

Notice



GLOBAL SPIRITS LIMITED

Regd. Office: F-0, Ground Floor, The Mira Corporate Suites, Ishwar Nagar, Mathura Road, New Delhi-110065

CIN: L74899DL1993PLC052177

Tel : 011-66424600, Fax:011-66424629, E-Mail:corporateoffice@globusgroup.in, Website:www.globusspirits.com

NOTICE is hereby given that the **32nd Annual General Meeting** of the Members of M/s Globus Spirits Limited will be held on Monday, 18th August, 2025 at 12:00 Noon at the Registered office of the company through Video conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of The Companies Act, 2013 (“Act, 2013”) and Ministry of Corporate Affairs (MCA) vide Circular No. 09/2024 dated 19th September 2024 (herein referred to as “MCA Circular”) and also SEBI Circular no. SEBI / HO / CFD / PoD-2 / P / CIR/ 2024/133 dated October 3, 2024 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Consolidated and Standalone Financial Statements of the Company for the year ended 31st March 2025 including audited Balance Sheet as at 31st March, 2025, the statement of Profit & Loss for the year ended on that date, the Reports of the Auditors thereon and Board’s report along with its annexures.
2. To declare dividend of Re.2.76/-, i.e. 27.60% per Equity Shares of ₹10/- each of the company for the financial year ended March 31, 2025.
3. To appoint a Director in place of Sh. Shekhar Swarup, who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

4. 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 Sections 152, and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 and/or other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), Mr. Amitabh Singh (DIN:11015312), who was appointed as an Additional Director (Executive) of the Company in the meeting of the Board of Directors held on 19th day of May, 2025, pursuant to provisions of Section 161 of the

Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Executive Director, be and is hereby appointed as Executive Director of the Company, whose period shall be determined by liable to retire by rotation.”

RESOLVED FURTHER 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 (corresponding to Sections 269, 198, 309, 311 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to such other statutory approvals, if required, and pursuant to the provisions of Article of Association of the company, the consent of the members of the company be and is hereby accorded for remuneration to be paid to Sh. Amitabh Singh (Executive Director), since 01st April 2025 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:-

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| Basic Salary | ₹4,01,283/- per month |
| HRA | ₹2,00,642/- per month |
| Special Allowance | ₹1,42,870/- per month |
| PF/NPS | ₹1,04,334/- per month |
| Other Reimbursement / Flexi | Actuals on submission of Monthly/ Quarterly bills |
| Earned / Privilege Leave | As per company’s rules and regulations |
| Provisions for Increment | Such rate as determined by the Board subject to maximum of 18% p.a. |
| Perquisites : In addition to the above Sh. Amitabh Singh 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. Amitabh Singh and his family at actual. |
| Advance | Advance against salary may be provided as per company policy. |

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| Tours and Travels | Entire expenditure incurred by Sh. Amitabh Singh and his family at actual on the tours and travels (including foreign tours and travels) and reimbursement of fuel charges incurred by them. |
| Performance Incentive | Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company. |
| Fees / Subscription for various Business Development Programme | Fees / subscription to be paid in actual towards undergoing various Business Developments courses / programme offered by any institution/university whether in India or abroad. |
| Club Fees | Subscription fees of clubs and Reimbursement of expenses at actual as per the policy of the company. |
| Provision of Car with Driver | Actual expenses on Car along with Driver's Salary 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. |
| | Expenditure incurred on telephone calls and internet for business and private purpose shall be reimbursed at actual. |

5. 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 Sections 152, and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 and/or other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), Mr. Rajesh Kumar Malik (DIN:00504061), who was appointed as an Additional Director (Executive) of the Company in the meeting of the Board of Directors held on 19th day of May, 2025, pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Executive Director, be and is hereby appointed as Executive Director of the Company, whose period shall be determined by liable to retire by rotation.”

RESOLVED FURTHER 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 (corresponding to Sections 269, 198, 309, 311 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to such other statutory approvals, if required, and pursuant to the provisions of Article of Association of the company, the consent of the members of the company be and is hereby accorded for remuneration to be paid to Sh. Rajesh Kumar Malik (Executive Director), since 01st April 2025 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:-

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|-----------------------------|---|
| Basic Salary | ₹3,40,975/- per month |
| HRA | ₹1,36,390/- per month |
| Special Allowance | ₹3,75,073/- per month |
| Other Reimbursement / Flexi | Actuals on submission of Monthly/Quarterly bills |
| Earned / Privilege Leave | As per company's rules and regulations |
| Provisions for Increment | Such rate as determined by the Board subject to maximum of 18% p.a. |

Perquisites : In addition to the above Sh. Rajesh Kumar Malik 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. Rajesh Kumar Malik and his family at actual. |
| Advance | Advance against salary may be provided as per company policy. |
| Tours and Travels | Entire expenditure incurred by Sh. Rajesh Kumar Malik and his family at actual on the tours and travels (including foreign tours and travels) and reimbursement of fuel charges incurred by them. |
| Performance Incentive | Performance Incentive shall be payable in actual in accordance with the Rules and Regulations and performance of the company. |

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| Fees / Subscription for various Business Development Programme | Fees / subscription to be paid in actual towards undergoing various Business Developments courses / programme offered by any institution/university whether in India or abroad. |
| Club Fees | Subscription fees of clubs and Reimbursement of expenses at actual as per the policy of the company. |
| Provision of Car with Driver | Actual expenses on Car along with Driver's Salary 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. |

6. 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) 149, 152, 161, 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), Mr. Kenneth Dsouza (DIN:06861990), who was appointed as an Additional Director (Non-Executive & Independent Director) of the Company by the Board of Directors vide dated 28th day of June, 2025, pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Independent Director of the Company, to hold office for 1st term of five consecutive years w.e.f.28th June 2025.”

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

“RESOLVED THAT subject to Section 62(1)(b) and applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the Regulation 6 and other

applicable provision(s) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEB & SE) Regulations”] read with the Securities and Exchange Board of India (LODR) Regulations 2015, as per the provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions, modifications and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, the “Employee Stock Option PLAN 2025” (“ESOP 2025”/“Scheme”), formulated and approved to create, offer, and grant up to 2,89,500 employee stock options to the eligible employees of the Company, in one or more tranches, of the face value of ₹10/- each fully paid-up on payment of the requisite exercise price to the Company, approval of Board of Directors, be and are hereby accorded to amend and ratify the said Scheme within the meaning of Regulation 6 of SEBI (SBEB & SE) Regulations to create, offer, issue, grant and allot at any time to or for the benefit of employee(s) / Directors whether working in India or out of India in terms of the ESOP 2025, shares on exercise of options, issue fresh options, re-issue of options under the ESOP 2025”

“RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee of the Company is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2025 and shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Board/Nomination and Remuneration be and is hereby authorized to take necessary steps for listing of equity shares to be allotted under ESOP 2025 on Stock Exchange(s) as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI SBEB Regulations and other applicable laws and regulations.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. of the number of above mentioned options in the Scheme shall be appropriately adjusted.”

“RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee be and are hereby authorized to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving

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effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.”

RESOLVED FURTHER THAT any director 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.

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

“RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and are hereby given for appointment of M/s Sheetal & Company, Company Secretaries in Practice, a Peer Reviewed Firm, bearing Membership No. F10780 and COP No.15204, having its office at Plot No.8-B, 2nd Floor, Manohar Park, East Punjabi bagh, New Delhi-110026, as Secretarial Auditor of the company for the 1st term of 5 consecutive Financial years for conducting the secretarial audit w.e.f. the Financial Year 2025-26 at remuneration as may be mutually decided between the Board and Secretarial Auditor.

RESOLVED FURTHER THAT the appointment letter has been placed before the Board and the same has been approved by the Board and the same has been signed by the Chairman of the Board for the purpose of appointment of M/s Sheetal & Company, Company Secretary in Practice as Secretarial Auditor of the Company.

RESOLVED FURTHER THAT any of the Director or CFO or Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds and matters including but not limited to preparing and filing of Statutory Forms, if any with concerned Registrar of Companies and such other things as may be necessary or expedient to give effect to this resolution.”

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, if required, the remuneration amounting to ₹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, 2026, be and is hereby ratified.”

For **Globus Spirits Limited**

Place : New Delhi
Date : 28/06/2025

(Santosh Kumar Pattanayak)
Company Secretary

NOTES:

The Ministry of Corporate Affairs (MCA) vide Circular No. 09/2024 dated 19th September 2024 and the SEBI vide Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2024/133 dated October 3, 2024 permitted holding of the Annual General Meeting (“the Meeting/AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act, 2013”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.

In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (MUFGIPL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM (“remote e-voting”) is also provided by MUFGIPL.

Company is providing two way teleconferencing facility for the ease of participation of the members. The instructions for members attending/ participating in the AGM through VC/OAVM are provided.

The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2024-25 and Notice of the 32nd AGM of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose e-mail IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company's website www.globusspirits.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

Pursuant to the provisions the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA General Circular, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address skp@skpco.in

Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.

The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR / MRD / DP / 10 / 2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or

electronic payment instructions have failed or rejected by the Bank). Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar & Share Transfer Agent of the Company in case of the shares are held in physical form.

Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410592; Fax No.: +91-11-41410591; Email: delhi@in.mpms.mufg.com for reply to their queries/redressal of complaints, if any, or contact at the Registered Office of the Company (Phone No.: +91-11-66424600; Email: corporateoffice@globusgroup.in or ir@globusgroup.in).

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. LIPL in case shares are held in physical form.

Since the AGM is being conducted through VC/OAVM, the route map is not annexed to this notice.

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.

The record date for the purpose of e-voting and dividend distribution is 11th August 2025.

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.

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 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)

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The instructions for shareholders voting electronically are as under:

The voting period begins on 14th August 2025 at 9.30 A.M. and ends on 17th August 2025 at 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 11th August 2025, may cast their vote electronically. The e-voting module shall be disabled by LLIPL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.

- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- b) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide ‘D’ above

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- Set the password of your choice (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).
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit” (You have now registered on InstaVote). Shareholders who have registered for INSTAVOTE facility:
- c) Click on “Login” under ‘SHARE HOLDER’ tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”
 - d) Cast your vote electronically:
 - A. After successful login, you will be able to see the “Notification for e-voting”.

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- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No." for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the

shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Process and manner for attending the Annual General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- Select the “Company Name” and register with your following details:
- Select Check Box - Demat Account No. / Folio No. / PAN

Notice

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- h) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet
- c) Click on ‘Submit’.

- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
- e) 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’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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 11th August 2025.

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 Link Intime 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.

1. 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. Shekhar Swarup | Mr. Amitabh Singh | Mr. Rajesh Kumar Malik | Mr. Kenneth Dsouza |
|--|---|--|---|---|
| Age | 39 Years | 58 Years | 69 years | 68 years |
| Qualifications | He has completed his schooling from The Doon School, Dehradun and is a graduate in Business Management from the University of Bradford, UK. He is a Charter Member of TIE, New Delhi | He is an Engineering Graduate from the DEI Faculty of Engineering, Dayalbagh (Agra), Certified Energy Auditor (Bureau of Energy Efficiency) and Boiler Operation Engineer from the Director of Boilers (Uttar Pradesh). | He is a Science Graduate and holding a Diploma in Business Management from the reputed university. | Mr. Kenneth is B. Tech. Hons. (IIT Delhi) and PGDM (IIM Calcutta) |
| Nature of Expertise in specific functional area & Skill and Capabilities | He is having more than 18 years of experience in the Alcoholic beverages Industries and a strategic planner and a marketer at heart, he started up the branded liquors division in the company. | With well over 25 years of experience across the power, chemical, and alcohol industries, Mr. Singh is also actively involved in process mapping and ERP / SAP implementation for various company functions. He leads the engineering requirements of Globus plants. | Mr. Malik has had a long and successful career driving innovation and quality with a subsequent and steady increase in company's growth and profits. He is currently responsible for entire operations in North India. Under his leadership, Globus Spirits has also become the leading manufacturer of value liquor in the state of Rajasthan. | He has vast experience of over 4 decades in Marketing of Petrochemicals and Polymers, New Projects and Business Analysis and Business Development, Marketing Communications. He is having vast exposure of serving in various positions in corporate sectors, such as :- Sales & Marketing operations in M/s Acquaviva India Pvt. Ltd.; ii) M/s Shofu Dental India Pvt. Ltd. A Wholly-owned subsidiary of Shofu Inc. Kyoto, Japan; iii) Vice President, Vivanta Enterprises Ltd. for setting up 270,000 MTA PVC Resin Plant at Abu Road, Rajasthan. iv) Head of Marketing – Sales & Marketing, with YKK India, a wholly-owned subsidiary of YKK Corp. Japan world leaders in Slide-Fasteners (Zippers); v) 15 years of experience in Sales and Marketing of Petrochemicals (Surfactants, Solvents, Acrylic Esters & Specialty Chemicals) and Polymers (PVC, PE, PP) with IPCL, Baroda and Reliance Inds. Ltd., Delhi. |
| Date of appointment as Director of the Company | 26.05.2012 | 19.05.2025 | 19.05.2025 | 28.06.2025 |
| Directorship of other Public companies # | 1. M/s Himalayan Spirits Limited 2. M/s Chandbagh Investments Limited. 3. M/s Biotech India Limited | Nil | Nil | Nil |
| Chairman/ Member of Committees of other Companies | Nil | Nil | Nil | Nil |
| No. of shares held* | 47325 | 2000 | 2240 | 10 |
| Inter-se relationship with other Directors | Son of Sh. Ajay Kumar Swarup, (Managing Director) | 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.

Notice

* Shares held by Directors are considered as on 31/03/2025.

2. The Company has paid the listing fees for year 2024-25 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. 4

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Amitabh Singh (DIN:11015312), as an Additional Director (Executive Director) in its meeting held on the 19th day of May, 2025, who is liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 to hold office up-to the date of ensuing Annual General Meeting of the Company.

The Board noted that Mr. Amitabh Singh's skills, knowledge and experience are aligned to the role and capabilities and that he is eligible for appointment as an Executive Director.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention for proposing the candidature of Shri Amitabh Singh, for the office of Executive Director of the Company.

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. Amitabh Singh :

| | |
|---|---|
| (1) Background Details, Qualification & Expertise | Mr. Amitabh Singh leads the engineering requirements of Globus plants. He is an Engineering Graduate from the DEI Faculty of Engineering, Dayalbagh (Agra), Certified Energy Auditor (Bureau of Energy Efficiency) and Boiler Operation Engineer from the Director of Boilers (Uttar Pradesh). With well over 25 years of experience across the power, chemical, and alcohol industries, Mr. Singh is also actively involved in process mapping and ERP / SAP implementation for various company functions. |
| (2) Job Profile & Proposed Remuneration | He is responsible for Engineering and Project related operations and Plant operations of the company and his proposed remuneration is as mentioned in the Resolution. |

| | |
|--|--|
| (3) Comparative Remuneration | Suitable in view of the Industry Standards and his vast experience and professional qualifications of Mr. Amitabh Singh. |
| (4) Pecuniary Relationship with the Managerial Personnel | Sh. Amitabh Singh has no other pecuniary relationship except his remuneration. |

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 are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Your directors recommend the Resolution set out in Item No.4 as Ordinary Resolution for your approval.

The Board is of the opinion that Shri Amitabh Singh's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making.

The Board of Directors recommends the appointment of Shri Amitabh Singh as an Executive Director of the Company, whose period shall be determined by liable to retire by rotation.

ITEM. 5.

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Rajesh Kumar Malik (DIN:00504061), as an Additional Director (Executive Director) in its meeting held on the 19th day of May, 2025, who is liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 to hold office up-to the date of ensuing Annual General Meeting of the Company.

The Board noted that Mr. Rajesh Kumar Malik's skills, knowledge and experience are aligned to the role and capabilities and that he is eligible for appointment as an Executive Director.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention for proposing the candidature of Mr. Rajesh Kumar Malik, for the office of Executive Director of the Company.

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. Rajesh Kumar Malik :

| | |
|---|---|
| (1) Background Details, Qualification & Expertise | Mr. Malik has had a long and successful career driving innovation and quality with a subsequent and steady increase in company's growth and profits. He is currently responsible for entire operations in North India.. He is a Science Graduate and holding a Diploma in Business Management from the reputed university. Under his leadership, Globus Spirits has also become the leading manufacturer of value liquor in the state of Rajasthan. |
| (2) Job Profile & Proposed Remuneration | He is responsible for entire business operations of the company in North India and his proposed remuneration is as mentioned in the Resolution. |
| (3) Comparative Remuneration | Suitable in view of the Industry Standards and his vast experience and professional qualifications of Mr. Rajesh Kumar Malik. |
| (4) Pecuniary Relationship with the company or Relationship with the Managerial Personnel | Sh. Rajesh Kumar Malik has no other pecuniary relationship except his remuneration. |

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 are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Your directors recommend the Resolution set out in Item No.5 as Ordinary Resolution for your approval.

The Board is of the opinion that Shri Rajesh Kumar Malik's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making.

The Board of Directors recommends the appointment of Shri Rajesh Kumar Malik as an Executive Director of the Company, whose period shall be determined by liable to retire by rotation.

ITEM No. 6

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Kenneth Dsouza (DIN:06861990), as an Additional Director (Non-Executive & Independent) vide dated the 28th day of June, 2025, who is liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 to hold office up-to the date of ensuing Annual General Meeting of the Company.

The Board noted that Shri Kenneth Dsouza's skills, knowledge and experience are aligned to the role and capabilities and that he is eligible for appointment as an Independent Director..

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention for proposing the candidature of Shri Kenneth Dsouza, for the office of Independent Director of the Company. Brief Background Details, Qualification & Expertise of Mr. Kenneth Dsouza are as follows :-

Mr. Kenneth is B. Tech. Hons. (IIT Delhi) + PGDM (IIM Calcutta). He has vast experience of over 4 decades in Marketing of Petrochemicals and Polymers, New Projects and Business Analysis and Business Development, Marketing Communications. He is having vast exposure of serving in various positions in corporate sectors, such as :- Sales & Marketing operations in M/s Acquaviva India Pvt. Ltd.; ii) M/s Shofu Dental India Pvt. Ltd. A Wholly-owned subsidiary of Shofu Inc. Kyoto, Japan; iii) Vice President, Vivanta Enterprises Ltd. for setting up 270,000 MTA PVC Resin Plant at Abu Road, Rajasthan. iv) Head of Marketing – Sales & Marketing, with YKK India, a wholly-owned subsidiary of YKK Corp. Japan world leaders in Slide-Fasteners (Zippers); v) 15 years of experience in Sales and Marketing of Petrochemicals (Surfactants, Solvents, Acrylic Esters & Specialty Chemicals) and Polymers (PVC, PE, PP) with IPCL, Baroda and Reliance Inds. Ltd., Delhi.

The Board is of the opinion that Shri Dsouza's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making.

The Board of Directors recommends the appointment of Shri Dsouza as an Independent Director of the Company, to hold office for his 1st term of five consecutive years from 28th June 2025.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Your directors recommend the Resolution set out in Item No.6 as an Ordinary Resolution for your approval.

ITEM No. 7

In compliance with the Regulation 6(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity), Regulations, 2021["SEBI (SBEB & SE) Regulations"] read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other instructions or directions issued by the Securities and Exchange Board of India in this reference, it is proposed to seek the approval of members by way of passing special resolution to approve the

Notice

Employee Stock Option Plant 2025 (ESOP 2025 Scheme) as per item no. 7 of the notice.

Particulars as required under Section 62(1) (b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and disclosure under Regulation 6(2) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are given below:

a) Brief description of the Scheme:

The objective of the ESOP-2025 Scheme is to reward the eligible employees of the company as per their performance and to motivate them to contribute to the growth and profitability of the company. After vesting of Options, the employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Board/Committee may administrate the scheme. All questions of interpretation of the Scheme shall be determined by the Board/Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) Total number of options to be granted:

The Scheme envisages 2,89,500 number of Options for being granted to eligible employees of the Company, under the ESOP 2025.

c) Identification of classes of employees entitled to participate in the Scheme :

To be decided by the Nomination & Remuneration Committee from time to time, in accordance with the ESOP 2025.

d) Requirements of vesting and period of vesting:

The grant of options shall vest so long as an employee continues to be in the employment of the company. The committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest. Apart from above, the vesting of options granted under the amended Scheme shall vest not earlier than statutory minimum period of 1 (one) year.

e) The maximum period within which the options shall be vested:

The maximum period within which the options shall be vested to be decided by the committee..

f) The Exercise price or pricing formula:

The exercise price for the options can be any price as decided by the committee and it may be different for different class/classes of Employees falling in the same tranche of grant of Options issued under ESOP 2025.

g) The Exercise Period and the process of exercise:

The Exercise period shall be decided by the Committee from time to time. The vesting Options shall be exercised by the employee by a written application to the Company expressing his/her desire to exercise such options in such manner and such format as may be prescribed by the committee from time to time.

h) the appraisal process for determining the eligibility of employees for the scheme(s);

The appraisal process for determining the eligibility of employee shall be decided by the committee from time to time.

i) maximum number of options to be granted per employee and in aggregate;

Maximum number of options that may be issued per employee and in aggregate shall be subject to such number of options as reserved under this Scheme.

j) maximum quantum of benefits to be provided per employee under a scheme(s);

As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2025.

k) whether the scheme(s) is to be implemented and administered directly by the company or through a trust;

The ESOP 2025 Scheme is implemented and administered directly by the company.

l) whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.

The ESOP 2025 Scheme involves issue of new shares by the company.

m) the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.

The ESOP 2025 currently not implemented under Trust Route.

- n) **maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);**

This is not relevant under ESOP 2025.

- o) **a statement to the effect that the company shall Comply with the applicable Accounting Standards and conform to the accounting policies specified in regulation 15:**

The company shall conform to laws/regulations, applicable accounting and disclosure related to employee stock options, including but not limited to the Guidance Note on Accounting for employee share-based Payments'(Guidance Note) of Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time under Regulation 15 of SEBI (SEBE) Regulations.

- p) **the method which the company shall use to value its options;**

As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2025.

- q) **Statement with regard to Disclosure in Director's Report:**

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report

- r) **Period of lock-in:**

The Shares allotted to the Grantees pursuant to Exercise of Options will not be subject to any lock-in period.

- s) **Terms & conditions for buyback, if any, of specified securities:**

The Committee will determine the procedure for buy-back, if any, of Options granted under the Scheme, if to be, undertaken at any time by the Company, and the applicable terms and conditions in accordance with the applicable laws.

- t) **The Conditions under which options vested in employees may lapse:**

Pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Employee

Stock Option Plan 2025("ESOP" 2025) of the Company, the Options not exercised within the prescribed Exercise Period shall lapse and the Participant shall have no right over such lapsed Options as per the ESOP 2025.

- u) **The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:-**

In the event of resignation or termination, the employee shall be entitled to exercise all Vested Options within the Exercise Period. All Unvested Options will stand cancelled as on the date of such resignation or termination, unless otherwise determined by the Committee whose determination will be final and binding.

The Board recommends the resolutions set out at Item No. 7 of the accompanying Notice for your approval as special resolutions. The copy of ESOP-2025 Scheme shall be available for inspection by members during business hours at the registered office of the Company till the date of ensuing AGM and also available at the Company's official website at www.globusspirits.com. None of the Directors, Key Managerial Personnel, Manager and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that may be granted to them under the said Scheme.

ITEM No. 8

In terms of the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and certain other prescribed classes of companies are required to annex with its Board's Report, a Secretarial Audit Report given by a Practicing Company Secretary in Form MR-3.

Accordingly, the Board of Directors proposes to appoint M/s Sheetal & Company, Company Secretaries in Practice, a Peer Reviewed Firm, bearing Membership No. F10780 and COP No.15204, having its office at Plot No.8-B, 2nd Floor, Manohar Park, East Punjabi bagh, New Delhi-110026, as Secretarial Auditor of the company for the 1st term of 5 consecutive Financial years for conducting the secretarial audit w.e.f. the Financial Year 2025-26 at remuneration as may be mutually decided between the Board and Secretarial Auditor.

The proposed Secretarial Auditor has consented to act as such and is eligible for appointment under the applicable provisions of the Act and Rules framed thereunder.

The Board recommends the resolution for approval of Members of the Company.

Notice

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.8

Your directors recommend the Resolution set out in Item No.8 as Ordinary Resolution for your approval.

ITEM No. 9

The Board of Directors at its meeting held on 19th May, 2025 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 31/03/2026, at a remuneration amounting to ₹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, Manager or their relatives are concerned or interested in the proposed Resolution.

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:

| Particulars | (₹ Lakhs) | | |
|--|---------------------------|---------------------------|---------------------------|
| | Financial Year 2022-23 | Financial Year 2023-24 | Financial Year 2024-25 |
| Sales | 282246.84 | 314722.53 | 351932.62 |
| Other Income | 782.95 | 1352.94 | 971.85 |
| Total Income | 283029.79 | 316075.47 | 352904.47 |
| Expenditure | 257688.76 | 297765.30 | 336819.07 |
| Depreciation | 5633.03 | 6560.22 | 8161.45 |
| Interest | 1701.30 | 2678.91 | 4600.45 |
| Profit / (Loss) after exceptional items and before tax | 18006.69 | 9071.04 | 3323.50 |
| Provision for taxation (including Deferred tax) | 5786.89 | (532.85) | 1131.05 |
| Profit / (Loss) after tax | 12219.80 | 9603.89 | 2192.45 |

| | |
|---|---|
| (5). Export performance based on the given indicators | During the year 2024-25, total export performance were ₹3.35crores. |
| (6). Foreign investments or collaborators, if any | Not Applicable... |

ANNEXURE – 2

III) Other Information:

| | |
|---|---|
| (1) Profitability Position | While the revenue continues to be higher, the profitability was lower due to high input cost as compare to previous year. |
| (2) Steps taken or proposed to be taken for improvement of financial position and profitability | 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. |

Place : New Delhi
Date : 28/06/2025

For **Globus Spirits Limited**

(Santosh Kumar Pattanayak)
Company Secretary