

GLOBUS POWER GENERATION LIMITED
(Formerly known as Globus Constructors & Developers Limited)
Regd. Office: D-199, Pushpak Marg, Hanuman Nagar, Vaishali Nagar, Jaipur-302021
CIN No. L40300DL1985PLC191853
www.gpgl.in

NOTICE OF ANNUAL GENERAL MEETING

To
The Members,

Notice is hereby given that the 29th Annual General Meeting of the members of **M/s Globus Power Generation Limited** will be held at Sarovar Portico, Plot No 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur – 302021, Rajasthan, India, on Monday, the 29th day of September, 2014, at 4.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint M/s Padam Dinesh & Company, Chartered Accountants (FRN : 009061N) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until conclusion of the next AGM and fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Padam Dinesh & Company, Chartered Accountants (FRN : 009061N), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 33rd (thirty three) AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS

3. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time and Listing Agreement entered into by the Company with the stock exchanges where shares of the Company are listed, Shri Narendra Kumbhat (holding DIN 00035665), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 consecutive years for a term up to the conclusion of 34th Annual General Meeting of the Company i.e in the year 2019 and he is not liable to retire by rotation.”

4. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time and as per Listing Agreement entered into by the Company with the stock exchanges where shares of the Company are listed, Ms. Seema Salwan (holding DIN No. 06944301), a non-executive & Independent Director of the Company, who has submitted a declaration

that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 consecutive years for a term up to the conclusion of 34th Annual General Meeting of the Company i.e in the year 2019 and she is not liable to retire by rotation.”

5. BORROWING POWERS TO THE BOARD UNDER SECTION 180 (1) (c)

To consider and if thought fit, to give assent/ dissent, with or without modification(s), to the following resolution as Special Resolution:-

“**RESOLVED THAT** in supersession of the earlier resolution passed through Postal Ballot of the Company held on November 19, 2013, pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing any sum or sums of monies for and on behalf of the Company from time to time, which together with the money already borrowed by the company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of its paid-up Capital and free reserves, provided that the total amount so borrowed by the Company shall not exceed Rs.2000 Crore (Rupees Two Thousand Crores Only) or the aggregate of paid up share capital and free reserves of the Company whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize, settle and execute such documents, deeds, writings, papers and agreements as may be required and to do all such acts, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable to give effect to the above resolution.”

6. LIMIT OF LOAN /GURANTEE / INVESTMENT BY THE COMPANY

To consider and if thought fit, to give assent/ dissent, with or without modification(s), to the following resolution as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of section 186 of the Companies act 2013 (as amended or re-enacted from time to time) read with rule no 11 & 13 the Companies (Meeting of Board and its Powers) Rules, 2014 other applicable provisions, if any, the consent of the members be and is hereby accorded to the Board of Directors to grant loans or make investment or provide security or guarantee in connection with a loan to any other body corporate or a person, for an amount(s) exceeding 60% of paid-up capital , free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding Rs. 5000 lacs together with the existing loans & advances or security or guarantee, on such terms and conditions as may be decided by the Board from time to time

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize, settle and execute such documents, deeds, writings, papers and agreements as may be required and to do all such acts, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable to give effect to the above resolution.”

- 7. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution:****

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all act, and take all such steps as may be necessary papers or expedient to give effect to this resolution.”

**By order of the Board of Directors
For Globus Power Generation Limited**

Date: 14.08.2014
Place: New Delhi

**Sd/-
Pawan Kumar Agarwal
Director
DIN: 01056455
C-9/192, Block - C, Pocket - 9,
Rohini Sector – 7, Delhi, 110085**

NOTES:-

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business i.e. Item No. 3, 4, 5, 6 & 7 as set out above is annexure herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.
3. 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 a proxy for any other person or shareholder.
4. The enclosed proxy form, duly completed, stamped and signed, must reach at the Registered Office not later than 48 hours before the scheduled time of the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The register of members and the share transfer books of the company will be closed from 27th Day of September 2014 to 30th day of September 2014 both days inclusive.
7. All documents referred to in the notice are open for inspection by the members at the registered office of the Company during business hours on all working days up to the date of annual general meeting.

8. The Members are requested to: -
 - a. Intimate changes, if any, in their address to the Company or to the Registrar and Share Transfer Agent (RTA) of the Company.
 - b. Quote Folio number in all their correspondence with the Company.
 - c. Bring their copies of Annual Report including attendance slip at the venue for the AGM.
9. Members holding shares in physical form are requested to lodge share transfer, transmission quoting their folio number(s) to Company's RTA.
10. Members desirous of getting information from the Company are required to send their queries to the Company at its registered office well in advance so that the same may reach atleast 10 days before the date of the meeting to enable the management to keep the required information readily available at the meeting.
11. As permitted by Ministry of Corporate Affairs, we invite our members to participate in the Green Initiative by registering their email IDs with the Company to enable it to send the documents such as Annual Report, Notices of General Meetings etc. by e-mail.
12. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.
13. Members/Proxies are welcome at the AGM of the Company. However the Members/Proxies may please note that no gifts/gift coupons will be distributed at the AGM.
14. Beetal Financial & Computer Services Pvt. Ltd. is the Registrar and Share Transfer Agents (RTA's) of the Company. All investor relation communication may be sent to RTA's at the following address:

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
15. Members holding shares in physical form and desirous of making a nomination. In respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 & SH-14 to the RTA.
16. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

18. Voting through electronic means 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 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Now, select “GLOBUS POWER GENERATION LIMITED” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) 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 shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then reach directly 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on EVSN of “GLOBUS POWER GENERATION LIMITED”
- xii) 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.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) 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.
- xviii) note for non-individual shareholders & custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who 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 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 23rd September, 2014 (9:00 AM) and ends on 25th September, 2014 (6:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on Resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.

(C) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

(D) The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.

19. Mr. Shailesh Goyal, Practicing Company Secretary (Membership No.24013) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the Website of the Company i.e. viz. www.gpgl.in and also on the website of CDSL viz. www.cdslindia.com within two days of passing of the Resolution of the AGM of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3.

Mr. Narendra Kumbhat is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December, 2011. Prior to appointment in Globus, Mr. Kumbhat was Director-finance in Shaym Telecom Limited. Mr Kumbhat was also worked as director finance in Seil Limited (Shriram Group of Company). Further Mr Kumbhat was worked as General Manager-finance in CEAT Limited & vice president in –Commercial, Asian Cables and other Telecom cable companies of RPG Group (Mumbai, Mysore & Lucknow). Further Mr Kumbhat has been appointed as founder of Consumer Society of India, New Delhi, founder member of Rajasthan Mitra Parishad, New Delhi and founder secretary of Swami Vivekanand Study Circle, New Delhi. Mr Kumbhat is a Member of the Audit Committee and share transfer committee & shareholder's grievance committee, of the Board of Directors of the Company.

Mr. Kumbhat retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Kumbhat being eligible and is proposed to be appointed as an Independent Director for 5 consecutive years for a term up to the conclusion of 34th Annual General Meeting of the Company i.e in the year 2019 and he is not liable to retire by rotation.

Mr. Kumbhat has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Kumbhat fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kumbhat as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Kumbhat as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Kumbhat, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

Item No. 4

Ms. Seema Salwan being eligible and is proposed to be appointed as an Independent Director for 5 consecutive years for a term up to the conclusion of 34th Annual General Meeting of the Company i.e in the year 2019 and she is not liable to retire by rotation.

Ms. Seema Salwan is a practicing advocate having an experience of about 20 years in advising and representing Indian and International clients at various Tribunals and Courts. Having handled matters pertaining to company law, service law, labour law, law of contract, excise law, arbitration, Ms. Salwan holds a strong background in the field of corporate laws and is also a member of the M & A Council of the ASSOCHAM.

Ms. Seema Salwan has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Ms. Seema Salwan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

The Board considers that Ms. Salwan association would be of immense benefit to the Company and it is desirable to appoint of Ms. Salwan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Salwan as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Salwan being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

In pursuance of Section 180 (1) (c) of the Companies Act, 2013 approval of the Shareholders is required to borrow money in excess of paid-up capital of the Company and its free reserves.

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.

The Board recommends the resolution set out in Item No. 5 for the approval of members as special Resolution.

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/Corporates person).

The Board of Directors had, in its meeting held on 14.08.2014, 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.

Item No. 7

The existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), Reduction of Share Capital (Section 66), Compromises, Arrangements and Amalgamations (Chapter XV), Prevention of Oppression and Mismanagement (Chapter XVI), Revival and Rehabilitation of Sick Companies (Chapter XIX), Winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and Valuation by Registered Valuers (Section 247). However, substantive Sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several Regulations of the existing AOA of the Company require alteration or deletions in several Articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table ‘F’ of the Act which sets out the model Articles of Association for a Company limited by Shares. Shareholder’s attention is invited to certain salient provisions in the new draft AOA of the Company viz:

- a) Existing articles have been streamlined and aligned with the Act;
- b) The nominee(s) of a deceased sole member are recognized as having title to the deceased’s interest in the Shares;

- c) Independent Directors of the Company shall not be liable to retire by rotation and they shall not be intitled to ESOPs
- d) Company to comply with the provisions of the Rotation of Auditors as provided under the Companies Act, 2013.
- e) New provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;

The proposed new draft AOA is being uploaded on the Company's Website for perusal by the shareholders.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**By order of the Board of Directors
For Globus Power Generation Limited**

Date: 14.08.2014
Place: New Delhi

**Sd/-
Pawan Kumar Agarwal
Director
DIN: 01056455
C-9/192, Block - C, Pocket - 9,
Rohini Sector – 7, Delhi, 110085**