nd term of five consecutive years from the date of this Annual General Meeting, till the end of 35th Annual General Meeting.”

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 consent of the members of the company be and is hereby accorded for such remuneration of Sh. Ajay Kumar Swarup (Managing Director), since 01st April 2023 and such variation of the terms and conditions as are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

| | |
|--|--|
| Basic Salary | Rs.11,81,250/- per month |
| HRA | Rs.5,90,625/- per month |
| City Compensatory Allowance | Rs.4,42,969/- per month |
| Other Allowances / Reimbursements | Rs.7,38,281/- per month |
| Variable Pay | Rs.3,28,125/- 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 25% 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. |
| Tours and Travels | Entire expenditure incurred by Sh. Ajay Kumar Swarup and his family at actual on the tours and travels (including foreign tours and travels) and reimbursement of fuel charges incurred by them. |
| 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.3crores 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 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 consent of the members of the company be and is hereby accorded for such remuneration of Sh. Shekhar Swarup (Joint Managing Director), since 01st April 2023 and such variation of the terms and conditions as are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

| | |
|---|---|
| Basic Salary | Rs.10,12,500/- per month |
| HRA | Rs.5,06,250/- per month |
| City Compensatory Allowance | Rs.3,58,687/- per month |
| Other Allowances / Reimbursements | Rs.6,32,813/- per month |
| Variable Pay | Rs.2,81,250/- per month |
| VPF | Rs.21,000/- 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 25% 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. |
| Tours and Travels | Entire expenditure incurred by Sh. Shekhar Swarup and his family at actual on the tours and travels (including foreign tours and travels) and reimbursement of fuel charges incurred by them. |
| 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.3crores 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 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 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, 2024, be and is hereby ratified.”

For **Globus Spirits Limited**

Place : New Delhi
Date : 25/05/2023

(Santosh Kumar Pattanayak)
Company Secretary

NOTES:

The Ministry of Corporate Affairs (MCA) vide Circular No. 10/2022 dated 28th December 2022 and the SEBI vide Circular no. SEBI/HO/CFD/PoD-2 / CIR/ 2023/4 dated January 5, 2023 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 (LIPL) 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 LIPL.

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 2022-23 and Notice of the 30th 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 January 13, 2021, 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@skpco.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 15th July 2023 and the Register of Members and Share Transfer Books of the Company will remain closed from 16th July, 2023 to 22nd July, 2023 (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 30th 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 19th July 2023 at 9.30 A.M. and ends on 21st July 2023 at 5.30 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 15th July 2023, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Remote e-Voting Instructions for shareholders:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -
 - A. User ID:**
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
**Shareholders holding shares in NSDL form, shall provide ‘D’ above*
 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

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

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

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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 email id of the company at santoshp@globusgroup.in, corporateoffice@globusgroup.in.
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.

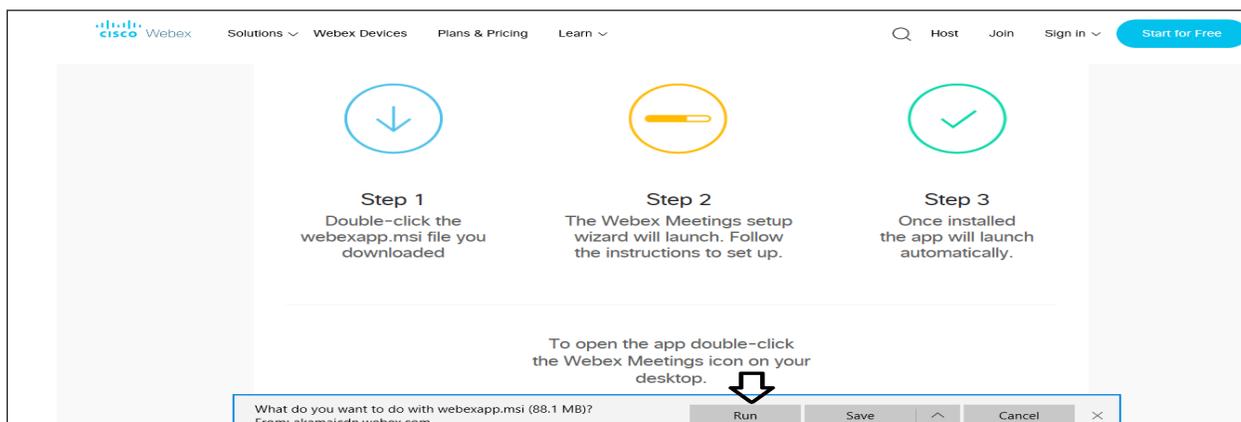
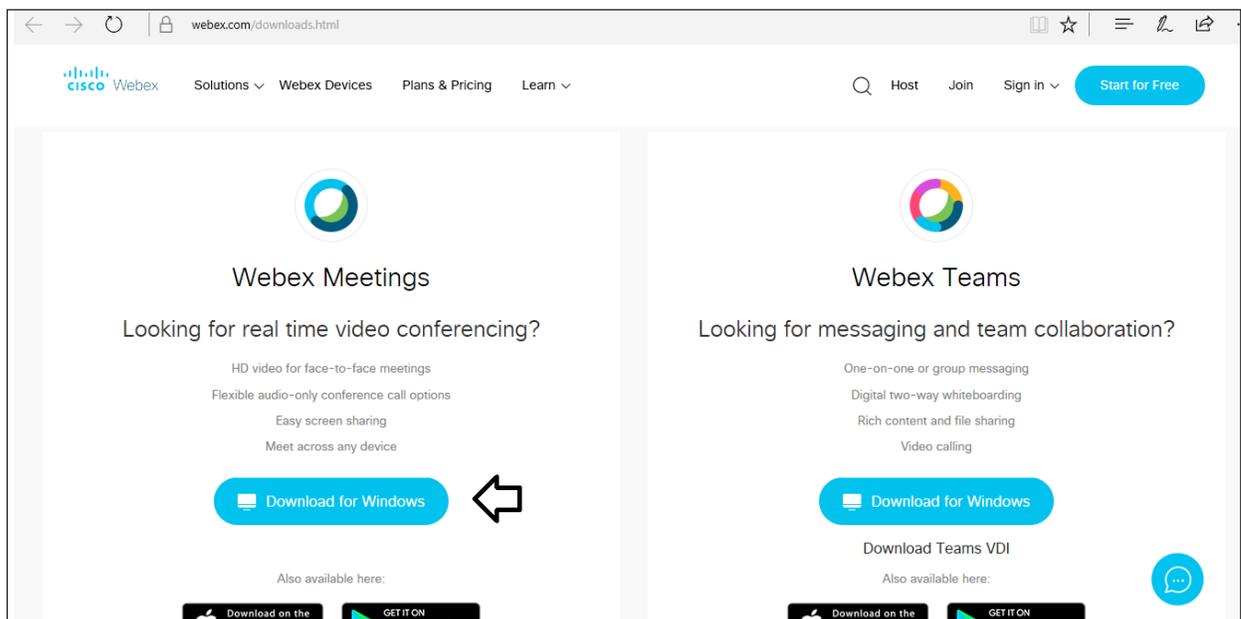
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

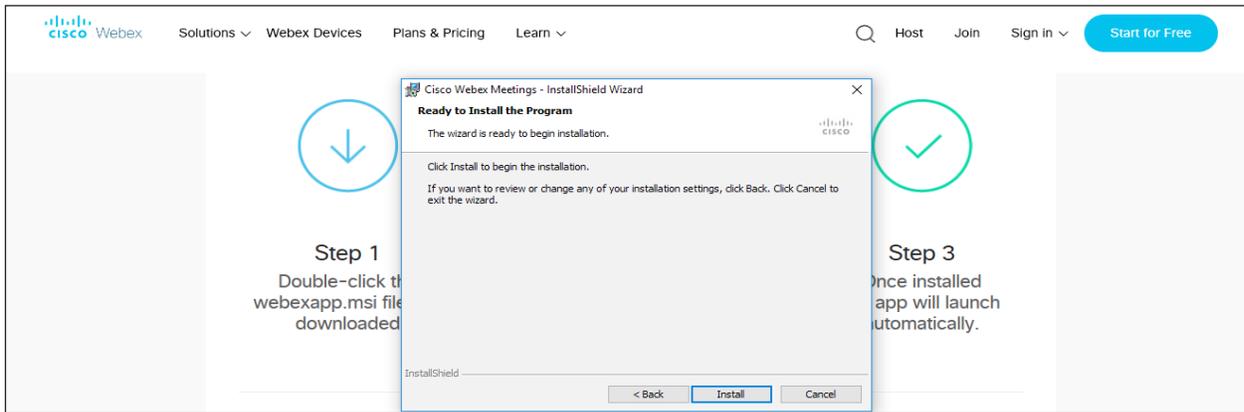
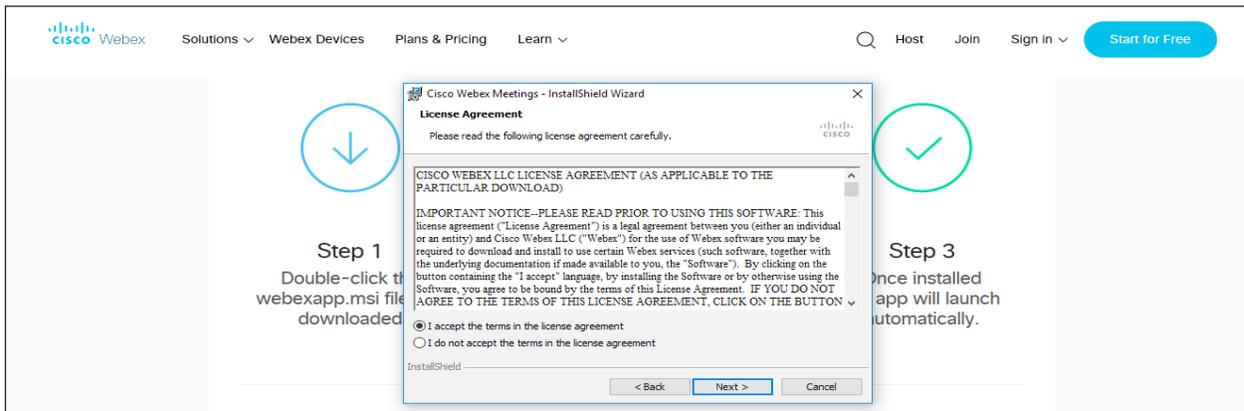
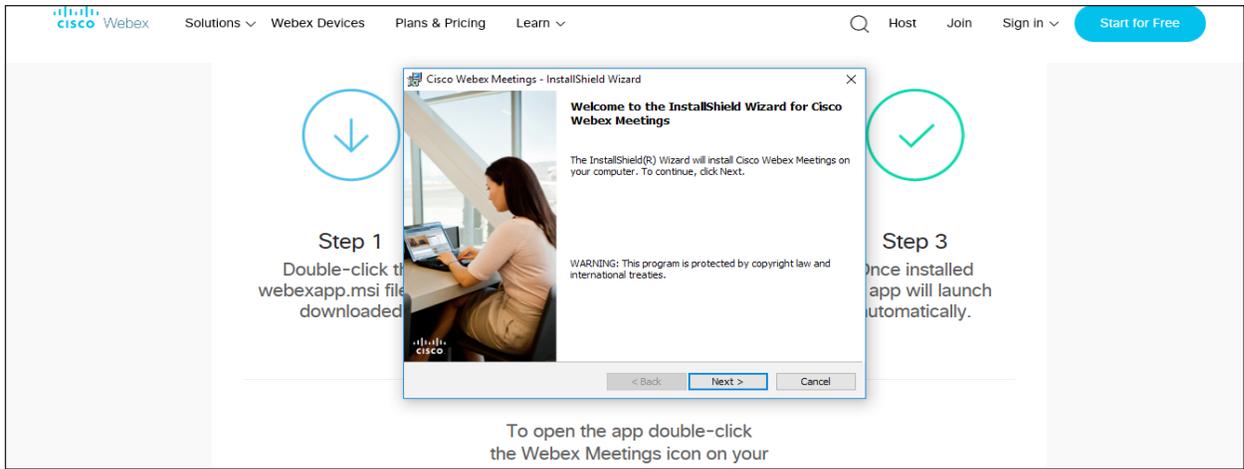
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

| | |
|---------------|--|
| Step 1 | Enter your First Name, Last Name and Email ID and click on Join Now. |
| 1 (A) | If you have already installed the Webex application on your device, join the meeting by clicking on Join Now |
| 1 (B) | If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now |

- 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:

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 15th July 2023.

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 | Sh. Shekhar Swarup | Sh. Sunil Chadha |
|--|---|---|
| Age | 37 Years | 65 Years |
| Qualifications | He has completed his schooling from The Doon School, Dehradun and is a graduate in Business Management from the University of Bradford, UK. He is a Charter Member of TIE, New Delhi | ISC from Doon School, Dehradun, B.A. (Economic-Hons) from Shriram College of Commerce & Economics (SRCC), MBA from FMS, Delhi. |
| Expertise in specific functional area | He is having more than 15 years of experience in the Alcoholic beverages Industries and a strategic planner and a marketer at heart, he started up the branded liquors division in the company. | He has got vast experience in running of large Thermal Power Stations and been consultants for various power stations / projects. |
| Date of appointment as Director of the Company | 26.05.2012 | 21.05.2018 |
| Directorship of other companies # | 1. M/s Himalayan Spirits Limited 2. M/s Globus Spirits (Jharkhand) Ltd. 3. M/s Globus Trois Freres India Ltd. 4. M/s Chandbagh Investments Limited 5. M/s Biotech India Limited | NIL |
| Chairman/Member of Committees of other Companies | Nil | Nil |
| No. of shares held* | 7,66,835 | 13,345 |
| Inter-se relationship with other Directors | Son of Sh. Ajay Kumar Swarup, (Managing Director) | 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 31/03/2023.

2. The Company has paid the listing fees for year 2022-23 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

Sh. Sunil Chadha (DIN 00401305), aged 65 years, Director of our company is on the Board since 21st May 2018 and Pursuant to the applicability of Companies Act, 2013, he has been appointed as Independent Director for a consecutive period of 5 years w.e.f. 25th September 2018. His brief profile, educational qualification and other detailed information required to be disclosed pursuant to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 is given above as a part of AGM Notice. As required, under SEBI (LODR) Regulations, 2015, his continuation as a Non-executive and Independent Director in the Board of the company for 2nd consecutive period of 5 years w.e.f. the date of coming Annual General Meeting is attracting the consent of the shareholder by way of special resolution in the forth coming AGM of the company. 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, Manager or their relatives except Sh. Sunil Chadha 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 w.e.f. 01st April 2023. 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. Ajay Kumar Swarup :

| | | |
|-----|---|--|
| (1) | Background Details | He has over 39 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 | 2020-21 : Rs.2,16,01,563/- 2021-22 : Rs.2,46,75,002/- 2022-23 : Rs.3,15,00,000/- |
| (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 Industry Standards and his vast experience and professional qualifications of Mr. Ajay Kumar Swarup. |
| (6) | Pecuniary Relationship with the company or Relationship with the Managerial Personnel | Sh. Ajay Kumar Swarup is the father of Sh. Shekhar Swarup, Joint Managing Director of the Company. Sh. Ajay Kumar Swarup has no other pecuniary relationship except his remuneration. |

- 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 of the company or their relatives except Sh. Ajay Kumar Swarup and Sh. Shekhar Swarup and their 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 w.e.f. 01st April 2023. 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 15 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. |
| (2) | Past Remuneration | 2020-21 : Rs.1,85,15,625/- 2021-22 : Rs.2,11,50,000/- 2022-23 : Rs.2,70,00,000/- |
| (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 Industry Standards and his vast experience and professional qualifications of Sh. Shekhar Swarup. |
| (6) | Pecuniary Relationship with the company or Relationship with the Managerial Personnel | Sh. Shekhar Swarup is the son of Sh. Ajay Kumar Swarup, Managing Director of the Company. Sh. Shekhar Swarup has no other pecuniary relationship except his remuneration. |

- 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 of the company or their relatives except Sh. Ajay Kumar Swarup and Sh. Shekhar Swarup and their relatives has any interest in the proposed resolution.

ITEM No. 8

The Board of Directors at its meeting held on 25th May, 2023 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 31/03/2024, 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. 8 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.

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 Year 2020-21 | Financial Year 2021-22 | Financial Year 2022-23 |
|--|---------------------------|---------------------------|---------------------------|
| Sales | 167212.83 | 234383.64 | 282246.84 |
| Other Income | 656.18 | 662.52 | 782.95 |
| Total Income | 167869.01 | 235046.16 | 283029.79 |
| Expenditure | 147640.56 | 206922.13 | 257688.76 |
| Depreciation | 4065.67 | 4256.07 | 5633.03 |
| Interest | 1882.83 | 1143.32 | 1701.30 |
| Profit / (Loss) after exceptional items and before tax | 20228.45 | 28124.03 | 18006.69 |
| Provision for taxation (including Deferred tax) | 5829.03 | 9398.60 | 5786.89 |
| Profit / (Loss) after tax | 14399.42 | 18725.43 | 12219.80 |

| | | |
|------|--|---|
| (5). | Export performance based on the given indicators | During the year 2021-22, total export performance were Rs. 52.02crores. |
| (6). | Foreign investments or collaborators, if any |Not Applicable.... |

ANNEXURE - 2**III) Other Information:**

| | | |
|-----|---|---|
| (1) | Profitability Position | The financial performance of GSL was marginally higher as compare to previous years. 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 of financial position and profitability | 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 : 25/05/2023

(Santosh Kumar Pattanayak)
Company Secretary