

## **GLOBUS POWER GENERATION LIMITED**

*Regd. Office: D-199, Pushpak Marg, Hanuman Nagar, Vaishali Nagar, Jaipur-302021*

*CIN: L40300RJ1985PLC047105, Email Id: [globuscdt@gmail.com](mailto:globuscdt@gmail.com)*

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

### **NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING**

To  
The Members,

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting (AGM) 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 28<sup>th</sup> day of September, 2015 at 12:00 PM to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2015 the Reports of the Directors and Auditors thereon.
2. To re-appoint Mr. Pawan Kumar Agarwal (DIN No. 01056455) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014 made thereunder, pursuant to the recommendation of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on 29<sup>th</sup> September, 2014, the appointment of M/s Padam Dinesh & Company, Chartered Accountants (FRN : 009061N), as the Auditors of the Company to hold office till the conclusion of the AGM of the Company to be held in the calendar year 2018 be and is hereby ratified and the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the Audit Committee in consultation with the auditors.”

#### **SPECIAL BUSINESS**

#### **4. CHANGE IN DESIGNATION OF MR. AKASH KHANNA AS WHOLETIME DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to re-designated Mr. Akash Khanna (DIN No. 00041230), as Whole-time Director of the Company with effect from September 30, 2014 to April 29, 2019 upon the terms and conditions as detailed in the explanatory statement attached herewith.”

## **5. APPOINTMENT OF MRS. NISHI ARORA SABHARWAL AS WOMAN INDEPENDENT DIRECTOR**

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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “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 Clause 49 of the Listing Agreement, Mrs. Nishi Arora Sabharwal (DIN No. 06963293), 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 five consecutive years for a term up to September 27, 2020.”

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

Sd/-

**Pawan Kumar Agarwal**

Director

DIN: 01056455

C-9/192, Block-C, Pocket-9

Rohini Sector-7, New Delhi-110085

Date: 13/08/2015

Place: New Delhi

### **NOTES:-**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business i.e. Item No. 4 & 5 as set out above is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
3. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
4. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a 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, may appoint a single person as proxy, who shall not act as a proxy for any other member.
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 22<sup>nd</sup> day of September, 2015 to 28<sup>th</sup> day of September, 2015 both days inclusive.

7. All documents referred 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 AGM.
8. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
9. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Beetal Financial & Computer Services Pvt. Ltd. or the Secretarial Department of the Company immediately.
10. Members desires 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 E-mail Ids with the Company to enable it to send the documents such as Annual Report, Notices of General meetings etc. by E-mail.
12. 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 Report 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 Agent (RTA) of the Company. All investor relation communication may be sent to RTA at the following address:

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3rd Floor, 99, Madangir, Behind  
Local Shopping Centre,  
Near Dada Harsukhdass Mandir, New Delhi-110062  
Ph. #011-29961281-283, Fax#011-29961284  
Email id: beetalrta@gmail.com

15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
16. Electronic copy of the Annual Report and Notice of the 30<sup>th</sup> Annual General Meeting of the Company for the financial year ended 31<sup>st</sup> March, 2015 is being sent to all the members whose E-mail Ids are registered with the Company/Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their E-mail address, physical copies of the Annual Report for the financial year ended 31<sup>st</sup> March, 2015 is being sent by the permitted mode.
17. 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, 2015, the Company is



pleased to provide their members facility to exercise their right to vote at the 30<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through E-Voting services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 24/09/2015 at 10:00 AM and ends on 27/09/2015 at 05:00 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) 21/09/2015 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <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 printed on address slip.</li> <li>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</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<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. If both 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 (v).</p>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) or Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant M/s Globus Power Generation Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (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 Corporates.
  - 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 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.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21.09.2015 may follow the same instructions as mentioned above for e-Voting.

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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Points to be remember:**

- The facility for e-voting can remain open for more than three days but shall be closed at 5.00 p.m. on the date preceding the date of AGM.
  - 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.
  - Those shareholders who have not cast their votes by remote e-voting, they can cast their vote at the general meeting by any facility for voting available at the general meeting.
  - The voting period begins on 24<sup>th</sup> September, 2015 (10:00 AM) and ends on 27<sup>th</sup> September, 2015 (5:00 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 21<sup>st</sup> September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
18. 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](http://www.gpgl.in) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com) immediately 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. 4**

Mr. Akash Khanna, Director of the Company has been re-designated by the Board of Directors as the Whole-time Director of the Company, for a period of 5 years, with effect from 30<sup>th</sup> September, 2014.



As per section 196 of the Companies act, 2013 Whole-time Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company. Hence, approval of the members is required.

Mr. Akash Khanna as the Whole-Time Director of the Company is in-charge of the management on day-to-day basis. The Board believes that the Company would grow extensively under the guidance of Mr. Akash Khanna, who possesses the necessary expertise and experience to accelerate the Company's operations and achieve its vision.

#### **Item No. 5**

Mrs. Nishi Arora Sabharwal being eligible and is proposed to be appointed as an Independent Director for 5 consecutive years for a term up to 27<sup>th</sup> September, 2020 and she is not liable to retire by rotation.

Mrs. Nishi Arora Sabharwal has done Masters in Economics, from Agra University. In a career spanning 30 years, she has held numerous senior positions across various business segments. She has worked with the largest multinational bank for 12 years across business segments. Worked with the third largest Indian Private bank for 3 years. She is specialized in Client Experience Management, Relationship Banking, Wealth Management, Investment Advisory, Private Banking, Business Banking, International Trade Services, Branch Banking, Team Building Management, Business Development, Channel Management.

Mrs. Nishi Arora Sabharwal 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, Mrs. Nishi Arora Sabharwal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company.

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

Except Mrs. Nishi Arora Sabharwal 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. 5.

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

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

Date: 13/08/2015  
Place: New Delhi

## ROUTE MAP OF THE VENUE OF ANNUAL GENERAL MEETING

