

Globus Constructors & Developers Limited
Regd. Office: C- 165, Naraina Industrial Area, Phase-1, New Delhi-110028

NOTICE

[Pursuant to section 192A of the Companies Act]

Dear Member(s)

Given below is the Notice of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

The proposed Ordinary Resolution and Special Resolution(s), along with the Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Mr. Ashutosh Gupta, Advocate, as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of working hours on Tuesday, 13th March, 2012. The Ballot Form received after the said date will be treated as not received. The Scrutinizer will submit his Report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be declared on Friday, 16th March, 2012 at 5.00 p.m. at the registered office of the company. The shareholders are invited at the Registered Office at the time of declaration of result.

The date of declaration of result shall be deemed to be date of passing of the said resolution.

Approval of the members of Company is sought by way of **Postal Ballot** in respect of the following businesses:

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass with or without modification(s) the resolution for Change in Objects as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956, consent of the members of the company be and is hereby accorded for substituting the existing Clause III (A) of the Memorandum of Association in the following manner

(III) The objects for which the Company is established are:

(A) The main objects of the Company are:

1. To generate electrical power by conventional, non-conventional methods including coal, gas lignite, oil, biomass, waste, thermal, solar, hydel, geo-hydel, wind and tidal waves.
2. To promote, own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry-on, control, take on hire/ lease power plants, co-generation power plants, bio-power plants, energy conservation projects, power houses, transmission and distribution systems of generation, distribution, transmission and supply of electrical energy and buy, sell, supply, exchange, market, function as a license and deal in electrical power, energy to the state electricity board, state government, appropriate authorities, licenses, specific industrial units and other consumers for industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the state government, central government, local authority state electricity boards and any other competent authority.
3. To carry on business as manufacturers, producers, processors, makers, inventors, designers, assemblers, repairers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in assembled or ready to assemble and all other types of bio-tech products.
4. To carry on the business of water- company works in all its branches and to sink wells and shafts, and to make, build and construct, lay down and maintain dams, reservoirs, water-works, cistners, culverts, filter-beds, mains and other pipes and other appliances and execute and do all other acts and things, necessary or convenient for maintaining, storing, selling, delivering, measuring, distributing and dealing in power and bio-power projects.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

2. To consider and, if thought fit, to pass with or without modification(s) the resolution for Change of Name as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Registrar of Companies, the name of the company be changed to "Globus Power

Generation Limited" as approved by the Registrar of Companies and accordingly the name of the company wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the new name.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

3. To consider and, if thought fit, to pass with or without modification(s) the resolution for Increase in Authorized Capital as **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to Section 94 and other applicable provisions, if any of the Companies Act, 1956 and the rules and regulations as prescribed by the SEBI in this regard, the authorized share capital of the company be and is hereby increased by addition of 26,000,000 (Two Crore Sixty Lakh) equity shares of Rs 10/-"

RESOLVED FURTHER THAT pursuant to section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby substituted as follows:-

"V. The Authorized Share Capital of the company is Rs. 312,800,000/- (Rupees Thirty One Crores Twenty Eight Lakh only) divided into 30,600,000 (Three Crores Six Lakh) Equity Shares of Rs.10/- each and 680,000 (Six Lakh Eighty Thousand) Preference Shares of Rs. 10/- each"

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds and things including filing of e-forms as are required and as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for giving effect to the above said alteration of memorandum of association and to settle any question, difficulty or doubt that may arise in this regard in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company".

4. To consider and if thought fit, to pass with or without modification(s), the resolution for proposed QIP as an **SPECIAL RESOLUTION**:

"**RESOLVED that** in accordance with Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof for the time being in force), as also provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made there under, including the Foreign Exchange Management (Transfer and Issue of Securities by a Person Resident outside India) Regulation, 2000, if applicable, any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval of, if applicable including but not limited to, Government of India, Reserve Bank of India, Securities and Exchange Board of India and/or all other authorities, institutions or bodies, within or outside India, (hereinafter collectively referred to as appropriate authorities) and subject to such conditions as may be prescribed by any of them while granting such approval (hereinafter referred to as requisite approvals), the Company do create, offer, issue and allot in one or more trench(es), in the course of qualified institutional placements, to qualified institutional buyers, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement within the meaning of Chapter VIII of the SEBI Regulations, equity shares or any other securities whether convertible into equity shares or not as may be permitted by law (hereinafter referred to as "securities"), whether secured or unsecured, to be listed on any stock exchange inside India, through an offer document and/or prospectus and/or offer letter, and/or offering circular, and/or on public and/or private or preferential basis, provided that the aggregate of the sums so raised, including premium, if any, shall not exceed Rs. 22 Crores. (Rs. Twenty Two Crores)

RESOLVED FURTHER that the securities to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares shall rank pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized on behalf of the Company to finalize the pricing, terms and conditions relating to the issue of the securities and any other matter in connection with, or incidental to, the issue of the securities as the Board or any committee thereof, in its absolute discretion, deems necessary or desirable, together with any amendments or modifications thereto.

RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized to finalize and approve the preliminary as well as the final offer documents for the proposed issue of the securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time.

RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized to appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/ conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, in connection with the proposed offering of the securities and to negotiate and finalize the terms and conditions (including the payment of fees, commission, out of pocket expenses and their charges subject to requisite approvals of Reserve Bank of India, if any) of the aforesaid appointments and also to, in its absolute discretion, renew or terminate the appointments so made.

RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized to determine the form, terms and timing of the issue(s)/ offering(s), including the investors to whom the securities are to be allotted, the proportion in which they are allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the securities, the price, premium or discount on issue/conversion of securities, rate of interest, period of conversion or variation of the price or period of conversion, listing on one or more Stock Exchanges in India and/or abroad and fixing of record date or book closure and related or incidental matters and finalise and approve the preliminary as well as the final offer documents for the proposed issue of the securities as may be required by the authorities in such issues in India and/or abroad and to authorise any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorised persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents or any other confirmation and/or authorities as may, in the opinion of such authorised person, be required from time to time.

RESOLVED FURTHER that such securities shall be fully paid-up and the allotment of such securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by SEBI Regulations from time to time.

RESOLVED FURTHER that the relevant date for the determination of the price of the equity shares, shall be the date of the meeting of the Board or any Committee thereof in which the decision to open the proposed issue is taken or such other time as may be allowed by SEBI Regulations from time to time and such price shall be subject to appropriate adjustments in accordance with the applicable SEBI Regulations.

RESOLVED FURTHER that any director or directors of the Company or any other officer or officers of the Company as may be authorised by the Board or any committee thereof, be and is or are hereby authorised to sign, execute and issue consolidated receipt/s for the securities, listing application, various agreements (including but limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may, in the opinion of such authorised person, be required in connection with or incidental to the aforesaid offering of securities, including post issue formalities.

RESOLVED FURTHER that subject to the applicable laws the Board or any committee thereof be and is hereby authorised to do such acts, deeds and things as the Board or any committee thereof in its absolute discretion deems necessary or desirable in connection with the issue of the securities, and to give effect to aforesaid resolution, including, without limitation, the following:

- a) finalisation of the allotment of the securities on the basis of the subscriptions received;
- b) finalisation of an arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/ offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- c) approval of the preliminary and final offering circulars/ prospectus/offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Managers/ Underwriters/ Advisors, in accordance with all applicable laws, rules, regulations and guidelines;
- d) finalisation of the basis of allotment in the event of oversubscription;
- e) acceptance and appropriation of the proceeds of the issue of the securities;
- f) authorisation of the maintenance of a register of holders of the securities, if so required, in India or abroad;
- g) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;
- h) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the securities;
- i) seeking the listing of the securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- j) giving or authorising the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- k) deciding the pricing and terms of the securities, and all other related matters, as per applicable laws, regulations or guidelines; and
- l) creation of mortgage and / or charge in accordance with Section 293 (1) (a) of the Companies Act, 1956 in respect of securities as may be required either on pari passu basis or otherwise.

RESOLVED FURTHER that for the purpose of giving effect to the above resolutions, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the securities.

RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as appropriate authorities, inside or outside India, may impose at the time of their approval and as agreed to by the Board or any committee thereof."

5. To consider and if thought fit, to pass with or without modification(s), the resolution for Preferential Allotment of Fully Compulsorily Convertible Warrants to Promoters as a Special Resolution.

"**RESOLVED THAT** pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange(s) where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI") (including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, the SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 2011) (including any statutory amendment(s), modification(s) and or re-enactment(s) thereof, for the time being in force) and subject to the approvals, consents, permissions and/ or sanctions, as may be necessary of the appropriate authorities, institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded and Board is hereby authorized to issue, offer and allot up to 32,50,000 (Thirty Two Lakhs Fifty Thousand only) Fully Convertible Warrants to be convertible at the option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equal number of fully paid up Equity Share of the Company of face value of Rs.10/- each for cash at an exercise price of Rs 10/- or any higher price as may be decided by the Board of Directors and to issue fresh Equity Shares on the conversion of the Warrants on such further terms and conditions as may be finalized by the Board of Directors to following person belonging to Promoter Group:

Name of person	Category	No. Of Warrants
M/s. Pandora Developers and Infrastructure Private Limited	Promoter	32,50,000
Total		32,50,000

RESERVED FURTHER THAT the amount to be paid on the warrants at the time of allotment shall be not less than 25% of the exercise price and the rights attached to them and other terms and conditions of the warrants will be as decided by the Board of Directors in accordance with SEBI Guidelines and other provisions of the applicable laws.

RESERVED FURTHER THAT the fresh equity shares allotted on conversion of warrants shall rank *pari passu* in all respects with the existing Equity Shares of the Company

RESOLVED FURTHER THAT the Relevant Date for the purpose of calculating the exercise price for the Warrants under Chapter VII of SEBI (ICDR) Regulations, 2009 will be 15.02.2012

RESERVED FURTHER THAT fully convertible warrants, being allotted to promoter(s) shall be locked in for a period of 3 years from the date of allotment of warrants and the equity shares allotted pursuant to the conversion of these warrants will be put under fresh lock in for a period of 3 years respectively from the date of conversion or as may be required under SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 except to the extent and in the manner permitted there under.

RESERVED FURTHER THAT for the purpose of issue and allotment of the Warrants and equity shares and listing thereof with the Stock Exchange(s), the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity shares of the Company, as in the absolute discretion, deem fit and proper.

On behalf of the Board
For Globus Constructors & Developers Limited

Date 09.02.2012
Place: New Delhi

Sd/-
Director

NOTES:

1. An explanatory statement pursuant to Sections 173(2) of the Companies Act, 1956 setting out all material facts concerning the aforesaid special business and reasons thereof is annexed hereto.
2. As per the requirement of the aforesaid section, resolution in the accompanying notice require consent of the shareholders through postal ballot. You are, therefore, requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein.
3. The Board of Directors at its meeting held on 21.01.2012 has appointed Mr. Ashutosh Gupta, Advocate as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.
4. For this purpose, 9th February, 2012 has been fixed as the cut-off date for determining the names of the Members who are entitled to vote on these matters.

The following Explanatory Statement, pursuant to Section 173 of the Companies Act, 1956 set out all material facts relating to the business mentioned in the accompanying Notice

Item No. 1 & 2

The Company, pursuant to the completion of open offer pursuant to SEBI (Substantial Acquisition of Shares & Takeover) regulations, 1997 has been taken over by M/s. Pandora Developers & Infrastructure Private Limited, being the new promoters of the company. The change in control over the company to M/s. Pandora Developer & Infrastructure Private Limited was considered in the meeting of Board of Directors of the Company held on 26th day of September, 2011.

The promoters have proposed to enter into new line of business i.e. the power sector and propose to alter the objects clause of the Memorandum and Articles of the company to enter into new line of business. Therefore, the Board, proposes to alter the main objects of the company to substitute the existing clause by the clause as stated in Item No. 1 above.

Subsequent to the proposed change in main objects of the company, the Board of Directors of the company in the meeting held on 21st day of January, 2012 considered the alteration of the name of the company in accordance with the main objects of the company, as per the provision of Companies Act, 1956. The board has proposes the new name to be Globus Power Generation Limited.

The above alteration to the Memorandum and Articles of Association of the Company will be in accordance with the provisions of the Companies Act, 1956 and such other laws, rules and regulations as may be applicable.

The Board of Directors accordingly recommends the resolution set out at Item No. 1 & 2 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011

None of the Directors of the Company is, in any way, connected or interested in the said resolution, except to the extent of their shareholding.

Item No. 3

The company proposes to enter new line of business of power generation as stated in Item No. 1 above and in this regard would be required to increase its authorized share capital. Thus, the consent of members is being accorded by way of ordinary resolution for increase in authorized share capital of the company to the extent specified in Item No. 3 above.

Item No. 4

The Company as stated above in the explanation to Item No. 1 & 2 proposes to enter in to new line of business of power generation. The proposed line of business is capital intensive in nature and the company would require huge amount funds for its long term capital as well as for working capital requirement.

The proposed special resolution seeks the enabling authorization of the Members of the Company to the Board of Directors (Board), without the need of any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Pursuant to the above, the Board may, in one or more tranches, issue and allot equity shares/ fully convertible debentures/ partly convertible debentures / non convertible debentures with warrants/ any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board (collectively referred to as "QIP Securities"). The said QIP by the Board shall be subject to the provisions of the SEBI (ICDR) Regulations, 2009 (as amended from time to time) including the pricing, which will be as per the provisions of the SEBI (ICDR) Regulations, 2009.

The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decide to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue. The securities issued pursuant to the offering would be listed on the stock exchanges where the company is listed.

The proposed issue of Securities as above may be made in one or more tranches such that the Securities to be issued shall not entitle the company to raise an amount of more than 5 (five) times of the net worth of the company as per the audited balance sheet of the previous financial year ended on 31st December, 2011.

Thus, the Special Resolution seeks the consent and authorization of the Members to the Board of Directors to make the proposed issue of Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the then prevailing market conditions and in accordance with the applicable provisions of rules, regulations or guidelines.

The Board of Directors accordingly recommends the resolution set out at Item No. 3 & 4 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution, except to the extent of their shareholding.

Item No. 5

The Company proposes to issue Fully Compulsorily Convertible Warrants with the right to apply for Equal Equity Shares on subsequent dates as per Chapter VII of SEBI (ICDR) Regulations, 2009 as prescribed by SEBI. The required information as per the provisions of the SEBI's Guidelines is given below:

A. Objects of the issue:

The object of issue for further equity capital is to meet the working capital requirements for the new line of business as the company proposes to enter into power generation sector.

B. Intention of the Promoters to subscribe to the offer:

Proposed allottee M/s. Pandora Developers and Infrastructure Private Limited belongs to the Promoter Group and intend to subscribe for 32,50,000 (Thirty Two Lakhs Fifty Thousand only) fully convertible warrants to be convertible into equal number of equity shares of Rs. 10/- (Rupees Ten) each at a price of Rs. 10/- (Rupees Ten only) per share within a period of 18 months from the date of allotment. The Company has received written consent towards their intention to subscribe.

C. Relevant Date and Issue price:

The relevant date on the basis of which the price of the issue of shares be calculated will be 15.02.2012 i.e. 30 days prior to the date of Announcement of result of the Postal Ballot Process being the date of passing of the resolution.

The issue price of the proposed Fully Convertible Warrants will be Rs. 10/- each or any such other price as will be decided by the Board of Directors, which will be more than the minimum price as will be determined in accordance with the Regulations for pricing of the preferential issue under Chapter VII of Securities and Exchange Board of India (Issue of Capital And Disclosure Requirement) Regulations, 2009.

D. Re-computation of the Price

As the company is listed at the Bombay Stock Exchange for a period of more than 6 months, therefore the company needs not to re-compute the price of the equity shares in terms of Regulation 76(3) of the SEBI (ICDR) Regulations, 2009.

E. Shareholding Pattern of the Company before and after the issue:

The shareholding pattern of the Company before and after the issue of Fully Convertible Warrants to Promoter and Non-promoters is as under:

Name of shareholders	Pre issue shareholding		Preferential issue	Post issue shareholding (After conversion of warrants)	
	No of Shares held	% of shares	No of Warrants	No of Shares Held	% of shares
(A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian	-	-	-	-	-
(a) Individuals /HUF	-	-	-	-	-

Globus Constructors & Developers Limited
Regd. Office: C- 165, Naraina Industrial Area, Phase-1, New Delhi-110028

Serial No. _____

**POSTAL BALLOT FORM
FOR EQUITY SHAREHOLDERS OF Rs.10/- EACH**

1.	Name & Registered Address of the sole/first named Shareholder		
2.	Name(s) of the joint Shareholder(s), if any.		
3.	Registered folio No. / DP ID / Client ID		
4.	Number of Shares held		
5.	I/We hereby exercise my/our votes in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 06.02.2012 by sending my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.		
	Item	No. of Shares	Please tick (✓) in the appropriate box below
1	Special Resolution for the alteration in the main objects of the company by alteration to object clause of Memorandum and Articles of Association of the Company	I/We assent to the Resolution	
		I/We dissent to the Resolution	
2	Special Resolution for the alteration in the name clause of the company by alteration to name clause of Memorandum and Articles of Association of the Company	I/We assent to the Resolution	
		I/We dissent to the Resolution	
3	Ordinary Resolution for increase in authorized capital of the company by alteration in the capital clause of the Memorandum and Articles of Association of the company	I/We assent to the Resolution	
		I/We dissent to the Resolution	
4	Special Resolution for proposed issue of securities by way of QIP to the QIB's	I/We assent to the Resolution	
		I/We dissent to the Resolution	
5	Special Resolution for proposed issue of warrants to the person belonging to the Promoter category	I/We assent to the Resolution	
		I/We dissent to the Resolution	

Signature of the Shareholder _____

(Refer Instruction No.3 overleaf)

Date: _____
Place: _____

Note: Please read carefully the instructions printed overleaf before exercising your vote.

PLEASE SEND YOUR POSTAL BALLOT IN THE PREPAID ENVELOPE ENCLOSED HEREWITH

Instructions:

- The shareholders desiring to exercise vote by Postal ballot, Where he/she has received this ballot form through post at his registered address, he/she shall fill up name, address, folio no/DP id & Client id, No of shares & Votes entitled, Votes exercised and by ticking the Assent or Dissent box and also filling up date and place and thereafter, signing this form and

- by returning the same in the attached self – addressed postage prepaid envelope bearing the name of the Scrutinizer. Postage in such cases will be borne & paid by the company. Shareholders receiving notice and ballot form etc. through post may if they so desire, return their respective ballot forms duly filled up as aforesaid, to the Company, in person or by courier or by post at their own expense and the same will also be accepted subject to its timely receipt by the Scrutinizer.
2. This Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
 3. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
 4. The Postal Ballot shall not be exercised by a Proxy.
 5. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
 6. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
 7. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours on Tuesday, 13th March, 2012. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received.
 8. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on the date of dispatch of the Notice.
 9. 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 the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
 10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
 11. Postal Ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period
 12. The Scrutinizer will submit the report, to the Board of Directors of the Company, after completion of the Scrutiny and result of the Postal Ballot will be announced by a Chairman of the Board on Friday, 16th March, 2012. at 5:00 pm at Registered Office of the Company.

(b) Central Govt. /State Govt.	-	-	-	-	-
(c) Bodies Corporate	6,46,096	14.08	32,50,000	38,96,096	49.70
(d) Financial Institutions /Banks	-	-	-	-	-
Sub Total (A)(1)	6,46,096	14.08	32,50,000	38,96,096	49.70
(2) Foreign	-	-	-	-	-
(a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-
(c) Institutions	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-
Total shareholding of Prom. & Prom. Grp.(A)=(A) (1) + (A) (2)	6,46,096	14.08	32,50,000	38,96,096	49.70
(A) Non Promoters' Shareholding					
Institutions	-	-	-	-	-
Non-Institutions:	24,92,336	54.30	-	24,92,336	31.80
(a) Bodies Corporate					
(b) (i) Individual holding nominal share capital < Rs1Lacs	2,39,291	5.21	-	2,39,291	3.05
(ii) Individual holding nominal share capital > Rs1Lacs	6,11,500	13.32	-	6,11,500	7.80
(c) Any Other – (i)Non Resident Indians	392	0.01	-	392	0.00
(ii) HUF	6,00,000	13.09	-	6,00,000	7.65
(iii) Directors	-	-	-	-	-
(iv) Clearing Member	-	-	-	-	-
Total Public Shareholding (B)	39,43,519	85.92	-	39,43,519	50.30
TOTAL (A+B)	45,89,615	100.00	32,50,000	78,39,615	100.00

F. Proposed time within which the allotment shall be completed

The Board proposes to allot the equity Shares and Warrants within a period of 15 days from the date of passing of the resolutions by the shareholders or within 15 days from the date of approval of any regulatory authority, whichever is later.

G. The identity of the proposed allottees and the percentage of the preferential issue that may be held by them

S. No	Name of the Proposed Allottees	Category	Pre-Issue Shareholding		Number of Warrants	Post Issue shareholding After conversion of warrants	
			No. of shares	%		No. of shares	%
1.	Pandora Developers and Infrastructure Private Limited	Promoter	6,46,096	14.08	32,50,000	38,96,096	49.70
Total			38,96,096	49.70	32,50,000	38,96,096	49.70

H. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern however there shall not be any change in the management control of the Company.

I. Auditors' Certificate :

A Certificate from M/s. BNPSY & Associates Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 shall be placed before the meeting of the shareholders.

J. Lock-in

The 32,50,000 (Thirty Two Lakhs Fifty Thousand) Fully Convertible Warrants, being allotted to person mentioned as Promoters in 'Point F' above shall be locked in for a period of 3 year from the date of allotment of warrants and the equity shares allotted pursuant to the conversion of these warrants will be put under fresh lock in for a period of 3 years from the date of conversion or as may be required under SEBI Regulations in this regard.

K. Change in Management:

The issue of the Warrants and their conversion into equal number of equity shares will not result in any change in the management or control of the Company.

In terms of provisions of the Companies Act, 1956, approval of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said securities, as detailed in the resolutions. The Board may be authorized to issue the Equity shares, in accordance with the terms of offer, as detailed in the resolution and to take necessary actions without any limitation for implementation of the resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution, except to the extent of their shareholding.

The Board of Directors recommends the resolution for the approval of the shareholders.

On behalf of the Board
For Globus Constructors & Developers Limited

Date 09.02.2012
Place: New Delhi

Sd/-
Director