



Urja Global Ltd.

(AN ISO 9001 Co.)
CIN No. L67120DL1992PLC048983

Date: September 01, 2018

Ref: UGL/BSE/2018/15
UGL/NSE/2018/15

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai,
Maharashtra-400051
Scrip Code: 526987

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Maharashtra-400001
Scrip Code: URJA

Re.: Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Notice of 26th Annual General Meeting

Dear Sirs,

This is to inform that the 26th Annual General Meeting (AGM) of the Urja Global Limited is scheduled on **Friday, 28th September, 2018** at 11:00 A.M at Airport Grand Hotel L-73, Mahipalpur Extension, NH 8, near IGI Airport, International Airport Zone, Mahipalpur, New Delhi-110037.

The notice of Annual General Meeting is enclosed.

We will submit the Annual Report, after being approved and adopted by the shareholders at the ensuing AGM.

This is submitted for your information and records.

Thanking You

Yours Sincerely,
For **Urja Global Limited**

Kirti Gupta
Company Secretary
Membership no. A50858





URJA GLOBAL LIMITED

CIN: L67120DL1992PLC048983

Regd. Off.: Office No. 915, Pearl Omaxe Tower-2,
Netaji Subhash Place, Pitampura, New Delhi 110034
Phone No.: +91 11 25279143/45588275, Fax No.: +91 11 25279143
Website: www.urjaglobal.in, E-mail: cs@urjaglobal.in

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Urja Global Limited will be held on Friday, the 28th day of September 2018 at 11.00 A.M. at Airport Grand Hotel L-73, Mahipalpur Extention, NH 8, near IGI Airport, International Airport Zone, Mahipalpur, New Delhi-110037 to transact the following business (es):

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.
2. To appoint a Director in place of **Mr. Aditya Venketesh (DIN: 02642755)**, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Aditya Venketesh (DIN: 02642755), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To re-appoint M/s ASHM & Associates, Chartered Accountants as Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit &

Auditors) Rules, 2014, including any statutory enactment or modification thereof, and on the recommendation of the Audit Committee and the Board of Directors, **M/s ASHM & Associates, Chartered Accountants** (Firm Registration No.: 005790C) be and is hereby appointed as the Statutory Auditors of the Company for the remaining period of four consecutive years and to hold the office from the conclusion of this 26th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To re-appoint **Mr. Yogesh Kumar Goyal (DIN: 01644763)** as a Whole Time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Yogesh Kumar Goyal (DIN: 01644763) as the Whole Time Director of the Company for a period of one year, with effect from 1st June, 2018 upto 31st May, 2019 on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors 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.”

5. To appoint **Mr. Sunil Kumar Mittal (DIN:07610472)** as a Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Sunil Kumar Mittal (DIN:07610472)

as a Whole-time Director of the Company for a period of five years with effect from 26th May, 2018 upto 25th May, 2023 on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Sunil Kumar Mittal as Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Mr. Mittal will be paid as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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.”

6. To appoint **Ms. Mita Sinha (DIN: 08067460)** as Independent Director of the Company and in this regard to consider and if thought it, to pass the following resolution with or without modification as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, Ms. Mita Sinha (DIN:08067460), who was appointed as an Additional Director by the Board of Directors at its Meeting held on February 14, 2018 in pursuance of the provisions of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company not liable to retire by rotation to hold the office for a term of 5 (five) consecutive years from February 14, 2018 to February 13, 2023.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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.”

7. To re-appoint **Mr. Aditya Venketesh (DIN: 02642755)** as a Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Aditya Venketesh (DIN: 02642755) as a Whole-time Director of the Company for a period of one year with effect from 1st June, 2018 upto 31st May, 2019 on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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.”

8. To re-consider the approval for filing application for listing of Green bond or equity shares at London Stock Exchange/Singapore Stock Exchange/NASDAQ or any other Overseas Market and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of all earlier resolutions passed, approval of Members of the Company be and is hereby accorded for filing of applications for listing of Green Bonds, Equity shares and any other form of the capital and debt available with the Company on NASDAQ/London Stock Exchange/Singapore Stock Exchange or any other Overseas Market in accordance with the provisions of Companies Act, 2013 and rules framed thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“ICDR Regulations”), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, Memorandum and Article of Association of the Company and all other applicable laws and provisions, if any subject to the approval of Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”) and all other appropriate statutory and other authorities as required, and such other approvals, consent, permissions and sanctions as may be necessary.

RESOLVED FURTHER THAT the Board of Directors including any of Committee thereof formed for the purpose of listing be and is hereby authorized to do all such acts, deeds and things and take necessary actions and measures as may be required to undertake listing of bonds and shares in accordance with applicable laws.”

9. To re-consider the issue of Green Bonds upto \$ 500 million for financing the renewable energy projects/e-rickshaws and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of all earlier resolutions passed, pursuant to provisions of Section 42, 179 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and the Rules, Circulars and Guidelines issued by Reserve Bank of India from time to time (including any statutory enactment(s) or modification(s) or re-enactment(s) thereof for the time being in force and all other relevant provisions of applicable laws(s), the provisions of Memorandum and Articles of Association of Company and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to issue Green bonds upto \$ 500 Million for borrowing/ raising funds in Indian currency/foreign currency for financing the Renewable Energy projects/e-rickshaws by way of issue of green bonds in overseas market, in one or more tranches, on a private placement basis during a period of one year from the date of passing of this Resolution, within the overall borrowing limits of the Company, on such terms and conditions as may be approved by the Board of Directors of the Company, from time to time and to appoint necessary agencies in this regard.

“RESOLVED FURTHER THAT the Board of Directors or such other persons as may be authorized by the Board, be and are hereby severally authorized to negotiate, modify and finalize the terms and conditions for issuance of Green Bond and execute all such agreements, documents, instruments and any other documents as may be required in connection with the offering(s), issuance(s) and/ or allotment(s) of debt instruments on a private placement basis and to do all such acts, deeds, matters and things as it may consider necessary and desirable to give effect to this resolution.”

10. To consider & approve the borrowing limits of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provision of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained the Company’s bankers in the ordinary

course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves & Securities Premium, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 5,000 Crores (Rupees Five Thousand Crore) at any one point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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.”

11. To approve the remuneration for services to Ms. Mita Sinha, Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Members be and is hereby accorded for the payment of remuneration for services to Ms. Mita Sinha, Independent Director of the Company for rendering her professional services to the Company in addition to the sitting fees for attending meetings of the Board and its Committees as may be determined by the Board of Directors/Nomination and Remuneration Committee and reimbursement of expenses in relation thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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.”

By the Order of the Board
for **Urja Global Limited**

Kirti Gupta
Company Secretary
Membership No. A50858

Date: 11.08.2018
Place: New Delhi

Registered Office:

Office No. 915, Pearls Omaxe Tower 2,
Netaji Subhash Place, Pitampura,
New Delhi -110034
CIN: L67120DL1992PLC048983
E-mail: cs@urjaglobal.in
Phone no.: 011-45588275

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') which sets out details relating to special business to be transacted at the Annual General Meeting (**AGM or Meeting**) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

As per Section 105 of the Act, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The Proxy Form in Form MGT-11 is annexed with the Notice.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxy/authorized representative should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from Company electronically. The Form for updating email address is annexed with Notice.

Members may also note that the Notice of the Twenty Sixth AGM and the Annual Report will also be available on the Company's website www.urjaglobal.in for their download.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Members holding shares in physical form are requested to intimate such changes to Company's RTA, i.e. Alankit Assignment Limited along with relevant evidences or supporting.
7. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Company's RTA, i.e. Alankit Assignment Limited.
8. The Company has received Notice(s) under Section 141(3)(g) of the Act from the Statutory Auditors of the Company, namely, M/s ASHM & Associates, Chartered Accountants (Registration No. 005790C) confirming that their appointment if made, will be within the prescribed limits as provided under 141(3)(g) of the Act.
9. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the register of members and the share transfer books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive) for the purpose of 26th AGM of the Company.
10. Members seeking any information with regard to Accounts of the Company and proposed Resolutions are requested to send their queries in writing to the Company at its Registered Office, at least ten days before the date of the Meeting, to enable the company to furnish the required information at the Meeting.
11. Pursuant to Section 72 of the Act, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.

12. All the documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection during business hours on all working days except Sundays and public holidays, from the date thereof up to the date of Annual General Meeting at the Registered Office of the Company.
13. The annual accounts of the subsidiary companies along with the related detailed information are available for inspection at the Registered Office of the Company and copies will be made available to Shareholders upon request.
14. Brief details of the Directors seeking appointment/reappointment along with details of other Directorship, shareholding in Company, nature of their expertise in specific functional areas pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard -2 forms part of this Notice.
15. The route map showing directions to reach the venue of the twenty-sixth AGM is annexed.
16. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
17. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
18. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owners (in case of electronic shareholding) as on the cut- off date i.e. Friday, 21st September, 2018.
19. **Voting through electronic means** Pursuant to provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members, the facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. **The facility of casting the votes by the members using an electronic voting**

system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- I. The Board of directors has appointed M/s S. K. Balecha and Co., Company Secretaries (COP No. 11159) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- II. The remote e-voting period commences on Tuesday, 25th September, 2018 (9:00 am) and ends on Thursday, 27th September, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 21st September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The process and manner for remote e-voting are as under:
 - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “**Urja Global Limited**”.

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cssudesh.modi2011@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
- (i) User ID and Initial password is provided in the E-Voting Form being sent with the Annual Report.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. 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 of Friday, 21st September, 2018.

V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (cs@urjaglobal.in/ramap@alankit.com)

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VII. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared along with the report of the Scrutinizer shall be forwarded to the BSE & NSE within 48 hours of the conclusion of Annual General Meeting and shall also be placed on the website of the Company (www.urjaglobal.in) and on the website of NSDL.

By the Order of the Board
for **Urja Global Limited**

Kirti Gupta
Company Secretary
Membership No. A50858

Date: 11.08.2018
Place: New Delhi

Registered Office:

Office No. 915, Pearl Omaxe Tower 2,
Netaji Subhash Place, Pitampura,
New Delhi -110034
CIN: L67120DL1992PLC048983
E-mail: cs@urjaglobal.in
Phone no.: 011-45588275

EXPLANATORY STATEMENT IN COMPLIANCE OF SECTION 102(1) OF THE ACT

As required by Section 102 of the Act, the following Explanatory Statements sets out all material facts relating to the business mentioned under Item Nos. 4 to 9 of the accompanying Notice.

ITEM NO. 4:

Mr. Yogesh Kumar Goyal holds master degree in Commerce from Rajasthan University. He is heading the Sales along with Solar Projects of the Company. He has been the guiding force behind company's fastrack growth since long and responsible for various tie-ups with Government bodies.

The tenure of Mr. Goyal as Whole Time Director of the Company was expired on 31st May 2018 and having regard to his valuable services rendered to the Company, the Board of Directors re-appointed him as Whole Time Director of the Company w.e.f 1st June 2018 for a period of One year at their meeting held on 26th May, 2018 subject to the approval of Members. Accordingly, the Board of Directors has placed the resolution for re-appointment of Mr. Yogesh Kumar Goyal for the consent of Members of the Company.

Mr. Yogesh Kumar Goyal is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The principal terms & conditions of Mr. Yogesh Kumar Goyal for re-appointment are proposed to be as follows:

A. Tenure: From 1st June, 2018 to 31st May, 2019;

B. Compensations: As per the recommendations of the Nomination and Remuneration Committee, The Board has approved following Compensations:

- i. **Fixed Salary:** Mr. Yogesh Kumar Goyal will get Fixed Salary of Rs. 50,000/- (Rupees Fifty Thousand Only) per month;
- ii. **Commissions:** 5% on net profit;
- iii. **Reimbursement of expenses:** Re-imbursement of telephone and/or mobile phone(s) bills, conveyance, or other out of pocket expenses incurred in course of the official duties shall be reimbursed and not considered as perquisites.

The Directors recommend the aforesaid resolution for the approval by the members as an Ordinary Resolution.

None of the other Directors /Key managerial Personnel of the Company /their relatives except Mr. Yogesh Kumar Goyal himself is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO.5

Mr. Sunil Kumar Mittal is a qualified Chartered Accountant. He is having rich experience in the field of Accounts and Finance.

Mr. Sunil Kumar Mittal was appointed as the Whole Time Director of the Company with effect from 26th May, 2018 upto 25th May, 2023. The Board has received his consent for the appointment as Whole Time Director for a period of 5 year with effect from May 26, 2018.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The principal terms & conditions of Mr. Sunil Kumar Mittal for appointment are proposed to be as follows:

A.Tenure: from 26th May, 2018 upto 25th May, 2023.

B. Compensations: As per the recommendations of the Nomination and Remuneration Committee, The Board has approved following Compensations:

- i. **Fixed Salary:** Mr. Sunil Kumar Mittal will get Fixed Salary of Rs. 50,000/- (Rupees Fifty Thousand only) per month;
- ii. **Commissions:** 5% on net profit;

- iii. Reimbursement of expenses:** Re-imburement of telephone and/or mobile phone(s) bills, conveyance, or other out of pocket expenses incurred in course of the official duties shall be reimbursed and not considered as perquisites.

The Directors recommend the aforesaid resolution for the approval by the Members as an Ordinary Resolution.

None of the other Directors /Key Managerial Personnel of the Company /their relatives except Mr. Sunil Kumar Mittal himself is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO.6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Ms. Mita Sinha as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at ensuing Annual General Meeting of the Company.

Ms. Mita Sinha holds B.Sc degree from Garwal University, M.Sc. in Microbiology from NDRI, Qualified National Eligibility test in 2002 and Ph.D in Environmental Sciences. She is a lecturer in Delhi Pharmaceutical Research University and All India Institute of Local Self Government.

In the opinion of your Board, Ms. Sinha fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. It is proposed that Ms. Sinha should be appointed for a continuous term of 5 (five) years effective from February 14, 2018 to February 13, 2023.

Ms. Mita Sinha is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as Independent Director. Accordingly, the Board recommends the resolution No. 6 in relation to the appointment of Ms. Mita Sinha, for the approval by the Members of the Company.

None of the other Directors /Key managerial Personnel of the Company /their relatives except of Ms. Mita Sinha herself is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO. 7

Mr. Aditya Venketesh is currently supervising the Sales of Jharkhand and Orissa region. He plays significant role in the growth of the Company. The Board requires his experience and knowledge in field of Solar Industry.

The tenure of Mr. Aditya Venketesh as Whole Time Director of the Company was expired on 31st May 2018 and having regard to his valuable services rendered to the Company, the Board of Directors re-appointed him as Whole Time Director of the Company w.e.f 1st June 2018 for a period of One year at their meeting held on 11th August, 2018 subject to the approval of Members. Accordingly, the Board of Directors has placed the resolution for re-appointment of Mr. Aditya Venketesh for the consent of Members of the Company.

Mr. Aditya Venketesh is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The principal terms & conditions of Mr. Aditya Venketesh for re-appointment are proposed to be as follows:

A. Tenure: From 1st June, 2018 to 31st May, 2019;

B. Compensations: As per the recommendations of the Nomination and Remuneration Committee, the Board has approved following Compensations:

- i. **Fixed Salary:** Mr. Aditya Venketesh will get a Fixed Salary of Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month;
- ii. **Commissions:** 2% commission on monthly Sales;
- iii. **Reimbursement of expenses:** Re-imbursement of telephone and/or mobile phone(s) bills, conveyance, or other out of pocket expenses incurred in course of the official duties shall be reimbursed and not considered as perquisites.

The Directors recommend the aforesaid resolution for the approval by the Members as an Ordinary Resolution.

None of the other Directors /Key managerial Personnel of the Company /their relatives except Mr. Aditya Venketesh himself is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM NO.8

At 25th Annual General Meeting of the Company held on September 23, 2017, approval of Members was accorded for listing of the Company at London Stock Exchange/Singapore Stock Exchange/NASDAQ, however after approval the listing process was not initiated. Therefore, the Board of Directors in its meeting held on August 11, 2018 initiated the process of listing of the Company at Overseas Stock Exchange in order to bring liquidity and ready marketability of securities at international level as well as national level and in this regard, Board has proposed re-affirmation of the Members at this Annual General Meeting.

The Board recommends passing of the Special Resolution as set out in Item No.8 of this Notice.

None of the Directors, Key Managerial personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of section 102 of the Act is, anyway, financially or otherwise, concerned or interested in the resolution set out at Item No. 8 of the Notice.

ITEM NO. 9

Section 42 of Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can issue securities including non-convertible debentures (NCDs) on a private placement basis subject to the condition that the proposed offer of debt securities or invitation to subscribe to debt securities has been previously approved by the Shareholders of the company, by means of a special resolution, for each of the offers or invitations. In case of an offer or invitation for NCDs, it shall be sufficient if the company passes a special resolution only once in a year for all offer(s) or invitation(s) for issue of such NCDs on a private placement basis, during the period of one year from the date of passing of the special resolution.

Keeping in view of validity of shareholders' approval i.e. one year from the date of passing of the special resolution, the Board of Directors of the Company at its meeting held on August 11, 2018 has proposed to obtain the re-affirmation of the Shareholders of the Company for issuance of green Bonds upto \$ 500 million.

The Board recommends passing of the Special Resolution as set out in Item No.9 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way financially or otherwise concerned or interested in the passing of the special resolution as set out in Item No. 9 of this Notice.

ITEM NO. 10

Section 180 (1)(c) of the Act, permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital, free reserves & Securities Premium of the Company, only if the same is approved by the Members of the Company. Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 5,000 Crores (Rupees Five Thousand Crores). Therefore, the Board recommends passing of the Special Resolution as set out in Item No. 10 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way financially or otherwise concerned or interested in the passing of the Special resolution as set out in Item No. 10 of this Notice.

ITEM NO. 11

The new vision of the Company is to implement **URJA KENDRA** in more than 2 Lakhs GRAM PANCHAYATS across the geography, enlightening rural life and creating sources of livelihood wherein the villagers shall be trained on time & off time at Urja Incubation Centers and Government ITI's.

In the meeting of Board of Directors held on August 11, 2018, the Board was of the Opinion that Ms. Sinha is an ideal, seasoned professional in the field of Marketing Communications, Training & Development. She brings a rich experience of more than 25 years at creating strategic alliances with organization leaders to effectively align with and support key business initiatives.

Therefore, Board in consultation with Nomination & Remuneration Committee has proposed to pay remuneration for services to Ms. Mita Sinha, Independent Director of the Company. The payment of remuneration shall be Rs. 100 per student and this fee shall be in addition to the sitting fees payable for attending the meetings of the Board of Directors/ Committee and reimbursement of expenses in relation thereto.

Section 197 of the Companies Act, 2013, permits remuneration for services rendered by the Director if services are of professional nature and in opinion of Nomination & Remuneration Committee of the Company, the Director possess the requisite qualification for the practice of profession and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the payment of remuneration require

prior approval of Shareholders. Therefore, the Board recommends passing of the Ordinary Resolution as set out in Item No. 11 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Mita Sinha is in any way financially or otherwise concerned or interested in the passing of the Ordinary resolution as set out in Item No. 11 of this Notice.

By the Order of the Board
for **Urja Global Limited**

Kirti Gupta
Company Secretary
Membership No. A50858

Date: 11.08.2018

Place: New Delhi

Registered Office:

Office No.915, Pearl Omaxe Tower 2,

Netaji Subhash Place, Pitampura,

New Delhi -110034

CIN: L67120DL1992PLC048983

E-mail: cs@urjaglobal.in

Phone no.: 011-45588275

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment/Re-appointment
(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Yogesh Kumar Goyal	Mr. Sunil Kumar Mittal	Ms. Mita Sinha	Mr. Aditya Venketesh
DIN	01644763	07610472	08067460	02642755
Father's Name	Mr. Chhagan Lal Goyal	Mr. Vishnu Prasad Mittal	Mr. Naveen Kumar Sinha	Mr. Bhupendra Prasad Sinha
Date of Birth	20.03.1989	05.04.1984	21.09.1968	09.03.1975
Date of Appointment	12 th May, 2012	28 th September, 2016	14 th February, 2018	25 th May, 2009
Nationality	Indian	Indian	Indian	Indian
Educational Qualification	Post Graduate in Commerce	Chartered Accountant	B.Sc, M.Sc. and Ph.D	Bachelor in Tourism
Experience & expertise in specific functional area	Extensive knowledge & experience in marketing and brand development.	Extensive knowledge & experience in the field of Accounts and Finance.	Extensive knowledge & experience in the field of teaching & training.	Having a wide & rich experience in Solar Industry and is a driving force of the Company.
Disclosure of relationship between directors inter-se	NIL	NIL	NIL	NIL
List of the Directorship held in Other companies	1. Urja Batteries Ltd. 2. Sahu Minerals & Properties Ltd. 3. Urja Solar Technology Pvt. Ltd. 4. Nandanvan Commercial Pvt. Ltd. 5. Core Portfolio	1. Urja Batteries Ltd. 2. Sahu Minerals and Properties Ltd.	NIL	NIL

	Advisory Services Pvt. Ltd.				
	6. MW Electrosoft Pvt. Ltd.				
Chairman/ Member in the committees of Board of other Companies in which he/she is the Director	Member of Stakeholder Relationship Committee & Risk Management Committee		Member of Audit Committee	Member of Audit and Nomination & Remuneration Committee	NIL
Shareholding in Company (Number & %)	NIL		3065 no. of shares & 0.001 %	NIL	NIL

FORM FOR UPDATION OF EMAIL ADDRESS

To,
The Corporate Services Department
Urja Global Limited
Office No.915, Pearl Omaxe Tower 2,
Netaji Subhash Place, Pitampura, New Delhi -110034
CIN: L67120DL1992PLC048983

Date: _____

SUB: UPDATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

Dear Sir,

Please register my email address for the purpose of sending 26thAnnual Report and other notices/documents in electronic mode

Name:

Email Id:

Folio No. / DP Id:

Client Id:

Signature of the First named Shareholder

Name:

Address:

ATTENDANCE SLIP

URJA GLOBAL LIMITED

CIN: L67120DL1992PLC048983

Regd. Off.: Office No.915, Pearl Omaxe Tower-2, Netaji Subhash Place,
Pitampura, New Delhi 110034

Phone No.: +91 11 2527 9143/4558 8275, Fax No.: +91 11 2527 9143

Website: www.urjaglobal.in, E-mail: cs@urjaglobal.in

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Regd. Folio No:.....

No. of Shares Held:.....

DP ID :.....

Client ID No:.....

I certify that I am member/proxy for the member(s) of the Company.

I hereby record my presence at the 26th Annual General Meeting on Friday, the 28th Day of September 2018 at 11.00 A.M. at Airport Grand Hotel L-73, Mahipalpur Extention, NH 8, near IGI Airport, International Airport Zone, Mahipalpur, New Delhi-110037

.....

Name of Member/Proxy

.....

Signature of Member/Proxy

Note: Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

PROXY FORM
Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

Company: **URJA GLOBAL LIMITED**

CIN: L67120DL1992PLC048983

Regd. Off.: Office No.915, Pearl Omaxe Tower-2, Netaji Subhash Place,
Pitampura, New Delhi 110034

Phone No.: +91 11 2527 9143/4558 8275, Fax No.: +91 11 2527 9143

Website: www.urjaglobal.in

E-mail: cs@urjaglobal.in

Name of Member(s) :

Registered Address :

E-mail Id :

Folio No/ Client Id :

DP Id :

I/We, being the member (s) of shares of the above named company, hereby
appoint

1. Name :
Address :
.....

E-mail Id :

Signature : ,or failing
him

2. Name :
Address :
.....

E-mail Id :

Signature : ,or failing him

3. Name :

Address :

.....

E-mail Id :

Signature : ,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of **Urja Global Limited**, to be held on Friday, the 28th day of September 2018 at 11.00 A.M. at Airport Grand Hotel L-73, Mahipalpur Extention, NH 8, near IGI Airport, International Airport Zone, Mahipalpur, New Delhi-110037 and any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and auditors thereon.(Ordinary Resolution)
2. To appoint a Director in place of **Mr. Aditya Venketesh (DIN: 02642755)**, who retires by rotation and being eligible, offers himself for re-appointment as a Director.(Ordinary Resolution)
3. To appoint M/s ASHM & Associates, Chartered Accountants as Statutory Auditors of the Company. (Ordinary Resolution)

Special Business:

4. To re-appoint Mr. Yogesh Kumar Goyal(DIN: 01644763) as a Whole Time Director of the Company.(Ordinary Resolution)
5. To appoint Mr. Sunil Kumar Mittal (DIN: 07610472) as a Whole Time Director. (Ordinary Resolution)
6. To appoint Mrs. Mita Sinha (DIN:08067460) as Independent Director of the Company.(Ordinary Resolution)
7. To re-appoint Mr. Aditya Venketesh (DIN: 02642755) as a Whole Time Director of the Company.(Ordinary Resolution)

8. To re-consider the approval for filing application for listing of Green bond or equity shares at London Stock Exchange/Singapore Stock Exchange/NASDAQ or any other Overseas Market.(Special Resolution)
9. To re-consider the issue of Green Bonds upto \$ 500 million for financing the renewable energy projects/e-ricksaws.(Special Resolution)
10. To consider & approve the borrowing limits of the Company. (Special Resolution)
11. To approve the payment of remuneration for services to Ms. Mita Sinha, Independent Director.(Ordinary Resolution)

Signed this day of..... 2018

Affix Re 1/- Revenue Stamp

Signature of Member.....

Signature of first Proxy holder.....

Signature of second Proxy holder.....

Signature of third Proxy holder.....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

VENUE

AIRPORT GRAND HOTEL
L-73, MAHIPALPUR EXTENTION, NH 8,
NEAR IGI AIRPORT, INTERNATIONAL AIRPORT ZONE,
MAHIPALPUR, NEW DELHI-110037

