



## **GLOBUS SPIRITS LIMITED**

Regd. Office: A-46, Friends Colony (East), New Delhi-110065  
Corporate Office : F-0, Ground Floor, The Mira Corporate Suites, Ishwar Nagar,  
Mathura Road, New Delhi-110065  
CIN: L74899DL1993PLC052177

### **Postal Ballot Notice**

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

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

The Board of Directors has appointed Shri Sundeep Kumar Parashar, FCS, Company Secretary in practice, New Delhi, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.30 p.m.) on 30<sup>th</sup> September, 2014. Members may choose to vote using the e-voting facility, the details whereof are also specified under instructions for e-voting as contained under 'Notes'.

#### **Special Business:**

##### **1. Creation of Security :**

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

**"RESOLVED THAT** subject to approval of the shareholders obtained by passing Special Resolution in the General Meeting or through Postal Ballot and pursuant to the section 180 (1) (a) of the Companies Act, 2013, read with applicable rules made there under and article of association of the company and/or any other provision as may be applicable, if any, the consent of the Company be and is hereby accorded to create mortgage/hypothecation and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board or Committee thereof, in its absolute discretion may deem fit, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable assets, comprised in any undertaking of the Company, as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or Trustee(s) to secure borrowing upto the limits delegated to the Board or Committee thereof, by the Shareholders from time to time, together with interest at the respective agreed rates by issue of non-convertible debentures, bonds, terms loans, and /or other instruments including foreign currency borrowings, as the Board may deem fit, to be issued in one or more tranches, to India/foreign banks, institutions, investors, mutual funds, companies, other corporate bodies, resident/non-resident investors, foreign nationals, and other eligible investors, and upon such terms and conditions, as may be decided by the Board, including any increase as a result of devaluation/revaluation or fluctuation in the rates of exchange, together with interest, at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures/bonds/terms loans/other instrument(s) in terms of their issue.

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

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

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

Place : New Delhi  
Date : 14/08/2014

Sd/-  
(Santosh Kumar Pattanayak)  
Company Secretary

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and the reasons thereto is annexed hereto.
2. The Postal Ballot Form for voting by you as Member of the Company is enclosed.
3. Electronic copy of the Notice is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication. For members who have not registered their email address, physical copies of the Notice is being sent in the permitted mode.
4. The Board of Directors has appointed Shri Sundeep Kumar Parashar, FCS, Company Secretary in practice, New Delhi as the Scrutinizer for conduction this Postal Ballot voting process in a fair and transparent manner. His address is 2F CS 03, Second Floor, Ansal Corporate Suites, Ansal Plaza, Sector-1, Vaishali, Ghaziabad-201010. Complete Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5.30 p.m. on Tuesday, September 30, 2014. Postal Ballot Form(s) received after this date will be considered invalid. No other form or photocopy thereof is permitted.
5. The Scrutinizer will submit his report after completion of the scrutiny of the Postal Ballots.
6. The results of the Postal Ballot will be announced by the Chairman on 04th day of October, 2014. The result shall also be announced to the Stock Exchanges where equity shares of the Company are listed. The result will also be put on the Company's website [www.globusspirits.com](http://www.globusspirits.com). The resolution, if approved, will be taken as passed effectively on the date of declaration of result.
7. The Company also offers E-Voting facility. Please see the instructions below for details.  
In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company also offers e-voting option to all the shareholders. For this purpose, the Company has made necessary arrangement with Central Depositories Services Limited (CDSL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
8. Members have option to vote either through e-voting or through Postal Ballot Form. Members irrespective of who have registered their e-mails for receipt of documents in electronic mode and who wish to vote through Postal Ballot Form, can download Postal Ballot Form from the link [www.evotingindia.com](http://www.evotingindia.com) or seek duplicate form from R & T Agent M/s Link Intime India Pvt. Ltd. After filling the required details, send the same to the Scrutinizer by Post at the address given at Sr. No. 4 above.
9. **The instructions for members for voting electronically are as under:-**
  - (A) **In case of members receiving e-mail:**
    - I. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - II. Click on "Shareholders" tab.
    - III. Now, select the "GLOBUS SPIRITS LTD" from the drop down menu and click on "SUBMIT"
    - IV. 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.
  - (ii) Next enter the Image Verification as displayed and Click on Login.

- (iii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (iv) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly 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 also to be 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant GLOBUS SPIRITS LTD on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**(B) In case of members receiving the physical copy:**

Please follow all steps from Sl. No. (i) to Sl. No. (xvii) above to cast vote.

10. The date of commencement of e-voting is 31st August, 2014 (9.30 a.m.) and the last date for e-voting is 30th September, 2014 (5.30 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 of August 22, 2014 may cast their vote electronically. The e-voting module will be disabled for voting thereafter by CDSL.
11. Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the member opts for Voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa.  
  
However, in case Member(s) cast their vote both by physical ballot and by electronic mode, then voting done by physical shall prevail and voting done by electronic will be treated as invalid.
12. 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.co.in](http://www.evotingindia.co.in) under help section or write an email

**EXPLANATORY STATEMENT**

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

Item No. 1.

In terms of the resolution passed pursuant to Section 293 (1) (a) of the Companies Act, 1956 by the shareholders at the Annual General Meeting held on September 25, 2013, consent of the Members was secured for authorizing the Board of Directors to create mortgage/hypothecation and/or charge on the immovable and movable properties of the Company to secure the present and future borrowings of the Company together with power to take over the whole or substantially the whole of the undertaking of the Company or any of its undertaking.

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

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

The Board of Directors recommends passing of the special resolution set out at Item No. 1 of the accompanying Notice.

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

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

Sd/-  
(Santosh Kumar Pattanayak)  
Company Secretary

Place : New Delhi  
Date : 14/08/2014



## GLOBUS SPIRITS LIMITED

Regd. Office: A-46, Friends Colony (East) New Delhi-110065  
Corporate Office : F-0, Ground Floor, The Mira Corporate Suites,  
Ishwar Nagar, Mathura Road, New Delhi-110065  
CIN: L74899DL1993PLC052177

### **POSTAL BALLOT FORM**

Serial No. :

1. Name and address of the sole/  
first named shareholder :

2. Joint name(s) :

3. Registered Folio No. /  
DP ID No. and Client ID No.\* :  
(\* Applicable to investors holding  
shares in demat form)

4. Electronic Voting Sequence No. (EVSN) : 140802012

5. Number of Shares held :

6. I / we do hereby exercise and cast my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 14<sup>th</sup> August 2014 of the Company, by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1	Special Resolution under the provisions of Section 180(1)(a) of the Companies Act, 2013 for mortgaging and charging all movable and immovable properties of the Company in favour of the Bank, Financial institution or any other Lenders to secure the amount borrowed/ to be borrowed by the company.			

Date :

Place :

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(Signature of the shareholder)  
(Refer instruction no.4 given overleaf)

PLEASE READ VERY CAREFULLY THE INSTRUCTIONS GIVEN OVERLEAF

## INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer Sundeep Kumar Parashar, FCS, Company Secretary in practice, New Delhi, in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form(s), deposited in person or sent by courier or registered/speed post, at the expense of the Shareholder, will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. Where the Postal Ballot Form has been signed by an authorized representative of a body Corporate/Trust/Co-operative Society/other entity, a certified copy of the relevant resolution/authorization of the Board of Directors or other Governing body, as the case may be, to vote, should accompany the postal Ballot form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy evidencing authority should accompany the Postal Ballot Form. A shareholder may sign the Form through an Attorney appointed specifically for this purpose, in which case a certified copy of the Power of Attorney should be attached to the Postal Ballot Form.
3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. at 5.30 p.m. on September 30, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
6. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., September 30, 2014
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 22<sup>nd</sup> August, 2014.
8. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
10. The result of the Postal Ballot will also be posted on the website of the Company [www.globusspirits.com](http://www.globusspirits.com) for the information of the Shareholders.
11. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.