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## **GLOBUS POWER GENERATION LIMITED**

**Regd. Office:** Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021

CIN No. L40300RJ1985PLC047105, Email Id: [globuscdl@gmail.com](mailto:globuscdl@gmail.com)

Website: [www.gpgl.in](http://www.gpgl.in)

### **NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING**

To  
The Members,

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting (AGM) of the members of **M/s Globus Power Generation Limited** will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Tuesday, the 29<sup>th</sup> day of September, 2020, at 11:00 AM to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statement of Company for the financial year ended March 31, 2020, the Reports of the Directors and Auditors thereon.
2. To re-appoint the retiring Director, Mr. Pawan Kumar Agarwal (DIN No. 01056455) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

3. To appoint Mr. Amitabh Tandon (DIN 01049659), as Non-Executive Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amitabh Tandon (DIN: 01049659), who was appointed as an Additional Director pursuant to provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Director of the Company, whose office shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution."

4. To appoint Mr. Thamattoor Prabhakaran Nair (DIN: 03608795) Non-Executive Director as Independent Director 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 provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force] and pursuant to the recommendation of Board of Directors, Mr. Thamattoor Prabhakaran Nair (DIN: 03608795), who was appointed as an Additional Director pursuant to provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as an Independent Director of the Company for a period of 5 years with effect from the conclusion of 35<sup>th</sup> Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General Meeting of the company and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution.”

5. To appoint Mrs. Chhavi Prabhakar (DIN: 07553853) Non-Executive Director as Independent Director 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 provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force] and pursuant to the recommendation of Board of Directors, Mrs. Chhavi Prabhakar (DIN: 07553853), who was appointed as an Additional Director pursuant to provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as an Independent Director of the Company for a period of 5 years with effect from the conclusion of 35<sup>th</sup> Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General Meeting of the company and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution.”



6. To approve the limits of Loan/Guarantee/Investment by 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 Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 5000 crore (Rupees Five Thousand crore only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

**On and Behalf of the Board of Directors  
For Globus Power Generation Limited**

Sd/-  
**Abhay Khanna**  
**Whole Time Director**

DIN: 02153655  
Add: 9, Coral Court, Essel Tower,  
M G Road, Gurgaon-122002

Sd/-  
**Pawan Agarwal**  
**Director**

DIN: 01056455  
Add.: C-9/192, Block-C,  
Pocket-9, Rohini,  
Sector-7, Delhi-110085

Date: 31/08/2020  
Place: New Delhi

**NOTES:-**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable



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provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 35<sup>th</sup> AGM of the Company is being convened and conducted through VC.

2. The Company has enabled the Members to participate at the 35<sup>th</sup> AGM through the VC facility provided by Central Depository Services Limited (CDSL). The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
3. As per the provisions under the MCA Circulars, Members attending the 35<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
4. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 35<sup>th</sup> AGM being held through VC.
5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 35<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 35<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Corporate Members are required to submit a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting through e-mail at [globuscdl@gmail.com](mailto:globuscdl@gmail.com).
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from **23<sup>rd</sup> September, 2020 to 29<sup>th</sup> September, 2020** (both days inclusive).
9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item nos. 3 to 6 which set out details relating to Special Businesses at the Meeting, is annexed herewith. All documents referred to in the accompanying



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Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [globuscdl@gmail.com](mailto:globuscdl@gmail.com).

10. In line with the MCA Circulars, the notice of the 35<sup>th</sup> AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at [www.gppl.in](http://www.gppl.in), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
11. Members holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062 Ph. #011-29961281-283, Fax#011-29961284 Email id: [beetalrta@gmail.com](mailto:beetalrta@gmail.com) quoting their folio number, any change in their Registered Address along with a copy of any one of the Address Proofs i.e. Voter Identity Card, Aadhaar Card, Electricity / Telephone, Bill, Driving License, Passport or Bank Statement and for change in bank details along with cancelled Cheque and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
12. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
13. As the 35th AGM is being held through VC, the route map is not annexed to this Notice.
14. Members desirous of asking any questions at the AGM are requested to send in their questions through email at [globuscdl@gmail.com](mailto:globuscdl@gmail.com) at least 7 (Seven) days before the date of ensuing AGM so that the same can be suitably replied to.
15. As per Section 72 of the Companies Act, 2013 the facility for making/ varying /cancelling nominations is available to individuals, holding Shares in the Company. Nominations can be made in Form SH.13 and any variation /cancellation thereof can be made by giving notice in Form SH. 14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Transfer Agent or from the website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).



16. The Securities and Exchange Board of India (“SEBI”) has made it mandatory for every participant in the securities / capital market to furnish Income Tax Permanent Account Number (“PAN”) for transactions involving transfer, transmission, transposition and deletion of name of the deceased Member(s). Therefore, Members holding Shares in Physical form are requested to furnish their PAN along with self-attested photocopy of the PAN Card to the RTA. Members holding Shares in Demat Form are requested to register the details of their PAN with their DPs.
18. Members holding shares in physical form who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically. However, where the Shares are held by the Members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.
19. Disclosure pursuant to Regulation 26 and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), with respect to Directors seeking re-appointment / appointment at the AGM is given in the Annexure to the Notice.
20. The Shares of the Company are at present listed on Bombay Stock Exchange. Listing Fees to the Stock Exchange had been paid up to 31st March 2020.
22. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 35<sup>th</sup> AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL)

### **23. Voting through electronic means**

The instructions for e-voting are as under:

- A. In case a Member receives an email from CDSL (for Members whose email IDs are registered with the Company/Depository Participants(s):
  - (i) Launch internet browser by typing the following website: [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on Shareholders / Members – Login
  - (iii) Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Enter the character displayed on the Image Verification and Click on Login.

- (v) If you are holding Shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat as well as Physical Shares)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence Number is provided on the website of RTA.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the sequence number and after the first two characters of the name in CAPITAL letters. E.g. If your name is Suresh Kumar with sequence number 1 then enter SU00000001 in the PAN field.</li> </ul>
Date of Birth (DOB) or  Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, Members holding shares in Demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (x) Click on EVSN of "GLOBUS POWER GENERATION LIMITED"

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO “for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the Resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image Verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL’S mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for non-individual Members & Custodians

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**Points to be Remember:**

- A. Once the vote on a Resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.





- B. Those Members, who have not cast their votes by remote e-voting, can cast their vote at the General Meeting by any facility for voting available at the General Meeting.
  - C. The voting period begins on 26<sup>th</sup> September, 2020 (10.00 AM) and ends on 28<sup>th</sup> September, 2020 (05.00 PM). During this period Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help Section or write an email to [mhelpdesk.evoting@cdslindia.com](mailto:mhelpdesk.evoting@cdslindia.com)
  - E. The members can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any member opts for e-voting, he/she will not be eligible to vote physically in AGM.
24. The Board of Directors has appointed Mr. Sandeep Mehra, Practicing Company Secretary, (COP No. – 15786) as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through e-Voting in the presence of at least two witnesses, not in the employment of the Company, and shall make available, not later than 48 Hours from the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favor of, 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 voting, which shall be placed on the website of the Company i.e. viz. [www.gpgl.in](http://www.gpgl.in) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com) and shall also be communicated to the stock exchanges where the company’s shares are listed.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.



3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [globuscdl@gmail.com](mailto:globuscdl@gmail.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(i) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [globuscdl@gmail.com](mailto:globuscdl@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

## **EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 6 of the accompanying Notice:



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### **ITEM NO. 3**

The Board of Directors of the Company at the meeting held on August 31, 2020, on the recommendation of the Nomination & Remuneration Committee, appointed in terms of Section 152, 161(1) of the Companies Act, 2013, Mr. Amitabh Tandon (DIN: 01049659) as an Additional Director in the capacity of Independent Director.

Pursuant to the provision of section 161 of the Companies Act, 2013, Mr. Amitabh Tandon shall vacate office at ensuing Annual General Meeting. The Board at the meeting held on August 31, 2020 and on recommendation of Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Amitabh Tandon as Non-Executive Director. He has also given his consent to act as Director of the Company, if so appointed by the members.

Copy of the draft letter for appointment of Mr. Amitabh Tandon as an Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working days upto and including the date of AGM of the Company.

Additional information in respect of Mr. Amitabh Tandon pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 is annexed to this notice.

Except Mr. Amitabh Tandon being an appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Mr. Amitabh Tandon is not related to any of the Directors or Key Managerial Personnel of the Company.

### **ITEM NO. 4**

The Board of Directors of the Company at the meeting held on March 11, 2020, on the recommendation of the Nomination & Remuneration Committee, appointed in terms of Section 161 of the Companies Act, 2013, Mr. Thamattoor Prabhakaran Nair (DIN: 03608795) as an Additional Director in the capacity of Independent Director.

Pursuant to the provision of section 161 of the Companies Act, 2013, Mr. Thamattoor Prabhakaran Nair shall vacate office at ensuing Annual General Meeting. The Board at the meeting held on August 31, 2020 and on recommendation of Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Thamattoor Prabhakaran Nair as Non-Executive Independent Director for the term of five years. The Company has received a declaration from Mr. Thamattoor Prabhakaran Nair that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Thamattoor Prabhakaran Nair fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for



appointment of Mr. Thamattoor Prabhakaran Nair as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working days upto and including the date of AGM of the Company.

Additional information in respect of Mr. Thamattoor Prabhakaran Nair pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 is annexed to this notice.

Except Mr. Thamattoor Prabhakaran Nair being an appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Mr. Thamattoor Prabhakaran Nair is not related to any of the Directors or Key Managerial Personnel of the Company.

#### **ITEM NO. 5**

The Board of Directors of the Company at the meeting held on August 31, 2020, on the recommendation of the Nomination & Remuneration Committee, appointed in terms of Section 161 of the Companies Act, 2013, Mrs. Chhavi Prabhakar (DIN: 07553853) as an Additional Director in the capacity of Independent Director.

Pursuant to the provision of section 161 of the Companies Act, 2013, Mrs. Chhavi Prabhakar will vacate office at ensuing Annual General Meeting. The Board at the meeting held on August 31, 2020 and on recommendation of Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Mrs. Chhavi Prabhakar as Non-Executive Independent Director for the term of five years. The Company has received a declaration from Mrs. Chhavi Prabhakar that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mrs. Chhavi Prabhakar fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Chhavi Prabhakar as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working days upto and including the date of AGM of the Company.

Additional information in respect of Mrs. Chhavi Prabhakar pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 is annexed to this notice.

Except Mrs. Chhavi Prabhakar being an appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Mrs. Chhavi Prabhakar is not related to any of the Directors or Key Managerial Personnel of the Company.



## **ITEM NO. 6**

Pursuant to Section 186(2) of the Companies Act, 2013 (Act) and the Companies (Meetings of Board and its Powers) Rules, 2014 (Rules), the Board of Directors is authorized to give loan, guarantee or provide security in connection with a loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount, the aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of shareholders by way of a Special Resolution (except in case of WOS/JV as per Rule 11 of the above Rule) required to be obtained.

The Company is operating in a dynamic business environment and therefore may be required to make investment, and to give Loans, Guarantees or provide Securities at any point of time when the exigencies arise. It is therefore proposed to authorize the Board of Directors to give loans, make investment or provide guarantees or securities up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 5,000 crores (including in WOS/JVs /Subsidiaries and Other Body/Corporate person).

The Board of Directors had, in its meeting held on 31.08.2020, considered and approved, subject to the approval of shareholders, this proposal and recommends Resolution no.6 of the accompanying Notice to the shareholders for their approval by way of special resolution.

None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent that he or she is a Director/KMP.

**On and Behalf of the Board of Directors  
For Globus Power Generation Limited**

Date: 31/08/2020  
Place: New Delhi

Sd/-

Sd/-

**Abhay Khanna  
Director**

**Pawan Kumar Agarwal  
Director**

DIN: 02153655                      DIN: 01056455  
Add: 9, Coral Court, Essel Tower,  
M G Road, Gurgaon-122002

Add.: C-9/192, Block-C,  
Pocket-9, Rohini,  
Sector-7, Delhi-110085



### ANNEXURE TO ITEM NO. 3 OF THIS NOTICE

Details of Director seeking appointment at the forthcoming Annual General Meeting (in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

Particulars	Mr. Amitabh Tandon
Date of Birth	06.03.1968
Date of Appointment	31.08.2020
Qualifications	Graduate
Expertise in specific functional areas	Power Sector
Directorships held in other companies (Excluding Foreign, Private and Section 8 Company)	NIL
Memberships / Chairmanships of committees of other companies	NIL
Number of shares held in the Company	NIL

### ANNEXURE TO ITEM NO. 4 OF THIS NOTICE

Particulars	Mr. Thamattoor Prabhakaran Nair
Date of Birth	27.03.1957
Date of Appointment	11.03.2020
Qualifications	Graduate
Expertise in specific functional areas	Information Technology
Directorships held in other companies (Excluding Foreign, Private and Section 8 Company)	NIL
Memberships / Chairmanships of committees of other companies	NIL
Number of shares held in the Company	NIL

### ANNEXURE TO ITEM NO. 5 OF THIS NOTICE

Particulars	Mrs. Chhavi Prabhakar
Date of Birth	02.09.1966
Date of Appointment	31.08.2020
Qualifications	Post Graduate
Expertise in specific functional areas	Banking Area
Directorships held in other companies (Excluding Foreign, Private and Section 8 Company)	NIL
Memberships / Chairmanships of committees of other companies	NIL
Number of shares held in the Company	NIL