



**Globus Spirits**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF GLOBUS SPIRITS LIMITED ("THE COMPANY") HELD ON 12<sup>th</sup> OF MARCH 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT THE F-0, GROUND FLOOR, THE MIRA CORPORATE SUITES, ISHWAR NAGAR, MATHURA ROAD, NEW DELHI-110065.**

**APPROVAL OF SCHEME OF AMALGAMATION AND SHARE EXCHANGE RATIO REPORT**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Memorandum and Articles of Association of the Company and subject to requisite approval of the shareholders and creditors of the Company and sanction of the National Company Law Tribunal, New Delhi Bench (hereinafter referred to as "the Tribunal") or such other competent authority, as may be applicable, the consent of the Board of Directors of the Company be and is hereby accorded for the amalgamation of Unibev Limited (formerly Uber Blenders & Distillers Limited) ("Transferor Company") into and with Globus Spirits Limited ("the Transferee Company") as per the terms and conditions mentioned in the Scheme of Amalgamation ("the Scheme") with effect from April 01, 2019, being the Appointed Date,

**RESOLVED FURTHER THAT** the Valuation Reports of M/s N S KUMAR & CO., Chartered Accountants, and Niranjan Kumar, Registered Valuer dated March 12, 2020, determining the Share Exchange Ratio for the purpose of the said Scheme of Amalgamation, and Fairness Opinion Report of Kunvarji Finstock Private Limited, a SEBI registered merchant banker dated March 12, 2020, as placed before the Board, is hereby taken on record and accepted.

**RESOLVED FURTHER THAT** the report from the Audit Committee dated March 12, 2020 recommending the draft scheme, taking into consideration the Share Entitlement Report and the Fairness Opinion Report, as placed before the board, be and is hereby accepted, adopted and taken on record.

**RESOLVED FURTHER THAT** the draft certificate received from the Auditor of the Company clearly stating that the approval from the Public shareholders through e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 is not applicable along with the reasons for non-applicability of Sub Para 9(a), as placed before the board, be and is hereby accepted, adopted and taken on record.

**RESOLVED FURTHER THAT** the report of the Board explaining the effect of the arrangement pursuant to the Scheme, on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and laying out in particular, the share exchange ratio, as applicable, specifying special valuation difficulties, if any, as required to be annexed to the notice and explanatory statement pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, submitted before the meeting, duly initialled by the Chairman of the meeting for the purpose of identification, and signed on behalf of the Board of the Company by any one of either Mr. Shekhar Swarup, Joint Managing Director of the company or by Dr. Bhaskar Roy, Executive Director of the company or by Mr. Ajay Goyal, CFO of the company or by Mr. Santosh Kumar Pattanayak, Company Secretary of the company be and is hereby adopted.

**RESOLVED FURTHER THAT** for the purpose of coordinating with the Securities and Exchange Board of India ('SEBI') in terms of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time) issued by SEBI, BSE Limited be and is hereby designated as the Designated Stock Exchange.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013 and other applicable laws, the Company as a shareholder holding 67,66,500 representing approx. 97.94% shares of the Transferor Company hereby grants its consent to the Scheme with/without modifications and/or conditions, if any, which may be required and/or imposed and/or permitted by any authority under applicable laws.

**Globus Spirits Limited**

(Corporate Identity Number: L74899DL1993PLC052177)

**Registered & Corporate Office:**

F-0, Ground Floor, The Mira Corporate Suites, Plot No. 1 & 2, Ishwar Nagar, Mathura Road, New Delhi 110065 Tel.: +91-11-66424600 Fax: 66424629

**Works(1):** Village: Shyampur, Tehsil: Behror 301701 Distt.: Alwar (Raj.) Tel.: +91-1494-516340-41

**Works(2):** Haryana Organics 4 KM., Chulkana Road, Samalkha 132101 Distt.: Panipat (Har.) Telefax: +91-180-2570122

**Works(3):** Associated Distilleries Hisar Bye-Pass, National Highway, Hisar 125044 (Har.) Tel.: +91-1662-291905

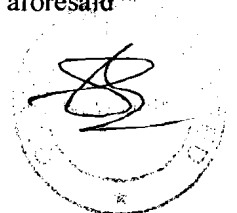
**Works(4):** Village: Dhandua, Tehsil: Jandaha, Hajipur 844505 Distt.: Vaishali (Bihar) Tel.: +91-9917437425

**Works(5):** Plot No. B-7, Panagarh Industrial Park, Panagarh 713420 Distt.: Burdwan (West Bengal) Tel.: +91-9800297777

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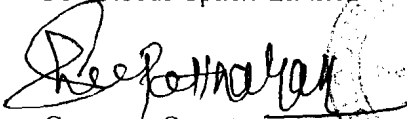
**RESOLVED FURTHER THAT** either Mr. Shekhar Swarup, Joint Managing Director of the company or Dr. Bhaskar Roy, Executive Director of the company or Mr. Ajay Goyal, CFO of the company or Mr. Santosh Kumar Pattanayak, Company Secretary of the company be and are hereby severally authorized to take all the necessary steps for implementation of the Scheme including but not limited to:

- a) Filing of the Scheme with regulatory or statutory authority, wherever required in terms of the applicable laws and regulations for obtaining approval to the Scheme;
- b) Filing of Applications/Affidavits with the Tribunal or such other competent authority, seeking directions for holding or dispensation from holding of the meeting of the shareholders and/or creditors of the Company as may be directed by the Tribunal to give effect to the Scheme;
- c) Grant consent for dispensation of convening meeting of shareholders of the Transferor Company for the purpose of approval of the Scheme;
- d) Filing of petitions for confirmation of the Scheme by the Tribunal or such other competent authority;
- e) For the above purpose, to engage professionals including Company Secretaries, Chartered Accountants, Advocates and if considered necessary, also engage services of Counsel(s), declare and file all pleadings, reports and sign and-issue public advertisements, notices and to do all acts and incidental and necessary thereto;
- f) Obtaining approval/consent from such other authorities and parties including the term loan lenders, financial institutions etc. as may be required as per the terms of the agreements with the said parties;
- g) To settle any question/issue or difficulty that may arise with regard to implementation of the Scheme, and to give effect to this Resolution;
- h) To make any alterations/changes to the Scheme as may be expedient or necessary for satisfying the requirements or conditions imposed by the Tribunal or other competent authority, which do not materially change the substance of the Scheme;
- i) To withdraw the Scheme at any stage in case the changes or modifications required in the Scheme or the conditions imposed by any shareholder, creditor, the Tribunal and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as they may think necessary and desirable in connection therewith and incidental thereto;
- j) Coordinate and respond to queries raised by Regional Director and Official Liquidator in relation to the Scheme to enable them to file their report with the jurisdictional Tribunal;
- k) To file any other application/petition, affidavits/reports received from Registrar of Companies, Regional Director, Official Liquidator, Income-tax authorities or any other authority, incidental or ancillary to the Scheme, and in connection of sanction thereof, whether before the Tribunal or before any other statutory and/or regulatory authority and to do such acts, deeds and things as they may think necessary and desirable in connection therewith and incidental thereto;
- l) To swear and depose affidavit before the Tribunal or such other competent authority in relation to any matter pertaining to the aforesaid Scheme;
- m) To sign all applications, petitions, vakalatnama, consents and other documents, to be filed before the Tribunal or such other competent authority in relation to any matter pertaining to the aforesaid Scheme;



- n) To represent the Company in general before the Tribunal or such other competent authority or any such meetings convened by the Tribunal or such other competent authority in relation to any matter pertaining to the aforesaid Scheme;
- o) To affix Common Seal of the Company in accordance with the provisions of the Articles of Association of the Company on any documents in connection with the purpose of the above resolution as may be required, and to send the Common Seal of the Company to other places, if so required, to facilitate execution of documents / papers in connection with the Scheme;
- p) To do all such other acts, matters, deeds or things as may be considered necessary and expedient in connection with or incidental to giving effect to the purpose of the above resolution or otherwise giving effect to the Scheme; and
- q) To delegate/sub-delegate the powers, privileges and authorizations accorded to them in their favour pursuant to this Resolution by way of Power of Attorney or otherwise, to such person(s) as they may be in their full and absolute discretion, deem appropriate”.

Certified True Copy  
For Globus Spirits Limited

  
Company Secretary

