



Urja Global Ltd.

(AN ISO 9001 Co.)

CIN No. L67120DL1992PLC048983

Date-30/8/2017

Ref- UGL/BSE/2017/1293
UGL/NSE/2017/1293

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai - 400 001

National Stock Exchange of India,
Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra(E), Mumbai-400 051

Ref: NSE Symbol -URJA
BSE Scrip Code- 526987

Dear Sir,

Subject: Notice of Annual General Meeting in Pursuance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Notice is hereby given in pursuance of regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the 25th Annual General Meeting of the Company will be held on **Saturday, 23rd September, 2017 at 11.00 A.M.** at Plot No.31, Sector-14, Dwarka, Opp. NSIT Main Gate, New Delhi-110078 and the Register of Members of the Company will be closed for the purpose of Annual general Meeting from **16.09.2017 to 23.09.2017 (Both days inclusive).**

This is for your information and records.

Thanking You,

Yours faithfully,
For Urja Global Limited


Sumit Bansal
(Company Secretary)



Regd. Off. 487/63, 1st floor, National Market,
Peeragarhi, New Delhi - 110087

☎ 011-25279143, 45588275
✉ Fax : 011-25279143

✉ info@urjaglobal.in
www.urjaglobal.in



URJA GLOBAL LIMITED

CIN: L67120DL1992PLC048983

Regd. Off.: 487/63 1st Floor, National Market,
Peeragarhi, New Delhi 110087

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of Urja Global Limited will be held on Saturday, **the 23rd Day of September, 2017 at 11:00 A.M.** at Plot No. 31, Sector-14, Dwarka, Opp. NSIT Main Gate, New Delhi-110078 to transact the following business (es):

ORDINARY BUSINESS (ES):

1. To consider and adopt;
 - a) the audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, along with the reports of the Board of Directors and Auditors thereon; and
 - b) the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, along with the reports of the Auditors thereon
2. To appoint a Director in place of **Mr. Yogesh kumar Goyal (DIN: 01644763)**, who retires by rotation and, being eligible seeks re-appointment.
3. To appoint M/s ASHM & Associates, Chartered Accountants as Statutory Auditors of the Company for Financial Year ending 31st March, 2018 and if thought fit, pass with or without modification(s), the following resolution as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 139, 142 & 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 pursuant to the recommendations of the Audit Committee of the Board of Directors and subject to the approval of Shareholders, M/s ASHM & Associates, Chartered Accountants, (Firm Registration No: 005790C) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting to be held in the year 2018 and that the Board of Directors be and is hereby authorized to fix the remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS (ES):

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(s)**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and other applicable provisions, if any, Mr. Yogesh Kumar Goyal be and is hereby reappointed as a Whole-Time Director of the Company for a period of one year, with effect from 1st June, 2017 upto 31st May, 2018 at a remuneration not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per month whether paid as salary, allowance (s) perquisites or a combination thereof and 2% commission on Sales subject to the amount not exceeding the limit specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors, on the recommendations of the Remuneration Committee of the Company, be and are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Sumit Bansal, Company Secretary of the Company, be and is hereby, authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant Statutory Bodies, and to comply with all other requirements in this regard.”

5. 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(s)**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V of the Companies act, 2013 and Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and other applicable provisions, if any, Mr. Aditya Venketesh be and is hereby reappointed as a Whole-Time Director of the Company for a period of one year, with effect from 1st June, 2017 upto 31st May, 2018 at a remuneration not exceeding Rs. 25,000/- (Rupees Twenty Thousand only) per month whether paid as salary, allowance (s)

perquisites or a combination thereof, and 2% commission on Sales or such other amount subject to the amount not exceeding the limit specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors, on the recommendations of the Remuneration Committee of the Company, be and are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Sumit Bansal, Company Secretary of the company, be and is hereby, authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant Statutory Bodies, and to comply with all other requirements in this regard.”

6. To appoint Mr. Puneet Kumar Mohlay 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 Section 149, 150, 152 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013, (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof), for the time being in force), Mr. Puneet Kumar Mohlay (DIN: 01855702) who was appointed as an Additional Director with effect from 11th August, 2017 under section 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual general Meeting be and is hereby appointed as an Independent Director of Company to hold office for a period of five consecutive years, with effect from 23rd September, 2017 and that he shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. Sumit Bansal, Company Secretary of the Company, be and is hereby, authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant Statutory Bodies, and to comply with all other requirements in this regard.”

7. To seek approval for issue of Green Bonds for funding the Renewable Energy projects up to \$ 500 Million and appoint necessary agency in this regard and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution

“RESOLVED THAT 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 (“RBI”) from time to time (including any statutory enactment(s) or modification(s) or reenactment(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 the Board of Directors of the Company *to issue Green bonds up to \$ 500 Million for funding the Renewable Energy projects and appoint necessary agencies in this regard.*

“RESOLVED FURTHER THAT the board of Directors (hereinafter referred to as “Board” or any committee of the Board or such other persons as may be authorized by the board, be and are hereby authorized to negotiate, modify and finalize the terms and conditions of issue of Green Bond and sign the relevant documents/agreements in connection with issue of Green bond and any other documents as may be required, in connection with issue of Green bond and to execute such documents, deeds, writings, papers and/or agreements as may be required and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution.

“RESOLVED FURTHER THAT Mr. Yogesh Kumar Goyal, Whole time Director and Mr. Sumit Bansal, Company secretary of the company be and are hereby authorized severally to do the necessary filings with the Registrar of Companies any other regulatory/statutory authority(ies) as required by applicable laws and do all such acts, matters deeds and things as may be necessary or desirable in connection with or incidental to give effect to this resolution.”

8. To seek the approval for Listing of Green Bond, Equity Shares of Company at NASDAQ/London Stock exchange/Singapore Stock Exchange and if thought fit, pass with or without modification(s) the following resolution as an Special Resolution

“RESOLVED THAT approval of shareholders 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* 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.

By the Order of Board of Directors

New Delhi, 11th August, 2017

**Sumit Bansal
Company Secretary**

**Registered Office:
487/63,1st Floor,
National Market, Peeragarhi,
New Delhi - 110087
CIN: L67120DL1992PLC048983
E-mail: cs@urjaglobal.in**

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102(2) of the Companies Act, 2013 related to Special Business (es) is enclosed herewith.
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 MEETING.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent 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 Fifth Annual General Meeting 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 supportings.
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 Companies Act, 2013 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 per section 141(3)(g) of the Companies Act, 2013.
9. The board of directors has appointed Mr. Sanjay Chugh, Practicing Company Secretaries (Membership No. F3754 and COP No. 3073) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2017 to Saturday, 23rd September, 2017 (both days inclusive).
11. 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.
12. Pursuant to Section 72 of the Companies Act, 2013, 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.
13. 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.
14. 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.
15. Brief Details of the Director 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 forms part of Notice.

16. The route map showing directions to reach the venue of the twenty-fifth AGM is annexed.
17. 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.
18. 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.
19. 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. September 15, 2017.

20. Voting through electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013 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 ("Listing Regulations"), the Company is pleased to provide members, the facility to exercise their right to vote at the 25th 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 remote e-voting period commences on 20th September, 2017 (9:00 am) and ends on 22nd September, 2017 (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 15th September, 2017, 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.
- II. 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 **schugh_pcs@yahoo.co.in** 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.

- III. 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.
- IV. 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.
- V. 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).
- VI. 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 15th September, 2017.
- VII. 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. 15th September, 2017, 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.

- VIII. 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.
- IX. The Chairman 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.

- X. 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.
- XI. 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 (<http://urjaglobal.in>) and on the website of NSDL.

By the Order of Board of Directors

New Delhi, 11th August, 2017

**Sumit Bansal
Company Secretary**

**Registered Office:
487/63,1st Floor, National Market,
Peeragarhi,
New Delhi - 110087
CIN: L67120DL1992PLC048983
E-mail: cs@urjaglobal.in**

EXPLANATORY STATEMENT IN COMPLIANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, 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 was appointed as Whole-Time Director of the Company with effect from 01st June, 2016 for a period of one year upto 31st May, 2017. The Board has received his consent for the appointment as Whole Time Director for a further period of one year with effect from 1st June, 2017.

Mr. Goyal is currently heading the Departments of Sales along with Solar Projects of the Company. He has been the guiding force behind Company's fast track growth during the year under review and responsible for various tie-ups with Government Bodies.

Pursuant to the recommendations of Nomination & Remuneration Committee and after considering his performance during the year, the Board of Directors of the Company at its meeting held on 25th May, 2017, subject to the approval of members, has re-appointed Mr. Yogesh Kumar Goyal as Whole Time Director for a period of one year with effect from 1st June, 2017.

Mr. Yogesh Kumar Goyal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013

The Principal Terms & Conditions of Mr. Yogesh Kumar Goyal for re-appointment are proposed to be as follows:

A. Tenure: From 1st June, 2017 to 31st May, 2018;

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:** 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. 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. Aditya Venketesh was appointed as Whole Time Director of the Company with effect from 1st June, 2017 for a period of one year upto 31st May, 2018. The Board has received his consent for the reappointment as Whole Time Director for a further period of one year with effect from 1st June, 2017.

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.

Pursuant to the recommendations of Nomination & Remuneration Committee and after considering his performance during the year, the Board of Directors of the Company at its meeting held on 25th May, 2017, subject to the approval of members, has re-appointed Mr. Venketesh as Whole Time Director for a period of one year with effect from 1st June, 2017.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Principal Terms & Conditions of Mr. Aditya Venketesh for re-appointment are proposed to be as follows:

A. Tenure: From 1st June, 2017 to 31st May, 2018.

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 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. 5 of the Notice.

ITEM NO.6

The Board at its meeting held on August 11, 2017 appointed Mr. Puneet Kumar Mohlay as additional director of the company with effect from August 11, 2017 pursuant to section 161 of Companies Act, 2013. Hence he will hold office up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Puneet Kumar Mohlay consent in writing to act as director in Form DIR-2 and intimation in DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of Companies Act, 2013.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution No. 6 in relation to the appointment of Mr. Puneet Kumar Mohlay, for the approval by the shareholders of the Company.

None of the other Directors /Key managerial Personnel of the Company /their relatives except Mr. Puneet Kumar Mohlay himself 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

There has been an aggressive push for renewable energy by the government which has set very stringent renewable energy targets—175 gigawatts by 2022—an estimated requirement of \$200 billion. Hence, in the next five years, we will see a tremendous amount

of infrastructure spending on such projects, which means that banks and corporates will have to go out and raise capital to fund such projects. The Special Resolution proposed is an enabling resolution to facilitate and meet the capital expenditure requirements for the ongoing and future projects of the Company and its subsidiaries, working capital requirements, debt repayment, investment in subsidiary companies for development of various Renewable Energy Projects which are allocated to Company by various Statutory and other Agencies.

Bonds basically are debt instruments which help issuer to get capital while the investors receive fixed income in the form of interest. In case of Green Bonds, the issuer gets capital from the investors only if the investment (capital) is being raised to fund green projects relating to Renewable Energy or emissions reductions etc.

Therefore your Company proposes to issue Green Bonds in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable laws, from time to time. Further, Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the company, by a special resolution, for each of the offers or invitations / subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

The Directors, therefore recommend the special Resolution for approval of Shareholders.

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 Companies Act, 2013 is, anyway, financially or otherwise, concerned or interested in resolution.

ITEM NO.8

Listing of Shares on International Stock Exchanges offers various benefits to company. Stock exchange facilitates transparency in transactions of listed securities in perfect equality and competitive conditions. Listing is beneficial to the company, to the investor, and to the public at large.

Listing brings in liquidity and ready marketability of securities on a continuous basis adding prestige and importance to listed companies. The transactions in listed securities are required to be carried uniformly as per the rules and bye-laws of the exchange. All transactions in securities are monitored by the regulatory mechanisms of the stock exchange, preventing unfair trade practices. It improves the confidence of small investors

and protects them. The prices are publicly arrived at on the basis of demand and supply; the stock exchange quotations are generally reflective of the real value of the security. Thus listing helps generate an independent valuation of the company by the market. Listed securities are acceptable to lenders as collateral for credit facilities.

In order to bring liquidity and ready marketability of securities at international as well as national level, the board of directors proposes to seek the listing of equity shares of Company on NASDAQ/London Stock Exchange/ Singapore Stock Exchange

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 Companies Act, 2013 is, anyway, financially or otherwise, concerned or interested in resolution.

By the order of the Board of Directors

New Delhi, 11th August, 2017

**Sumit Bansal
Company Secretary**

**Registered Office:
487/63, 1st Floor, National Market,
Peeragarhi,
New Delhi - 110087
CIN: L67120DL1992PLC048983
E-mail: cs@urjaglobal.in**

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

Name of the Director	Mr. Yogesh Kumar Goyal	Mr. Aditya Venketesh
DIN	01644763	02642755
Father's Name	Mr. Chhagan Lal Goyal	Mr. Bhupendra Prasad Sinha
Date of Birth	20/03/1989	09/03/1975
Date of Appointment	12th May, 2012	25th May, 2009
Educational Qualification	Post Graduate in Commerce	Bachelor in Tourism
Experience & expertise in specific functional area	He is currently heading the Departments of Sales along with Solar Projects of the Company and developing various tie-ups with Government Bodies.	Having a wide and rich experience in Solar Industry and is a driving force of the Company.
Directorships held in other Companies (excluding foreign companies)	• Urja Batteries Limited • Sahu Minerals & Properties Limited • Urja Solar Technology Private Limited • Apple Equifin Pvt Ltd • Shree Assets Reconstruction Limited	NIL
Shareholding in Company (Number & %)	NIL	NIL

To,
The Corporate Services Department
Urja Global Limited
487/63, 1st Floor, National Market,
Peeragarhi, New Delhi - 110087

Date: _____

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

Dear Sir,

Please register my email address for the purpose of sending Annual 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
25TH Annual General Meeting

I/we hereby confirm and record my/our presence at the 25th Annual General Meeting of **URJA GLOBAL LIMITED** to be held on 23rd Day of September, 2016 at 11.00 a.m. at Plot No. 31, Sector-14, Dwarka, Opp. NSIT Main Gate, New Delhi-110078.

Folio No.	DP ID	CLIENT ID
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares held		

Signature of Member/Proxy

NOTES:

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and handover at the entrance of the premise.

*Applicable for Shareholders holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	Password/PIN
	Please enter your DP ID/ CL ID or Folio No.	Use your existing password or enter your PAN with Bank A/c No./ Date of Birth

Note:

Please read the instructions printed under the Note No. 20 to the Notice of 25th Annual General Meeting. The Voting period starts from 09.00 a.m. on 20th September, 2017 and ends at 5.00 p.m. on 22nd September, 2017. The Voting module shall be disabled by NSDL for voting thereafter.

Form No. MGT-11

Proxy form

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

CIN : L67120DL1992PLC048983
Name of the company : Urja Global Limited
Registered office : 487/63, 1st Floor, National Market, Peeragarhi,
New Delhi-110087

Name of Member(s) :

Registered Address :

E-maid 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 25th Annual General Meeting of **Urja Global Limited**, to be held on Saturday, **the 23rd Day of September, 2017** at **11:00 A.M.** at **Plot No.31, Sector-14, Dwarka, Opp. NSIT Main Gate, New Delhi-110078** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business(es):

1. To Consider and adopt:
 - a) the audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, along with the reports of the Board of Directors and Auditors thereon;
 - b) the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, along with the reports of the Auditors thereon. (Ordinary Resolution);
2. To appoint a Director in place of **Mr. Yogesh Kumar Goyal (DIN: 00171962)**, who retires by rotation and, being eligible seeks re-appointment; (Ordinary Resolution)
3. To appoint M/s ASHM & Associates, Chartered Accountants as Statutory Auditors of the Company for Financial Year ending 31st March, 2018; (Ordinary Resolution)

Special Business(es):

4. To appoint **Mr. Yogesh Kumar Goyal (DIN: 01644763)** as a Whole Time Director of the Company; (Ordinary Resolution)
5. To re-appoint **Mr. Aditya Venketesh (DIN: 02642755)** as a Whole Time Director of the Company; (Ordinary Resolution)
6. To appoint Mr. Puneet Kumar Mohlay as a Independent Director of the Company (Ordinary Resolution)

7. To seek approval for issue of Green Bond for funding the Renewable Energy projects upto \$ 500 Million and appoint necessary agencies in this regard; (Special Resolution)
8. To seek the approval for listing of Green Bonds, Equity Shares at NASDAQ/London Stock Exchange/Singapore Stock Exchange.

Signed this day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix Re 1/- Revenue Stamp

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.