



Globus Spirits Limited

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E-Mail:corporateoffice@globusgroup.in,
Website:www.globusspirits.com

NOTICE

NOTICE is hereby given that the **Twenty Fifth Annual General Meeting** of the Members of M/s Globus Spirits Limited will be held on Tuesday, 25th September, 2018 at 11:15 A.M. at the Auditorium of IETE, 2, Institutional Area, Lodhi Road, New Delhi-110003, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March 2018 including audited Balance Sheet as at 31st March, 2018, the statement of Profit & Loss for the year ended on that date, the Reports of the Auditors thereon and Directors report along with its annexures.
2. To appoint a Director in place of Mr. Vijay Kumar Rekhi, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. Bhaskar Roy, who retires by rotation and, being eligible, offers himself for re-appointment.
4. Ratification of Appointment of Statutory Auditor.

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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, having their office at 7th Floor, Building 10, DLF Cyber City Complex, DLF City Phase-II, Gurgaon-122002 having Firm Registration No. 015125N, as statutory auditors of the Company for the FY 2018-19, be and is hereby ratified for the fifth year of their term of five years to hold the office from the conclusion of this Annual General Meeting till the conclusion of twenty-sixth Annual General Meeting, on such remuneration, as may be fixed in this behalf by the board of directors of the Company.”

Special Business:

5. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**

“RESOLVED that Mr. Sunil Chadha (DIN 00401305) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 21st May, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

6. 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(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, in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the date of this Annual General Meeting, i.e. 25th September 2018.”

7. To consider and if thought fit, to pass with or without modification the following resolution as an **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) and in continuation to the earlier resolution passed by the shareholders of the company in the AGM dated 24th September 2014, consent of the company be and is hereby accorded for the continuation of Sh. Joginder Singh Dhamija (DIN 01409464), as Independent Director of the Company for his remaining term of five consecutive years w.e.f. AGM dated 24th September 2014.”

8. 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 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 Board of Directors hereby approves the remuneration of Sh. Ajay Kumar Swarup (Managing Director), since 01st April 2017 and such remuneration and variation of the terms and conditions are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

Basic Salary	Rs.3,60,000/- per month
HRA	Rs.1,80,000/- per month
Special Allowance	Rs.1,80,000/- per month
Variable Pay	Rs.1,66,667/- 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 10% 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.
Club Fees	Subscription fees of two 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.”

9. 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(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 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 Board of Directors hereby approves the remuneration of Sh. Shekhar Swarup (Joint Managing Director), since 01st April 2017 and such remuneration and

variation of the terms and conditions are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

Basic Salary	Rs.2,70,000/- per month
HRA	Rs.1,35,000/- per month
Special Allowance	Rs.1,02,000/- per month
Variable Pay	Rs.1,35,000/- per month
PF	Rs.32,400/- 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 10% 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.
Club Fees	Subscription fees of two 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."

10. 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(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 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 Board of Directors hereby approves the remuneration of Dr. Bhaskar Roy (Executive Director), since 01st April 2017 and such remuneration and variation of the terms and conditions are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

Basic Salary	Rs.2,09,742/- per month
HRA	Rs.1,04,871/- per month
Special Allowance	Rs.29,288/- per month
Variable Pay	Rs.94,478/- per month
Other Pay	Rs.85,975/- 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 10% p.a.
Perquisites : In addition to the above Dr. Bhaskar Roy 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.
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.

If at any time the Director ceases to be Director of the company for any cause whatsoever, he shall cease to be Executive Director of the Company."

11. 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(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 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 Board of Directors hereby approves the remuneration of Sh. Manik Lal Dutta (Executive Director), since 01st April 2017 and such remuneration and variation of the terms and conditions are approved and recommended by the Nomination and Remuneration Committee. His remuneration is as under:-

Basic Salary	Rs.1,38,352/- per month
HRA	Rs.69,176/- per month
Special Allowance	Rs.41,506/- per month
Variable Pay	Rs.34,588/- per month
Other Pay	Rs.62,258/- 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 10% p.a.
Perquisites : In addition to the above Mr. Manik Lal Dutta 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.
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.

If at any time the Director ceases to be Director of the company for any cause whatsoever, he shall cease to be Executive Director of the Company."

12. 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, 2019, be and is hereby ratified."

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

RESOLVED THAT Pursuant to section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and/or any other provisions as may be applicable, the consent of the members of the company be and is hereby accorded for executing various CSR related services with its associate company M/s India Paryavaran Sahayak Foundation during the F.Y 2018-19 for aggregating up to a maximum sum of Rs.22lakhs.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do such acts, deeds and things as may be incidental, allied or required in this matter from time to time.

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

RESOLVED THAT Pursuant to section 185 of Companies Act 2013 read with section 186 and other applicable provisions of the Companies Act, 2013 and the applicable Rules made there under and/or any other provisions as may be applicable, the consent of the members of the company be and is hereby accorded to the Board of Directors for making loans and advances to its subsidiary M/s Unibev Limited to the extent of Rs.30.00crores for meeting their various operational and other allied expenses related to their business operation.

RESOLVED FURTHER THAT any one of the directors or company secretary of the company be and are hereby severally authorized to file necessary forms with ROC and to do such acts, deeds and things as may be required from time to time."

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

Place : New Delhi
Date : 10/08/2018

(Santosh Kumar Pattanayak)
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK FORM OF PROXY IS SEPARATELY ANNEXED.**

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
4. A route map showing directions to reach the venue along with prominent landmarks of the 25th annual general meeting is given at the end of this notice
5. Members are requested to notify immediately any change in their address to the Registrar & Transfer Agent of the Company 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2018 to 25th September, 2018 (both days inclusive).
8. 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.
9. Electronic Copy of the Annual Report and the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode. Members are requested to get registered their e-mail ids with the Company or the Registrar and Share Transfer Agent for further communication.
10. 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 25th 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 22nd September 2018 at 9.00 A.M. and ends on 24th September 2018 at 5.00 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 18th September 2018, 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.

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

If shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please [click here](#) or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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 18th September 2018.

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 CDSL 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.

11. 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. Vijay Kumar Rekhi	Dr. Bhaskar Roy	Sh. Sunil Chadha	Sh. Joginder Singh Dhamija
Age	73 Years	51 Years	60 Years	84 Years
Qualifications	Post Graduate from IIM-Ahmedabad, Delhi School of Economics, Graduate from Shriram College of Commerce & Economics (SRCC).	M.Com, FCA, PHD	ISC from Doon School, Dehradun, B.A. (Economic-Hons) from Shriram College of Commerce & Economics (SRCC), MBA from FMS, Delhi.	B.A, LLB, PCS (Retd.)
Expertise in specific functional area	He has over 46 years of experience in the alcohol industry and ensured global leadership by volume in the domain of spirits.	He has vast experience in Strategic Financial Planning & controlling, Fund Management, Accounts, Auditing, Budgeting and MIS and operations etc.	He has got vast experience in running of large Thermal Power Stations and been consultants for various power stations / projects.	He has got more than 50 years of vast experience in heading many distilleries & brewery units.
Date of appointment as Director of the Company	19.05.2017	22.10.2009	21.05.2018	20.02.2007
Directorship of other companies #	1. Unibev Ltd.	1. M/s Globus Spirits (Jharkhand) Ltd. 2. M/s Globus Trois Freres India Ltd. 3. M/s Unibev Limited	NIL	NIL
Chairman/Member of Committees of other Companies	2	NIL	Nil	NIL
No. of shares held*	NIL	100	NIL	NIL
Inter-se relationship with other Directors	NIL	NIL	NIL	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 31/03/2018.

12. The Company has paid the listing fees for year 2017-18 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

Mr. Sunil Chadha, aged 60 years, has been appointed as Additional Director w.e.f. 21st May 2018. As per the provisions of section 161 of the Companies Act, 2013, Mr. Sunil Chadha shall hold office as an Additional Director only upto the date of this AGM and is eligible for appointment as Director. As required, notice under section 160 of the companies Act, 2013 has been received from a shareholder proposing the appointment of Mr. Sunil Chadha as Director of the company. Accordingly, the Board recommends the resolution to be passed by the shareholders as per the requirements of the Companies Act, 2013.

Brief Profile and educational qualification of Mr. Sunil Chadha is as below:-

Mr. Chadha has got vast experience in running of large Thermal Power Stations and been consultants for various power stations/projects.

Educational Qualification :

- ISC from The Doon School, Dehradun in 1975
- BA Hons. Economics from Shri Ram College of Commerce, Delhi University in 1979
- Masters in Business Administration from Faculty of Management Studies, Delhi University in 1981.

None of the Directors, Key Managerial Personnel, Manager or their relatives except Mr. Sunil Chadha is interested in the resolution.

ITEM No. 6

Sh. Sunil Chadha (DIN 00401305), aged 60 years, has been appointed as Additional Director w.e.f. 21st May 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, notice under section 160 of the companies Act, 2013 has been received from the shareholder proposing the appointment of Sh. Sunil Chadha as Independent Director of the company for a period of 5 years w.e.f. 25th September 2018. 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 Mr. Sunil Chadha is interested in the resolution.

ITEM No. 7

Sh. Joginder Singh Dhamija, aged 84 years, Director of our company is on the Board since 20th February 2007 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. 24th September 2014. 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 is attracting the consent of the shareholder by way of special resolution in the General Meeting of the company w.e.f. 01st April 2019. 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. Joginder Singh Dharnija is interested in the resolution.

ITEM No. 8

Your Board of Directors proposes to approve the remuneration of Sh. Ajay Kumar Swarup, the Managing Director of the company who has been appointed for a period of 5 years w.r.f. 01st December 2016. 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 of remuneration of Sh. Ajay Kumar 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 30 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	2015-16 : Rs.75,00,000/- 2016-17 : Rs.1,00,00,000/- 2017-18 : Rs.1,08,00,000/-
(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 vast experience and professional qualifications of Mr. Ajay Kumar Swarup.
(7) Relationship	Sh. Ajay Kumar Swarup is the father of Sh. Shekhar Swarup, Joint Managing Director of the Company.

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

ITEM No. 9

Your Board of Directors proposes to approve the remuneration of Sh. Shekhar Swarup, the Joint Managing Director of the company. 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 Ordinary 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 10 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	2015-16 : Rs.39,47,098/- 2016-17 : Rs.75,00,000/- 2017-18 : Rs.81,00,000/-
(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 vast experience and professional qualifications of Sh. Shekhar Swarup.
(7) Relationship	Sh. Shekhar Swarup is the son of Sh. Ajay Kumar Swarup, Managing Director of the Company.

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

ITEM No. 10

Your Board of Directors proposes to approve the remuneration of Dr. Bhaskar Roy, the Executive Director & CFO of the company. 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 increase in remuneration payable to Dr. Bhaskar Roy requires confirmation of Share Holders of the company by passing Ordinary 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 Dr. Bhaskar Roy :

(1) Background Details	He is M.Com, FCA, PHD and having more than 28 years of experience and is having vast experience in Strategic Financial Planning & controlling, Fund Management, Accounts, Auditing, Budgeting and MIS and operations etc..
(2) Past Remuneration	2015-16 : Rs.49,17,246/- 2016-17 : Rs.57,81,080/- 2017-18 : Rs.50,86,400/-
(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 vast experience and professional qualifications of Dr. Bhaskar Roy.
(7) Relationship	Dr. Bhaskar Roy does not have any other pecuniary relationship other than his remuneration and is also not related to any managerial personnel of the Company.

- 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 or their relatives of the company except Dr. Bhaskar Roy has any interest in the proposed resolution.

ITEM No. 11

Your Board of Directors proposes to approve the remuneration of Sh. Manik Lal Dutta, Executive Director of the company. 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, approval of remuneration of Sh. Manik Lal Dutta, Executive Director of the company requires confirmation of Share Holders of the company by passing Ordinary 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. Manik Lal Dutta :

(1) Background Details	He is M. Tech, PGDBM and having more than 45 years of experience in Alcohol and other Industry and is having vast experience in production, planning, IMFL blends, brand development and operations etc.
(2) Past Remuneration	2015-16 : Rs.34,02,537/- 2016-17 : Rs.36,80,002/- 2017-18 : Rs.35,77,206/-
(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 vast experience and professional qualifications of Mr. Manik Lal Dutta.
(7)	Relationship	Mr. Manik Lal Dutta does not have any other pecuniary relationship other than receiving remuneration from the company and is also not related to any managerial personnel of the Company.

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 or their relatives of the company except Sh. Manik Lal Dutta has any interest in the proposed resolution.

ITEM No. 12

The Board of Directors at its meeting held on 21st May, 2018 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 31/03/2019, 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. 12 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.

ITEM No. 13

Your Board of Directors at their meeting held on 10th August, 2018 approved for the proposed related party transaction of executing various CSR activities and other related services with its associate company M/s India Paryavaran Sahayak Foundation up to a maximum amount of Rs.22lakhs for the FY 2018-19. In terms of the provisions of section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the shareholders of the Company by passing special resolution is required for such related party transaction. The Audit Committee of the Board has also accorded their consent for this related party transaction.

Accordingly, consent of the members is sought for approving the Special Resolution as set out in Item No. 13 for approval 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 except Mr. Shekhar Swarup, Joint Managing Director and Mr. Kunal Agarwal, Director of the company and their relatives being directors and shareholders in the said associate company.

ITEM No. 14

Your Board of Directors at their meeting held on 21st May, 2018 approved for providing Loans and advances to its subsidiary M/s Unibev Limited up to a maximum amount of Rs.30crores for meeting various operational and other business related expenses. In terms of the provisions of section 185 read with section 186 of Companies Act 2013 along with the rules made there under, the approval of the shareholders of the Company by passing special resolution is required for providing such loans and advances to its subsidiary. The Audit Committee of the Board has also accorded their consent for this related party transaction.

Accordingly, consent of the members is sought for approving the Special Resolution as set out in Item No. 14 for approval by the shareholders at the ensuing Annual General Meeting of the Company. None of the Directors, Key Managerial Personal, Manager or their relatives are concerned or interested in the proposed Resolution except Mr. Ajay Kumar Swarup, Mr. Shekhar Swarup, Mr. Vijay Kumar Rekhi, Dr. Bhaskar Roy and Mr. Santosh Kumar Bishwal, and their relatives being directors in both the companies.

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 2015-16	Financial Year 2016-17	Financial Year 2017-18
Net Sales	70670.38	78912.38	96901.59
Other Income	382.22	443.21	548.44
Total Income	71052.60	79355.59	97450.03
Expenditure	63679.43	73291.22	89962.87
Depreciation	4216.09	3809.40	3619.09
Interest	1685.27	1752.22	2713.61
Profit / (Loss) before exceptional items and tax	1471.81	502.75	1154.46
Provision for taxation (including Deferred tax)	218.04	(399.18)	452.00
Profit / (Loss) after tax	1253.77	901.93	702.46

(5).	Export performance based on the given indicators	During the year 2017-18, total export performance were Rs.62.07crores.
(6).	Foreign investments or collaborators, if anyNot Applicable....

ANNEXURE – 2

III) Other Information:

(1)	Reasons of inadequate profits	The financial performance of GSL was affected due to the high input costs especially raw materials cost. 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	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 : 10/08/2018

(Santosh Kumar Pattanayak)
Company Secretary



GLOBUS SPIRITS LIMITED

CIN: L74899DL1993PLC052177

Registered Office: F-0, Ground Floor, The Mira Corporate Suites, Plot No.1&2,

Ishwar Nagar, Mathura Road, NEW DELHI-110065

Ph : 011-66424600, Fax:011-66424629,

E-mail:corporateoffice@globusgroup.in, website:www.globusspirits.com

PROXY FORM

Name of the Member (s) :	Registered Address :
E-mail ID :	Folio No./Client ID :
DP ID :	No. of Shares :

I/We of being a member/members of M/s Globus 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 25th Annual General Meeting of the Company to be held on Tuesday, the 25th September, 2018 at 11:15 A.M. at the Auditorium of IETE, 2, institutional Area, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below :

I/We hereby record my / our voting as marked (v)

Item No.	Particulars	For	Against
1	Adoption of Consolidated & Standalone Audited Annual Accounts and Reports thereon for the year ended 31 st March 2018.		
2	Re-appointment of Mr. Vijay Kumar Rekhi as Director who retires by rotation.		
3	Re-appointment of Dr. Bhaskar Roy as Director who retires by rotation.		
4	Ratification of Appointment of M/s. Deloitte Haskins & Sells LLP as Auditors.		
5	Appointment of Mr. Sunil Chadha as director of the company who was appointed as Additional Director during the year.		
6	Appointment of Mr. Sunil Chadha as Independent Director of the company.		
7	Special Resolution for continuation of Sh. Joginder Singh Dhamija as Independent Director of the company.		
8	Special Resolution for Approval of Remuneration of Mr. Ajay Kumar Swarup, Managing Director of the company		
9	Approval of Remuneration of Mr. Shekhar Swarup, Joint Managing Director of the company.		
10	Approval of Remuneration of Dr. Bhaskar Roy, Executive Director of the company.		
11	Approval of Remuneration of Mr. Manik Lal Dutta, Executive Director of the company.		
12	Approval for payment of remuneration to M/s JSN & Co, Cost Auditor of the company.		
13	Special Resolution for approval of entering into related party transaction with M/s India Paryavaran Sahayak Foundation.		
14	Special Resolution for approval of making loans and advances to the Subsidiary of the company M/s Unibev Limited.		

Revenue
Stamp

Date..... Signature(s).....

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.

