



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

Tel : 011-66424600 Fax : 011-66424629

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NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of M/s Globus Spirits Limited will be held on Monday, 28th September, 2015 at 11:00 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 2015 including audited Balance Sheet as at 31st March, 2015, 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 Sh. Manik Lal Dutta, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sh. Rajesh Sehgal, 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 a term of next 4 years till the conclusion of twenty-sixth Annual General Meeting, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of twenty-sixth AGM, 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 Ms. Ruchika Bansal (DIN 06505221) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th March, 2015 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 her 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 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, 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, the Company hereby approves the re-appointment of Sh. Manik Lal Dutta (DIN 00769308), as Executive / Whole-time Director of the Company, whose period shall be determined by liable to retire by rotation on the following remuneration and terms and conditions which were approved and recommended by the Nomination and Remuneration Committee:-

Basic Salary	: Rs.1,48,940/- per month with suitable increases as determined by the Board.
HRA	: Rs.55,000/- per month with suitable increases as determined by the Board.
Medical Allowance	: Rs.1,250/- per month with suitable increases as determined by the Board.
LTA	: Rs.15,000/- per annum with suitable increases as determined by the Board.
Other Allowances	: Rs.65,081/- per month with suitable increases as determined by the Board.
Variable Pay	: Rs.27,737/- per month with suitable increases as determined by the Board
Provision for Increment	: such rate as determined by the Board subject to maximum of 10% p.a.

Perquisites:

In addition to the above Sh. 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:-

- (i) Gratuity not exceeding half month's salary for each completed year of service subject to a ceiling of Rs.10 lakhs.
- (ii) Bonus as per Company's rules and regulations.
- (iii) Provision of car with driver for use of Company's business and for private purpose.
- (iv) Telephone facility for use of Company's business purpose.
- (v) Earned / Privilege Leave : One month's leave with full pay and allowances for every 11 months of service subject to the condition that leave accumulated but not availed of will not be allowed to be encashed.

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

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

"RESOLVED THAT pursuant to the provisions of Section(s) 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 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 Company hereby approves the increase in the remuneration of Dr. Bhaskar Roy (DIN 02805627), the Executive Director & CFO of the Company, whose period is determined by liable to retire by rotation and such increase in the 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. 2,18,158/- per month with suitable increases as determined by the Board.
Medical Reimbursement	: Rs. 1,250/- per month with suitable increases as determined by the Board
Special Allowance	: Rs. 40,084/- per month with suitable increases as determined by the Board.
Other Allowances	: Rs. 95,659/- per month with suitable increases as determined by the Board.
LTA	: Rs.15,000/- per annum with suitable increases as determined by the Board.
Variable Pay	: Rs. 89,100/- per month with suitable increases as determined by the Board
Provision 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:-

- (i) Gratuity not exceeding half month's salary for each completed year of service subject to a ceiling of Rs.10 Lakhs.
- (ii) Bonus as per Company's rules and regulations.
- (iii) Provision of car with driver for use of Company's business and for private purpose.
- (iv) Telephone facility for use of Company's business purpose.
- (v) Earned / Privilege Leave :One month's leave with full pay and allowances for every 11 months of service subject to the condition that leave accumulated but not availed of will not be allowed to be encashed.

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."

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 Company hereby approves the increase in the remuneration of Sh. Shekhar Swarup (DIN 00445241), the Executive Director of the Company, whose period is determined by liable to retire by rotation and such increase in the 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. 1,78,200/- per month with suitable increases as determined by the Board.
HRA	: Rs. 89,100/- per month with suitable increases as determined by the Board.
Conveyance	: Rs. 800/- per month with suitable increases as determined by the Board
Medical Reimbursement	: Rs. 1,250/- per month with suitable increases as determined by the Board
Other Allowances	: Rs. 15,770/- per month with suitable increases as determined by the Board.
Variable Pay	: Rs. 71,280/- per month with suitable increases as determined by the Board
Provision 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:-

- I. Gratuity not exceeding half month's salary for each completed year of service subject to a ceiling of Rs.10 Lakhs.
- II. Bonus as per Company's rules and regulations.
- III. Provision of car with driver for use of Company's business and for private purpose.
- IV. Telephone facility for use of Company's business purpose.
- V. Earned / Privilege Leave :One month's leave with full pay and allowances for every 11 months of service subject to the condition that leave accumulated but not availed of will not be allowed to be encashed.

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."

9. 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 as may be applicable, Niraj Kumar Vishwakarma & Associates, appointed as the cost auditors of the Company to conduct audit of cost accounting records maintained by the Company for various products manufactured by the Company for the year ending on 31/03/2016, be paid remuneration amounting to Rs.80,000/- plus service tax and out-of-pocket expenses."

10. To consider and if thought fit, to pass with or without modification the following resolution as Ordinary 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 approval of the Company be and is hereby given to the related party transaction with M/s Biotech India Limited for taking on lease/rent the office premises owned by Biotech India Limited situated at F-0, The Mira Corporate Suites, Plot No. 1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 for a sum of Rs.4,25,450/- (Rupees Four Lacs Twenty-five Thousand Four Hundred Fifty only) per month.

"RESOLVED FURTHER THAT the particulars of the above said contract be entered in the Register of contracts in which directors are interested kept in accordance with the provisions of section 189 of the Companies Act, 2013(The Act) or in any other register or record as may be required by the provisions of the Act or rules made thereunder ."

11. To consider and if thought fit, to pass with or without modification the following resolution as Ordinary 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 approval of the Company be and is hereby given to the related party transaction with M/s Rajasthan Distilleries Private Limited for taking on lease/rent the

office premises owned by Rajasthan Distilleries Private Limited situated at F-0, The Mira Corporate Suites, Plot No.1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 for a sum of Rs. 5,30,450/-(Rupees Five Lacs Thirty Thousand Four Hundred Fifty only) per month.

RESOLVED FURTHER THAT the particulars of the above said contract be entered in the Register of contracts in which directors are interested kept in accordance with the provisions of section 189 of the Companies Act, 2013(The Act) or in any other register or record as may be required by the provisions of the Act or rules made thereunder .”

12. To consider and if thought fit, to pass with or without modification the following resolution as Ordinary 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 approval of the Company be and is hereby given to the related party transaction with M/s Tarvos Consulting Services Private Limited for hiring consultancy services from this Company for a maximum sum of Rs. 15,00,000/-(Rupees Fifteen Lacs only) during the year 2015-16.

RESOLVED FURTHER THAT the particulars of the above said contract be entered in the Register of contracts in which directors are interested kept in accordance with the provisions of section 189 of the Companies Act, 2013(The Act) or in any other register or record as may be required by the provisions of the Act or rules made thereunder .”

By Order of the Board
For Globus Spirits Limited

Place : New Delhi
Date : 13/08/2015

Sd/-
(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. 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

5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd Sept., 2015 to 28th Sept., 2015 (both days inclusive).
7. 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.
8. 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.

9. 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.
- I. 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 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. ("CDSL"):

The instructions for Members for voting electronically are as under:

- I. The voting period begins on 25th September 2015 at 9.00 A.M. and ends on 27th September 2015 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 21st September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.
- V. Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- VIII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for M/s Globus Spirits Limited on which you choose to vote.
- XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be

displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVIII. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XX. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September 2015 may follow the same instructions as mentioned above for e-Voting.
- XXI. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- XXII. 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 September 21, 2015.
- XXIII. 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.
- XXIV. 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.
- XXV. 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.
10. Details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement):

Name	Sh. Manik Lal Dutta	Sh. Rajesh Sehgal	Ms . Ruchika Bansal
Age	69	44 Years	35 Years
Qualifications	M. Tech, PGDBM	PG Diploma in Business Management from XLRI Jamshedpur and CFA	Commerce graduate from SRCC and PGDM (MBA)
Expertise in specific functional area	He is the overall in-charge and responsible for production, planning, IMFL blends, brand development etc.	He is a Financial Analyst and expert in finance and business management.	She has specialization in corporate finance & business strategy and an expert in various fund raising activities.
Date of appointment as Director of the Company	01.08.2006	19.03.2013	28.03.2015
Directorship of other companies #	NIL	Apar Industries Limited	NIL
Chairman/Member of Committees of other Companies	NIL	2	NIL
No. of shares held*	2,100	NIL	NIL
Inter-se relationship with other Directors	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 31/03/2015.

11. The Company has paid the listing fees for year 2015-16 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

Ms. Ruchika Bansal (Non-Executive Director), aged 35 years, has been appointed as Additional Director w.e.f. 28th March 2015. As per the provisions of section 161 of the Companies Act, 2013, Ms. Ruchika Bansal 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 the shareholder proposing the appointment of Ms. Ruchika Bansal 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.

Ruchika Bansal is a management consultant with over 12 years experience, specializing in corporate finance and business strategy. Ms. Ruchika started her career in financial research working with global investment banking and private equity clients. Subsequently, she worked as an investment banker advising companies in areas of mergers & acquisitions (cross-border and domestic) and private equity syndication. Ms. Ruchika is a Commerce graduate from SRCC and PGDM (MBA) from MDI Gurgaon. Ms. Bansal does not hold any equity shares in the Company.

None of the Directors, Key Managerial Personnel or their relatives except Ms. Ruchika Bansal is interested in the resolution.

ITEM No. 6

Your Board of Directors proposes to re-appoint Sh. Manik Lal Dutta, as 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, re-appointment of and payment of remuneration to Sh. Manik Lal Dutta as Executive Director of the Company requires confirmation of Share Holders of the Company by passing Special Resolution in the General Meeting of the Company because his age will be crossing 70 years of age during the year 2015-16. His detail information required to be disclosed pursuant to clause 49 of the Listing Agreement 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 re-appointment of Sh. Manik Lal Dutta as Executive 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.

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	Given above as a part of AGM Notice.
(2)	Past Remuneration	2012-13 : Rs. 11,60,880/- 2013-14 : Rs. 13,12,056/- 2014-15 : Rs. 28,50,983/-
(3)	Recognition or Awards	Nil
(4)	Proposed Remuneration	As mentioned in Resolution
(5)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Mr. Manik Lal Dutta.
(6)	Relationship	Mr. Manik Lal Dutta does not have any other pecuniary relationship 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 or their relatives of the Company except Sh. Manik Lal Dutta has any interest in the proposed resolution.

ITEM No. 7

Your Board of Directors proposes to increase remuneration of Dr. Bhaskar Roy, the Executive Director & CFO of the Company whose period shall be determined by liable to retire by rotation. 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. His detail information required to be disclosed pursuant to clause 49 of the Listing Agreement is given above as a part of AGM Notice. 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	Given above as a part of AGM Notice.
(2)	Past Remuneration	2012-13 : Rs. 14,79,600/- 2013-14 : Rs. 20,21,275/- 2014-15 : Rs. 38,82,348/-
(3)	Recognition or Awards	Nil
(4)	Proposed Remuneration	As mentioned in Resolution
(5)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Dr. Bhaskar Roy.
(6)	Relationship	Dr. Bhaskar Roy does not have any other pecuniary relationship 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 or their relatives of the Company except Dr. Bhaskar Roy has any interest in the proposed resolution.

ITEM No. 8

Your Board of Directors proposes to increase remuneration of Sh. Shekhar Swarup, the 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, such increase in remuneration payable to Sh. Shekhar Swarup requires confirmation of Share Holders of the Company by passing Ordinary Resolution in the General Meeting of the Company. His detail information required to be disclosed pursuant to clause 49 of the Listing Agreement is given above as a part of AGM Notice. 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	Given above as a part of AGM Notice.
(2)	Past Remuneration	2012-13 : Rs. 19,50,000/- 2013-14 : Rs. 30,95,400/- 2014-15 : Rs. 22,50,000/-
(3)	Recognition or Awards	Nil
(4)	Proposed Remuneration	As mentioned in Resolution
(5)	Comparative Remuneration	Suitable in view of the vast experience and professional qualifications of Sh. Shekhar Swarup.
(6)	Relationship	Sh. Shekhar Swarup is the son of 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 or their relatives of the Company except Sh. Shekhar Swarup and his relatives has any interest in the proposed resolution.

ITEM No. 9

The Board of Directors at its meeting held on 13th Aug, 2015 appointed M/s. Niraj Kumar Vishwakarma & Associates, 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 31/03/2016, 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. 9 for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

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

ITEM No. 10

Your Board of Directors at their meeting held on 20th May, 2015 approved for the existing related party transaction with M/s Biotech India Limited for leasing out of the office premises owned by Biotech India Limited situated at F-0, The Mira Corporate Suites, Plot No.1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 for a sum of Rs.4,25,450/- (Rupees Four Lacs Twenty-five Thousand Four Hundred Fifty only) per month. 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 ordinary 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 Ordinary Resolution as set out in Item No. 10 for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution except Sh. Ajay Kumar Swarup, Managing Director & Sh. Shekhar Swarup, Executive director of the Company and their relatives who are Promoters & Directors in M/s Biotech India Limited.

ITEM No. 11

Your Board of Directors at their meeting held on 20th May, 2015 approved for the existing related party transaction with M/s Rajasthan Distilleries Private Limited for leasing out of the office premises owned by Rajasthan Distilleries Private Limited situated at F-0, The Mira Corporate Suites, Plot No.1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 for a sum of Rs.5,30,450/- (Rupees Five Lacs Thirty Thousand Four Hundred Fifty only) per month. 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 ordinary 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 Ordinary Resolution as set out in Item No. 11 for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution except Sh. Ajay Kumar Swarup, Managing Director & Sh. Shekhar Swarup, Executive director of the Company and their relatives who are Promoters & Directors in M/s Rajasthan Distilleries Private Limited.

ITEM No. 12

Your Board of Directors have approved for a related party transaction with M/s Tarvos Consulting Services Private Limited for availing consultancy services for a maximum sum of Rs.15,00,000/- (Rupees Fifteen Lacs only) during the Financial Year 2015-16. 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 ordinary 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 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 or their relatives are concerned or interested in the proposed Resolution except Ms. Ruchika Bansal who is Promoter & Director in M/s Tarvos Consulting Services Private Limited.

ANNEXURE - 1

I) General Information :

(1)	Nature of Industry	Globus Spirits Limited is a leading spirits Company in India with a portfolio of 5 IMIL brands, 3 IMFL brands, bottling operations for India's top 3 IMFL companies and predominantly ENA based bulk operating capacity of 90mn bulk litres p.a..
(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:

in lacs

Particulars	Financial Year 2012-13	Financial Year 2013-14	Financial Year 2014-15
Net Sales	50178.35	49649.98	58567.37
Other Income	488.18	289.78	435.62
Total Income	50666.53	49939.76	59002.99
Expenditure	43147.92	45152.74	53694.09
Depreciation	1648.93	2847.90	2872.63
Interest	649.48	1015.66	1406.71
Profit / (Loss) before exceptional items and tax	5220.20	923.46	1029.56
Provision for taxation (including Deferred tax)	1801.63	(100.53)	322.86
Profit / (Loss) after tax	3418.57	427.64	706.70

(5).	Export performance based on the given indicators	During the year 2014-15, total export performance were Rs.62.11crores.
(6).	Foreign investments or collaborators, if anyNot Applicable....

ANNEXURE - 2

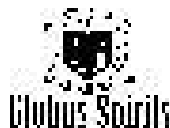
III) Other Information :

(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 : 13/08/2015

Sd/-
(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

Tel : 011-66424600 Fax : 011-66424629

E Mail : corpoffice@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 22nd Annual General Meeting of the Company to be held on Monday, the 28th September, 2015 at 11:00 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 ()

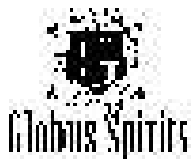
Item No.	Particulars	For	Against
1	Adoption of Consolidated & Standalone Audited Annual Accounts and Reports thereon for the year ended 31st March 2015.		
2	Re-appointment of Mr. Manik Lal Dutta as Director who retires by rotation.		
3	Re-appointment of Sh. Rajesh Sehgal as Director who retires by rotation.		
4	Ratification of Appointment of M/s. Deloitte Haskins & Sells LLP as Auditors.		
5	Appointment of Ms. Ruchika Bansal as director of the company who was appointed as Additional Director during the year.		
6	Special Resolution for Re-appointment of and increase in remuneration to Mr. Manik Lal Dutta, Executive Director of the company.		
7	Special Resolution for Increase in the remuneration of Dr. Bhaskar Roy, Executive Director & CFO of the company.		
8	Special Resolution for Increase in the remuneration of Sh. Shekhar Swarup, Executive Director of the company.		
9	Approval for payment of remuneration to M/s Niraj Kumar Vishwakarma & Associates, Cost Auditor of the company.		
10	Approval of entering into related party transaction with M/s Biotech India Limited.		
11	Approval of entering into related party transaction with M/s Rajasthan Distilleries Private Limited.		
12	Approval of entering into related party transaction with M/s Tarvos Consulting Services Private Limited		

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

Revenue
Stamp

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.



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ATTENDANCE SLIP

Registered Folio No./DP ID No./Client ID No.:

Name and address of the Member(s) :

Joint Holder1 :

Joint Holder2 :

Number of Shares held :

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 22nd Annual General Meeting of the Company on Monday, the 28th September, 2015 at 11:00 A.M. at the Auditorium of IETE, 2, institutional Area, Lodhi Road, New Delhi-110003.

Name of Member / Proxy

Signature of Member / Proxy

Notes:

1. A member or his duly appointed Proxy wishing to attend the Meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters(in case the Proxy attends the meeting)
3. Members are requested to bring their copies of the Annual Report to the Meeting.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

Electronic Voting Particulars

Electronic Voting Sequence No. (EVSN)	User ID	*PAN/Default PAN No. (Sequence Number)

*Applicable to those members who have not updated their PAN with the Company / Depository Participant

Note: Please read the instructions printed under the Note No. 9 to the Notice dated 13th August, 2015 of the 22nd Annual General Meeting. The voting period starts from 9:00 a.m. (IST) on Friday, 25th September, 2015 and ends at 05:00 p.m. (IST) on Sunday, 27th September, 2015. The voting module shall be disabled by CDSL for voting thereafter.