



Globus Spirits Limited

CIN: L74899DL1993PLC052177

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Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Company is seeking the Members' Consent to pass the proposed Resolution appended below by way of Postal Ballot.

The Board of Directors has appointed Shri Sundeep Kumar Parashar, FCS, and Company Secretary in practice, proprietor of SKP & Co, Company Secretaries, having their office at 2F CS 03, Ansal Corporate Suites, Ansal Plaza, Sector-1, Vaishali-201010 in NCR Delhi, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.

As per General Circular No. 3/2022 of Ministry of Corporate Affairs (MCA) and other previous relevant Circulars as stated in the said General Circular , the Company only offers e-voting option to all the shareholders and accordingly notice has been sent to the shareholders. The Members are requested to carefully read the instructions printed on this Postal Ballot Notice to cast their vote using the e-voting facility, the details whereof are specified under instructions for e-voting as contained under 'Notes'.

Members of the Company are, hereby, requested to peruse the following proposed Resolutions along with the Explanatory Statements and thereafter record their assent or dissent by means of remote e-voting facility only.

Special Business:

1. Creation of Security :

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the section 180 (1) (a) of the Companies Act, 2013, read with applicable rules made there under and article of association of the company and/or any other provision as may be applicable, if any, the consent of the member of the Company be and is hereby accorded to the Board of Directors to create mortgage/hypothecation and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board or Committee thereof, in its absolute discretion may deem fit, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable assets, comprised in any undertaking of

the Company, as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or Trustee(s) to secure borrowing up to the limits delegated to the Board or Committee thereof, by the Shareholders from time to time, together with interest at the respective agreed rates by issue of non-convertible debentures, bonds, terms loans, and /or other instruments including foreign currency borrowings, as the Board may deem fit, to be issued in one or more tranches, to India/foreign banks, institutions, investors, mutual funds, companies, other corporate bodies, resident/non-resident investors, foreign nationals, and other eligible investors, and upon such terms and conditions, as may be decided by the Board, including any increase as a result of devaluation/revaluation or fluctuation in the rates of exchange, together with interest, at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premier on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures/bonds/terms loans/other instrument(s) in terms of their issue.

RESOLVE FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/pari passu/subsequent with/to the mortgage and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and settle the term and conditions with the concerned lender(s) and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

2. To increase the borrowing capacity by the Board of Directors of the company :-

To consider and if thought fit to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the section 180 (1) (c) of the Companies Act, 2013, read with applicable rules made there under and/or any other provision as may be applicable and subject to applicable provisions of Articles of Association of the Company, if any, the consent of the shareholders of the Company, be and is, hereby, accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money, which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed Rs.700 Crores (Rupees Seven Hundred Crores Only) by enhancing the additional limit of Rs.300crores from its existing limit of Rs.400crores irrespective of the fact that such aggregate amount of borrowing at any one time may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and settle the term and conditions with the concerned lender(s) and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

Place : New Delhi

Date : 24/05/2022

(Santosh Kumar Pattanayak)
Company Secretary

Notes:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and the reasons thereto is annexed hereto.
2. The remote e-voting period commences on August 21 2022 at 9 am (IST) and ends on September 19 2022 at 5pm (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period , the members of the Company holding shares in physical form or in Dematerialised form, as on the cut-off date, being August 12 2022, may cast their vote by electronic means in the manner and process as set out herein below. He remote e-voting module shall be disabled for voting thereafter. Once the vote on a Resolution is cast by the member, the member will not be allowed to change it subsequently.
3. The Board of Directors has appointed Shri Sundeep Kumar Parashar, FCS, Company Secretary in Practice, proprietor of SKP & Co., Company Secretaries, as the Scrutinizer for conduction this Postal Ballot voting process in a fair and transparent manner. His full address is 2F CS 03, Second Floor, Ansal Corporate Suites, Ansal Plaza, Sector-1, Vaishali, Ghaziabad-201010.
4. The Scrutinizer will submit his report after completion of the Postal Ballot process. .
5. The results of the Postal Ballot will be announced by the Chairman on 21st day of September, 2022. The result shall also be announced to the Stock Exchanges where equity shares of the Company are listed. The result will also be put on the Company’s website www.globusspirits.com. The resolution, if approved by requisite majority, , will be taken as passed effectively on the last date specified for e-voting.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 3/2022 of Ministry of Corporate Affairs (MCA) and other previous relevant Circulars as stated in the said General Circular, the Company offers e-voting option to all the shareholders. For this purpose, the Company has made necessary arrangement with Link Intime (India) Private Limited (LIPL) for facilitating e-voting for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is the only option for this Postal Ballot Process. .

7. Remote e-Voting Instructions for shareholders :-

As per the SEBI circular dated December 9, 2020, 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.nsd.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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. Existing users who have opted for Easy / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
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. Upon logging in, you will be able to see e-Voting option. 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 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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22- 23058542-43.

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”.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act,2013)

Item No. 1.

In terms of Section 180 (1)(a) of the Companies Act, 2013, consent of the Members is required for authorizing the Board of Directors to create mortgage/hypothecation and/or charge on the immovable and movable properties of the Company to secure the present and future borrowings of the Company together with power to take over the whole or substantially the whole of the undertaking of the Company or any of its undertaking.

Section 180 (1)(a) of the Companies Act, 2013, provides, inter alia, that the Board of Directors of the Company shall not, except with the consent of the Company through Special Resolution, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings.

In view of the existing and fresh borrowings etc., and the increased long term fund requirements and Working Capital Limits which may be availed by the Company from Financial Institutions, Banks or any other lender in India or outside, it is felt that it may be necessary to pass an enabling Special Resolution to mortgage/hypothecation and/or charge, in addition to the charges already created, on all or any of the immovable and/or movable properties of the Company, wheresoever's situated, both present and future, and/or the whole or part of the undertaking(s) of the Company of any nature and kind whatsoever and/or creating a floating charge in all or any movable properties of the Company, in favour of the Banks, financial institutions or any other lenders to secure the amount borrowed/to be borrowed by the Company. The Approval of the Members is being, therefore, sought to mortgage/hypothecation and/or charge the assets of the Company for the borrowings of the company.

The Board of Directors recommends passing of the resolution set out at Item No. 1 of the accompanying Notice as a SPECIAL RESOLUTION.

None of the Directors, Manager, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested in the said Special Resolution.

Item No. 2.

As the Members are aware that the Company is undertaking expansion of its business and planning to set up new projects across the country, for which Company requires funds.

Earlier, the members of the company in their Annual General Meeting held on 24th September, 2014 had authorized the Board to borrow from time to time an amount not exceeding Rs.400 Crores. But keeping in view the expansion as planned, the Company's requirement of funds including the long term working capital and other corporate requirements of the Company, the approval of the Shareholders is sought in terms of Section 180 (1) (c) of the Companies Act, 2013 for increasing the borrowing powers of the Board of Director of the Company to an aggregate of Rs. 700 Crores (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the present limit of Rs.400Crores.

The Board of Directors recommends passing of the resolution set out at Item No. 2 of the accompanying Notice as a SPECIAL RESOLUTION.

None of the Directors, manager and Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution.

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

Place : New Delhi
Date : 24/05/2022

(Santosh Kumar Pattanayak)
Company Secretary