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**BOARD OF DIRECTORS**

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Mr. Mit.M.Shah	Whole time Director
Mr. N. S. Ranganath	Non-executive & Independent Director
Mr. Ashok C. Shah	Non-executive Director
Dr. Mahendra C. Shah	Managing Director (resigned w.e.f. 25.06.2010)

**AUDITORS**

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M/s Sandip V. Doshi & Co.  
Chartered Accountants

**REGISTRAR & SHARE TRANSFER AGENTS**

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M/s Purva Sharegistry (India) Private Limited  
9,Shiv Shakti Industrial Estate,  
Gr.Floor, Sitaram Mill Compound, J.R.Boricha Marg,  
Lower Parel, Mumbai – 400 011

**BANKERS**

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Indian Overseas Bank  
Secunderabad

**FACTORY**

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102-A, S. V. C. I.. Estate, IDA Bolaram,  
Dist. – Medak (Andhra Pradesh)

**REGISTERED OFFICE**

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102, Sanjay Chambers, Choubal Lane,  
V. P. Road, Opera House,  
Mumbai – 400 004

**HYDERABAD OFFICE**

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76-B, Vengalraonagar,  
Street No. 3,  
Hyderabad – 500 038

## NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Globus Corpooration Limited will be held on Saturday the 18th day of September 2010 at 10:00 a.m. at the Swastik League Hall, 324-A Vithalbhai Patel Road, Opera House, Mumbai – 400 004 to transact the following business, with or without modifications.

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2010 and Profit & Loss Account for the period ended on that date along with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. N. S. Ranganath – Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS :**

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

“RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310 & 311 read with schedule XIII and other applicable provisions, if any of the Companies Act, 1956 and subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Mit M. Shah as Whole-time Director of the Company for a period of five years with effect from 31<sup>st</sup> July, 2010 on terms & conditions including remuneration and perquisites as set out in the explanatory statement annexed hereto and as may be agreed to between the Company and Mr. Mit M. Shah

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend, alter or otherwise vary the terms and conditions for the appointment of the Whole-Time Director from time to time, including remuneration as the Board may deem fit, provided that such remuneration shall not exceed the maximum limits for payment of managerial remuneration as may be permissible within the overall limits specified under the Companies Act, 1956 as existing or as amended, modified or re-enacted from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as in its absolute discretion, it may consider necessary, expedient or desirable, in order to give effect to the foregoing Resolution or otherwise considered by it to be in the best interest of the Company.”

5. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“RESOLVED THAT Pursuant to the provisions of Section 260 and all other applicable provisions of the Companies Act, 1956 (the Act) and in terms of Article 33 of the Articles of Association of the Company, Mr. Ashok C. Shah, who was appointed as an Additional Director of the Company at the Board meeting held on 6th July, 2010 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 260 of the Act, and in whose respect the Company has received a notice from a member under Section 257 of the Act, together with necessary deposit as mentioned in the said section, proposing the candidature of Mr. Ashok C. Shah for the office of Director of the Company be and is hereby appointed as Director of the Company.”

By Order of the Board of Directors  
For **Globus Corpooration Limited**

Place : Mumbai,

Date : 31st July, 2010.

**MR. Mit M SHAH**

*Whole Time Director*

Registered Office:  
102 Sanjay Chambers, Choubal Lane,  
V. P. Road, Opera House,  
Mumbai – 400 004

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING AND ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The members are requested to notify immediately changes, if any, in their registered address to the Company's Registrar & Share Transfer Agent M/S Purva Sharegistry (India) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, Gr.floor, Sitaram Mill Compound, J.R.Borecha Marg. Lower Parel. Mumbai-400011, email ID: [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in).
3. Members who hold Shares in Dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for easy identification at the meeting and number of shares held by them.
4. The Share Transfer Books and the Register of Members will remain closed from Friday the 17th day of September 2010 to Saturday 18th September 2010 (both days inclusive).
5. At the ensuing Annual General Meeting Mr. N. S. Ranganath – Director, retires by rotation and being eligible offers himself for re-appointment, the brief resume of this director is as under:

Name	N. S. Ranganath
Age	69 yrs
Qualification	B. Com, M. A., PGDLLEM & DMM
Expertise in Specific Area	Administrative & in Cable Industries
Date of First Appointment on the Board of the Company	4th July, 2003
Name(s) of the other companies in which Directorship held and Committee Membership/Chairmanship held.	Refer to Report on Corporate Governance

6. At the ensuing Annual General Meeting Mr. Ashok Shah – Director, appointed as addition director and recommended by member for reappointment, the brief resume of this director is as under:

Name	Ashok Shah
Age	70 yrs
Qualification	Under Graduate
Expertise in Specific Area	Metal Business
Date of First Appointment on the Board of the Company	6th July, 2010
Name(s) of the other companies in which Directorship held and Committee Membership/Chairmanship held.	Refer to Report on Corporate Governance

7. Shareholders desiring any information as regards to the Accounts are requested to write to the Company at least Seven days in advance of the Annual General Meeting so that the information, to the extent practicable, can be made available at the Annual General Meeting.
8. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item No. 4 of the notice set out above is annexed hereto.

By Order of the Board of Directors  
For **Globus Corporation Limited**

Place : Mumbai,  
Date : 31st July, 2010.

**MR. Mit M SHAH**  
Whole Time Director

Registered Office:  
102 Sanjay Chambers, Choubal Lane,  
V. P. Road, Opera House,  
Mumbai – 400 004

**ANNEXURE TO THE NOTICE**

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

**Item No. 4**

The Board of Directors reappointed Mr. Mit M. Shah as the Whole-Time Director of the Company with effect from 31.07.2010. The brief terms and conditions of his appointment are set out below:

1. Period: Five years with effect from 31.07.2010.
2. Remuneration: He shall be entitled to salary upto Rs. 50000/- per month, which can be increased upto Rs. 2,00,000/- per month at per the discretion of the Board of Directors considering the profitability of the company and subject to compliance of Section 269 read with section 198, 209 and Schedule XIII of the Companies Act, 1956.
3. Perquisites: He shall be provided facilities such as telephone, car, etc as may be necessary exclusively for the business of the Company.
4. He shall be entitled to the perquisites in the form of membership fees of the clubs to be paid by the Company.
5. The Company shall reimburse actual entertainment and traveling expenses incurred in the course of the Company's business.
6. He will be entitled to privilege leave and sick leave and casual leave benefits as per the rules of the Company.
7. Other perquisites like Medical Reimbursement, Leave Travel Concession, Personal Accident Insurance shall be as per the rules of the Company subject to the ceiling laid down in Income Tax Rules.

In compliance with the provisions of Section 269, 198, 309 read with Schedule XIII of the Companies Act, 1956, the Board recommends the above resolution for your approval.

Except Mr. Mit Shah, none of the other Directors is in any way concerned or interested in the said resolution.

**Item No. 5**

The Board of Directors of your company appointed Mr. Ashok C. Shah as Additional Directors of your Company at the Board meeting held on 6th July, 2010 to broad base the Board.

Mr. Ashok C. Shah having vast knowledge and rich experience in the field of Metal business and it will be advantageous for the Company to avail their valuable services and rich experience. Your Company has received notices from members pursuant to section 257 of the Act, 1956 together with necessary deposit proposing the candidature of Mr. Ashok C. Shah for the office of Director of the Company.

Except Mr. Ashok C. Shah, no other Director is concerned or interested in their appointment as Directors of the Company.

None of the Directors is concerned or interested in the Resolution.

By Order of the Board of Directors  
For **Globus Corporation Limited**

Place : Mumbai,

**Mr. Mit M. SHAH**

Date : 31st July, 2010..

*WHOLE TIME DIRECTOR*

**DIRECTORS' REPORT**

Your Directors have pleasure in presenting their TWENTEETH FIFTH ANNUAL REPORT together with the Audited Accounts of the Company for the year ended on 31st day of March 2010.

**FINANCIAL PERFORMANCE :**

PARTICULARS	Year ended 31-3-2010 Rs. (lacs)	Year ended 31-3-2009 Rs. (lacs)
Turnover	<b>2018.70</b>	1977.74
Other Income	<b>32.54</b>	6.23
Increase/ Decrease in Stock	<b>(5.28)</b>	(310.56)
Total Income	<b>2056.52</b>	2294.52
Total Expenditure	<b>2085.62</b>	2254.46
Profit / (Loss) before Taxation	<b>(29.10)</b>	19.17
Provision for Tax	--	5.88
Profit / (Loss) after Taxation	<b>(29.10)</b>	13.29
Balance b/f from Previous Year	<b>36.95</b>	22.96
Deferred Tax	<b>(6.08)</b>	0.68
Earlier Year Adjustments	--	--
Balance Carried to Balance Sheet	<b>1.76</b>	13.98

**OPERATIONAL REVIEW**

The Sales for the period ended 31.03.2010 were at Rs 2018.70 lacs as against Rs.1977.74 Lac for the previous year. The Profit After Tax is Rs (29.10) Lacs against Rs.13.98 Lac for the previous year.

**FUTURE OUTLOOK**

The future outlook of the Company is to sustain itself, maintain and improve its position in the market.

**DIVIDEND**

In view of the revival of the company's operation, your Directors have decided not to recommend any dividend on account for the year under operation.

**MANAGEMENT DISCUSSION AND ANALYSIS**

As required by clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis Report are appended.

**DIRECTORS**

Mr. N. S. Ranganath retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Directors recommends his re-appointment.

Mr. Mit M. Shah was appointed as Whole-Time Director of the Company w.e.f. 31.07.2010 for a period of five years.

The Board of Director of your company appointed Mr. Ashok C. Shah as an Additional Director at their meeting held on 6<sup>th</sup> July, 2010 to broad base the Board. In terms of the provisions of the section 260 of the Companies Act,

1956 Mr. Ashok C. Shah shall hold the office up to the date of ensuing Annual General Meeting. Your company has received notices from some members under section 257 of the Companies Act, 1956 together with necessary deposit, proposing their candidature for the office of Director.

During the year Dr. Mahendra C. Shah resigned as Managing Director as per SEBI Order. The Board of Directors of Company would like to place on record their sincere appreciation for the services rendered by him during his tenure as Director.

**PERSONNEL**

There were no employees during the year or part of the year drawing remuneration, which falls within the preview of the provisions of Section 217 (2A) of the Companies Act 1956. The company has paid provident fund dues of Rs. 64,111/- on 17.05.2010.

**AUDITORS' REPORT**

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence do not call, any further comments under Section 217 of the Companies Act 1956.

**AUDITORS**

The Auditors M/s Sandip Doshi & Co., Chartered Accountants, Mumbai hold the office until the conclusion of ensuing Annual General Meeting. Your company has received certificate from the Auditors U/S 224(1B) of the Companies Act, 1956 to the effect that their reappointment if made, will be within the limit prescribed.

**FIXED DEPOSITS**

The Company has not invited / accepted / renewed any fixed deposits as per the provisions of Section 58 A of the Companies Act 1956 from the public during the year under review.

**CORPORATE GOVERNANCE**

A separate report on the Corporate Governance and Management Discussion & Analysis is attached as a part of the Annual Report. The Auditors' Certificate regarding compliance of the conditions of Corporate Governance is also annexed.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 217 (2AA) of the Companies Act 1956, the directors would like to state that:

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the Annual Accounts on a going concern basis.

**CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY & FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information relating to Conservation of Energy, Technology absorption and Foreign Exchange Earning and Outgo as stipulated under Section 217 (1) (e) of the Companies Act 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is set out in the separate statement, attached to this report & forms part of it.

**ACKNOWLEDGEMENTS**

Your Company & its Directors wish to extend their sincerest thanks to the Bankers, State Government, Customers, Suppliers and Staff for their continuous co-operation & guidance.

By the Order of the Board of Directors  
For Globus Corporation Limited

**Mr. Mit M. Shah**

*Whole Time Director*

Mumbai : 31st July, 2010.

**ANNEXURE TO DIRECTORS' REPORT**

Information as per Section 217 (1) (e) of the Companies Act 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988.

**A. CONSERVATION OF ENERGY**

The capacity of the plant utilized partially, so there was no need to use Generator.

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.

<b>Sr. Particulars</b>	<b>31-03-2010</b>	<b>31.03.2009</b>
1 Electricity		
a. Purchased - Units	<b>79525</b>	114091
Total Amount in -Rs.	<b>671502</b>	766930
Average Rate	<b>8.44</b>	6.72
b. Own Generation		
Unit per litre of Diesel	--	--
Cost per unit	--	--
2 Coal Specify quality where used		
Quantity (Tonnes)	--	--
Total Cost	--	--
Average Cost	--	--
3 Furnance oil		
Quantity (Lits)	--	--
Total Amount	--	--
Average Rate	--	--

**B. TECHNOLOGY ABSORPTION**

Indigenous technology is used. Continuous efforts are being made to improve the quality of Conductors in terms of Conductivity, Resistance, etc. by R&D team.

**C. FOREIGN EXCHANGE EARNING AND OUTGO**

Total Foreign Exchange Used: NIL

Total Foreign Exchange Earned: NIL

By the Order of the Board of Directors

**For Globus Corporation Limited**

**Mr. Mit M. Shah**

*Whole time Director*

Date : 31st July, 2010.

Place : Mumbai

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31<sup>st</sup> March 2010.

### **a. INDUSTRY STRUCTURE, DEVELOPMENT-**

Globus Corpooration Limited is engaged in manufacturing ACSR, AAA Conductors. The power sector is a key infrastructure back bone of the country, which needs to grow faster then the average growth of the economy. The cheaper and stable power could be secured through large size Power projects and for which we require efficient critical technology and better quality of power cables and conductors to minimize transmission and distribution line loss. Also easier norms for qualification of tender and lower earnest money for tender will make the industry grow at required pace. An increase in working capital is required to execute more orders.

### **b. OPPORTUNITES, THREATS AND RISKS**

The fluctuation of the raw material price put pressure on the profitability. The company is planning to hedge the metal on LME. Even so, it does not provide a guarantee to price volatility. After the 2008 financial crisis, the demand for conductors was affected in the short term. It has resulted in a very competitive environment, where the company was out priced in bidding some contracts. The power industry is showing healthy signs of growth for long term. The tender prerequisites have become more stringent. Thus smaller companies are not qualified to participate. The company is planning to expand its products and capacity. This should enable it to stay on top of competition.

### **c. SEGMENTWISE PERFORMACE:**

The company operations are broad bifurcated into two segments. Manufacturing and Trading.

### **d. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY:**

The company has adequate internal control system commensurate with the size. The committee reviews the implementation of management policies to ensure that transaction has been accurately recorded and promptly reported.

### **e. OUTLOOK:**

The company has a very positive outlook for the future. There is expected to be good demand for power cables and power related equipments because of continued large scale investments. However Company could not achieve the sales target due to delayed payment from our customers and single product production capacity. Tender prerequisites have gotten more stringent. Thus to stay on top the company must expand its product portfolio and increase capacity to stay competitive, thereby cutting costs further through economies of scale.

### **f. HUMAN RESOURCES & INDUSTRIAL RELATION:**

The company has harmonious Industrial relation. It promotes open and transparent working environment to enhance teamwork and business focus. There is continuous emphasis on development of human resources through training. The issues pertaining to workers are resolved in harmonious and cordial manner. The HR committee is planning to start a performance/ production linked incentive scheme in the coming financial year. The object of this scheme is to maintain optimum performance level and profit driven culture.



**CORPORATE GOVERNANCE REPORT****(1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The company's continued endeavor is to attain highest standards of transparency, responsibility and accountability and achieve good governance. The Company is constantly trying to attain these standards in our dealing with employees, shareholders, consumers and community at large. The Board of Directors represents the interest of the company, which is in the interest of the shareholders by way of providing necessary guidance and strategic vision to the company.

**(2) BOARD OF DIRECTORS**

The composition of the Board, Category of Directors and Number of Directorship & Membership / Chairmanship of Committees in other Companies are as under:

Name of Director	Category	Remuneration received during the year under review	No. of Outside Directorship (s) Held		No. of Outside Committee Position Held	
			Public	Private	Member	Chairman
Dr. M. C. Shah	Chairman & Managing Director	NIL	NIL	NIL	NIL	NIL
Mr. Mit M Shah	Whole Time Director	NIL	NIL	1	NIL	NIL
* Mr. C. V. V. Prasad	Independent & Non-executive Director	NIL	NIL	NIL	NIL	NIL
* Mr. Ashok C. Shah	Independent & Non-executive Director	NIL	NIL	NIL	NIL	NIL
Mr. N.S. Ranganath	Independent & Non-executive Director	NIL	NIL	NIL	NIL	NIL

\* Dr. M. C. Shah Resigned w.e.f. 25th June, 2010

\* Mr. C. V. V. Prasad Rao Resigned w.e.f. 31st October, 2009

\* Mr. Ashok Shah appointed w.e.f 6th July, 2010.

\* Mr . Mit M. Shah appointed as Whole Time Director w.e.f. 31st July, 2010

The code stipulates that the Company shall have an optimum combination of Executive & Non-executive Director with not less than 50 % of Board of Directors comprising of Non-executive Directors. The number of independent Directors would depend on whether the Chairman is executive or non-executive. In case of non-executive chairman, at least 1/3 of Board should comprise of independent directors and in case of Executive Chairman, at least 1/2 of the Board should comprise of independent directors.

The Company has been complying with both the provisions towards number of non-executive directors as well as Independent Directors.

Number of Board Meetings:

During the year under review, 7 Board Meeting were held on 29th April, 2009, 23rd June, 2009, 18th July, 2009, 29th August, 2009, 31st Oct, 2009, 10th December, 2009, 22nd January, 2010

**Directors Attendance Record**

Name of Director	Category	Board Meeting attended during the year	Whether last AGM attended
** Dr. M. C. Shah	Chairman & Managing Director	6	Yes
Mr. Mit M Shah	Director	3	Yes
Mr. N.S. Ranganath	Independent & Non-executive Director	5	Yes
* Mr. C. V. V. Prasad	Independent & Non-executive Director	2	No

\* Resigned w.e.f. 31st October, 2009

\*\* Resigned w.e.f. 25th June, 2010

None of the Directors of the Company are members of more than Ten Committees of Board or the Chairman of more than Five Committees across all Companies in which they are Directors.

The details of other Committee Chairmanship and Membership held by the Directors of the Company as at 31st March 2010 are given below:

Name of Director	Chairman of Committee*	Member of Committee*
Dr. M.C. Shah	-	1
Mr. Mit M. Shah	-	2
Mr. N. S. Ranganath	2	--
Mr. C. V. V. Prasad	-	2

\* Only two committees, namely, Audit Committee and Shareholder/Investor Grievance Committee has been considered as per Clause 49 of the Listing Agreement.

**(3) AUDIT COMMITTEE**

The Board of Directors of the Company has constituted an Audit Committee. The terms of reference to the Audit Committee cover the matters specified under Clause 49 of the Listing Agreement as well as Section 292 A of the Companies Act 1956.

Presently, the committee consists of 3 Directors; all directors are non-executive & majority of them being independent. The committees met 4 times during the year under review on 29th April 2009, 18th July 2009, 31st October 2009 and 22nd January 2010.

The terms of reference of the Audit Committee include, overseeing of the Company's financial reporting process, recommending the appointment and removal of the external auditors, fixation of the audit fees with management, the annual financial statements, the adequacy of internal control systems, internal audit function, reviewing the company's financial and risk management policies, review of the expenses vis-à-vis budget, report on compliances with statutory requirements, reviewing compliances as regards the Company's Whistle Blower Policy etc. The audit committee reviews the adequacy of internal control systems etc. as mentioned in the scope and powers of the Audit Committee in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

The minutes of the Audit Committee are circulated to the Board, discussed and taken note of at the Board Meeting.

The attendance record of the members at the meeting is as under.

Name of Director	No. of Meeting Attended
Mr. Mit M Shah	4
Mr. N. S. Ranganath – Chairman	4
* Mr. C. V. V. Prasad – Member	2

\* Resigned w.e.f. 31st October, 2009.

**(4) SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE**

The Board of Directors of Company has constituted Shareholders / Investors Grievance Committee. Presently, the Committee consists of 4 Directors & Chairman of the Committee is non-executive director. The Committee met 4 times during the year under review on 29th April 2009, 18th July 2009, 31st October 2009 and 22nd January 2010.