



**GLOBUS SPIRITS LIMITED**

Regd. Office: A-46, Friends Colony (East), Friends Colony (East), New Delhi-110065  
Corporate Office : F-0, Ground Floor, The Mira Corporate Suites, Ishwar Nagar, Mathura Road, New Delhi-110065

Declaration of the result on the voting by postal Ballot conducted pursuant to Section 81 of the Companies Act, 1956 on the Resolutions as set out in the Notice dated 09<sup>th</sup> November, 2012.

The Chairman stated that the Company had, on 10<sup>th</sup> November, 2012 dispatched to all the shareholders, a Notice dated 09<sup>th</sup> November, 2012 under Section 81 of the Companies Act, 1956, for obtaining the consent of the shareholders to the following Resolutions by means of Postal Ballot:

The chairman thereafter stated that the Scrutinizer, CS Sh. Sundeep K. Parashar had carried out the scrutiny of all the postal ballot forms received up to the close of working hours on 10<sup>th</sup> December 2012 and that CS Sh. Sundeep K. Parashar had submitted his Report dated 12<sup>th</sup> December, 2012 and that he as the Chairman had accepted the said Report.

The Chairman then announced the following result of the Postal Ballot as per the Scrutinizer's Report:

Number of valid postal ballot forms received	13
Votes in favour of the Resolution	15034930
% of Votes in favour of the Resolution	65.38%
Votes against the Resolution	NIL
% of Votes against of the Resolution	NIL
Number of invalid postal ballot forms received	NIL

**Special Business:**

1. **Authority for augmentation of capital through further issue / placement of securities including American Depository Receipts /Global Depository Receipts /Qualified Institutional Placement, etc.**


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 81 and other applicable provisions, if any, of the Companies Act, 1956 [including any amendment thereto or modification(s) or re-enactment(s) thereof] and in

accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the respective Stock Exchanges where the equity shares of the Company are listed, and subject to the Regulations / Guidelines, if any, prescribed by Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), financial institutions and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of the Government of India, SEBI, RBI and all other appropriate authorities, institutions or bodies and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, and agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, to create, issue, offer and / or allot, in the course of one or more public or private offerings by way of public issue, rights issue, preferential allotment including Qualified Institutional Placement pursuant to Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time, or otherwise, in the domestic or one or more international markets, equity shares and / or equity shares through depository receipts and / or convertible bonds and/or foreign currency convertible bonds and / or securities convertible into equity shares at the option of the Company and / or the holder(s) of such securities, American Depository Receipts (ADRs) /Global Depository Receipts (GDRs) representing equity shares or convertible securities and / or securities with or without detachable /non-detachable warrants with a right exercisable by the warrant-holder to subscribe for the equity shares and / or warrants with an option exercisable by the warrant-holder to subscribe for equity shares, and / or any instrument or securities representing either equity shares and / or convertible securities linked to equity shares (all of which are hereinafter collectively referred to as 'securities') subscribed in Indian /foreign currency(ies) to investors (whether resident and / or non-resident) and / or strategic investors, Qualified Foreign Investors (QFIs) and or Anchor Investor and / or institutions or banks and / or incorporated bodies and / or trustees or otherwise, and whether or not such investors are Members of the Company /Foreign Institutional Investors (FIIs) /Mutual Funds /Pension Funds /Venture Capital Funds /Banks and such other persons or entities excluding promoters in case of preferential allotment, whether or not such investors are members of the Company, to all or any of them jointly or severally, through prospectus and / or placement document(s) or offer letter(s) or circular(s) and / or on private placement basis for, (or which upon conversion of all securities so created, issued, offered and / or allotted could give rise to the issue of) upto an amount of INR 100 crores , to be denominated in Indian rupees or foreign currency, as the case may be at such time or times with or without voting rights in general meetings /class meetings, at such price or prices, at such interest or additional interest, at a discount or at the premium to market price or prices and in such form and manner and on such terms and conditions or such modifications thereto, including the number of securities to be issued, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption /prepayment, number of equity shares, to be allotted on conversion /redemption /extinguishments of debt(s), exercise of rights attached to the warrants and / or any other financial instrument, period of conversion, fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in accordance with the directives /guidelines issued by the appropriate authority(ies) and in consultation with the Merchant Banker(s) and / or Lead Manager(s) and / or Underwriter(s) and / or Advisor(s) and / or such other person(s), but without requiring any further approval or consent from the shareholders and also subject to the applicable guidelines for the time being in force;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the securities may have all or any terms or combinations of terms in accordance with prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium on redemption at the option of the Company and / or holders of any securities, including terms for issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the allotment of such securities, the relevant date on the basis of which the price of the resultant shares shall be determined, shall be the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue and that the allotment of such securities shall be made in the form of Qualified Institutional Placement to Qualified Institutional Buyers, in accordance with the



provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time;

RESOLVED FURTHER that, the allotment of Securities under any Qualified Institutional Placement shall only be to qualified institutional buyers within the meaning of Regulation 2(1)(zd) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed by SEBI from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any Lead Manager(s), Co-Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Guarantor(s), Depository(ies), Custodian(s) and all such agencies as may be involved or concerned in such offerings of securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such securities in one or more Indian /international Stock Exchanges;

RESOLVED FURTHER THAT the Company and / or any agencies or bodies authorised by the Board may issue depository receipts or certificates representing the underlying equity shares in the capital of the Company or such other securities in bearer, negotiable or registered form with such features and attributes as may be required and are prevalent in the Indian and / or international capital markets for the instruments of this nature and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more Stock Exchanges in or outside India);

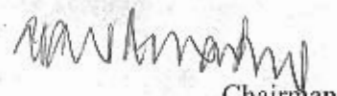
RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of equity shares as may be required to be issued and allotted upon conversion of any securities referred to above or as may be necessary in accordance with the terms of the offer, all such shares ranking in all respects *pari passu* inter se and with the then existing equity shares of the Company in all respects, save and except that such equity shares or securities or instruments representing the same may be without voting rights, if permitted by law and / or, shall carry the right to receive applicable dividend from the date of allotment, as may be decided by the Board, declared for the financial year in which the allotment of shares shall become effective;

RESOLVED FURTHER THAT the Board be and is hereby authorised to create such mortgage and / or charge on the immovable and movable assets of the Company or on the whole or any part of the undertaking/s of the Company under Section 293(1)(a) of the Companies Act, 1956, in respect of any security(ies) issued by the Company pursuant to this Resolution and in the event such security(ies) is /are required to be secured and for that purpose to accept such terms and conditions and to execute such documents and writings as the Company may consider necessary or proper;

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into arrangements for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee or any one or more Director or company secretary of the Company;

Date : 12<sup>th</sup> December 2012

  
Chairman  
(Ajay K. Swarup)