



GLOBUS POWER GENERATION LIMITED

CIN: L40300RJ1985PLC047105

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

Email Id: globuscgl@gmail.com Website: www.gpgl.in

NOTICE OF 38th ANNUAL GENERAL MEETING

To
The Members,

Notice is hereby given that the 38th 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 Thursday, the 28th day of September, 2023, at 11:30 A.M. 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, 2023, the Reports of the Directors and Auditors thereon.
2. To appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, approval of Members of the Company be and is hereby accorded to the appointment of M/s D R & Associates, Chartered Accountants, having Firm Registration No. 018213N, as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company to be held in the financial year 2028 and the Board of Directors of the Company be and is hereby authorized to fix their remuneration and other incidental expenses, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with audit of the accounts of the Company.”

SPECIAL BUSINESS

3. To re-appoint Mr. Suneel Vohra (DIN 00222705), 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 **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 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) and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Mr. Suneel Vohra (DIN 00222705), who was appointed as a Non-Executive Director for the period of two years from the conclusion of 36th Annual General Meeting to hold the office until ensuing Annual General Meeting to be held in the year 2023, be and is hereby re-appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation for a further period of five years from the



conclusion of this AGM till the conclusion of 43rd AGM of the Company on such terms and conditions as approved by the Board of Directors of the Company or Committee thereof with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution.”

4. To re-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 **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 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) and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Mr. Amitabh Tandon (DIN 01049659), who was appointed as a Non-Executive Director for the period of two years from the conclusion of 36th Annual General Meeting to hold the office until ensuing Annual General Meeting to be held in the year 2023, be and is hereby re-appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation for a further period of five years from the conclusion of this AGM till the conclusion of 43rd AGM of the Company on such terms and conditions as approved by the Board of Directors of the Company or Committee thereof with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution.”

5. To re-appoint Mr. Abhay Khanna (DIN 02153655), as Whole Time 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** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and pursuant to recommendation of the Nomination & Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Abhay Khanna (DIN: 02153655) as a Whole-time Director of the Company, liable to retire by rotation, for a further term of three consecutive years with effect 28th September, 2023 till 27th September, 2026 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to part hereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to vary the terms and conditions of appointment including the remuneration payable to Mr. Abhay Khanna as per the provisions of Section 197 read with the Schedule V of the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient,



usual or proper to implement this resolution.”

6. To approve the Material Related Party Transaction with M/s Transtech Green Power Private Limited and M/s Transtech Green Energy Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Company’s policy on Related Party Transactions, the consent of the members of the Company be and are hereby accorded to the proposed transaction for entering into an contract(s), arrangement(s), transaction(s) with M/s Transtech Green Power Private Limited and M/s Transtech Green Energy Private Limited (hereinafter refereed as “Related Parties” as per Regulation 2(1)(zb) of SEBI LODR) with respect to sale, purchase or supply of any goods or materials, or services availed or rendered, directly or through appointment of agent upto maximum amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crore) each on such terms and conditions as may be agreed between the Company and Related Parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Committee thereof be and is hereby authorized to finalize and execute such documents/ deeds/ writings/ agreements as may be required based on the agreed terms with authority to revise the terms in the best interest of the Company and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in this regard.”

Sd/-

Abhay Khanna
Director

DIN: 02153655

Add: 9, Coral Court,

Essel Tower,

M G Road, Gurgaon-122002

Sd/-

Amitabh Tandon
Director

DIN: 01049659

Add: 002, Tower-B,

Jewel of India JLN Marg,

Malviya Nagar, Jaipur,

Rajasthan-302017

Date: 10.08.2023

Place: New Delhi



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect Business mentioned under Item Nos. 3, 4, 5 and 6 above, to be transacted at the 38th Annual General Meeting, is annexed hereto.
2. In respect of Item No. 3,4 & 5, a statement giving additional information on the Directors appointment/reappointment is annexed hereto as **Annexure-I** as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 on General Meetings.
3. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2022, 10/2022 dated April 8, 2020, April 13, 2020, May 05, 2020, May 05, 2022 and December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the SEBI Circulars numbered SEBI/HO/CFD/CMD1/CIR/P/2020/79 , SEBI/HO/ CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, May 13, 2022 and January 05, 2023 (hereinafter collectively referred to as "SEBI Circulars"), the facility of attending the AGM physically is not being made available by the Company as the Annual General Meeting (AGM) is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. The deemed venue for the AGM shall be the Corporate office of the Company.
5. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not Annexed hereto. However, the Bodies Corporates are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to soniyacs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report for the financial year 2022-23 has been uploaded on the website of the Company at <http://www.gpgl.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Members are requested to send all communication relating to shares, to the Company's Registrar & Share Transfer Agent - Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdass Mandir, New Delhi 110062. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
8. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated the submission of PAN, KYC details (Contact details, Bank Account details, Specimen Signature etc.) corresponding to their Folios number(s) and nomination by holders of physical Securities by October 1, 2023, and linking PAN with Aadhar by June 30, 2023. Shareholders are requested to submit their PAN,



KYC and nomination details to the RTA,

In case a holder of physical Securities fails to furnish any of the above cited documents or details on or before October 1, 2023 or link their PAN with Aadhaar on or before June 30, 2023, in accordance with the abovementioned, RTA is obligated to freeze such folios. However, the security holders of such frozen folios shall be eligible:

- a. to lodge grievance or avail any service request from the RTA only after furnishing the complete documents/details as mentioned above.
- b. for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 01, 2024 and thereafter, the same shall be made electronically only upon complying with the aforementioned requirements.

Further, If the Securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such Securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

The RTA shall revert the frozen folios to normal status upon receipt of all aforementioned documents/details.

Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of the Company at <http://www.gpgl.in/>, for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars in a timely manner.

9. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

Pursuant to Section 72 of the Companies Act, 2013 (“Act”) read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company at <http://www.gpgl.in/investors-relations.html>. Further, SEBI vide its Circular dated November 03, 2021, has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

10. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection through the VC facility of NSDL, to the Members attending the AGM.
12. Cut-off Date: The Company has fixed Thursday, September 21, 2023, as the “Cut-Off Date” for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the basis of equity shares held by them as at close of business hours on the Cut-Off Date i.e. Thursday, September 21, 2023, only. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.
13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of



participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
16. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
17. Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of Securities cannot be processed unless the Securities are held in dematerialized form with a depository except in case of request received for transmission or transposition of Securities. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.



INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING

The remote e-voting period begins on Monday, 25th September, 2023 at 10:00 A.M. and ends on Wednesday, 27th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being 21st September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding Securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding Securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their Mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding Securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding Securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a Mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to



	<p>site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDLSpeede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding Securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration.4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding Securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.



Helpdesk for Individual Shareholders holding Securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding Securities in demat mode with NSDL	Members facing any technical issue in login may contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding Securities in demat mode with CDSL	Members facing any technical issue in login may contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders holding Securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL Eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "*Forgot User Details/Password?*"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) *Physical User Reset Password?*" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at . mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “*Forgot User Details/Password?*” or “*Physical User Reset Password?*” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre (Senior Manager) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case, shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to globuscdl@gmail.com.
2. In case, shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to globuscdl@gmail.com. If you are an Individual shareholders holding Securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding Securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding Securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their Mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF 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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, Mobile number at globuscdl@gmail.com. The same will be replied by the Company suitably.



EXPLANATORY STATEMENT

In compliance of 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, 4, 5 and 6 of the accompany Notice:

ITEM NO. 3

Mr. Suneel Vohra was appointed as the Non-Executive Director of the Company for a period of two years by the members in the Annual General Meeting of the Company held on September 28, 2021 to hold the office from the conclusion of that Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company. Accordingly the present term of Mr. Suneel Vohra as Non-Executive Director comes to an end at this ensuing Annual General Meeting of the Company.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on August 10, 2023 has approved the re-appointment of Mr. Suneel Vohra as Non-Executive Director of the Company for a further period of five consecutive years subject to the approval of members of the Company at ensuing Annual General Meeting of the Company.

Mr. Suneel Vohra is not disqualified from being re-appointed as Director of the Company in terms of Section 164 of the Companies Act, 2013. He has also communicated his willingness to be re-appointed and give his consent to act as Director of the Company.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Further, Mr. Suneel Vohra is not related to any of the Directors or Key Managerial Personnel of the Company.

A brief profile of Mr. Suneel Vohra is provided in the **Annexure-I** attached to the notice in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

The Board recommends the Special Business set out at Item No. 3 of the Notice for the approval of the Members.

ITEM NO. 4

Mr. Amitabh Tandon was appointed as the Non-Executive Director of the Company for a period of two years by the members in the Annual General Meeting of the Company held on September 28, 2021 to hold the office from the conclusion of that Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company. Accordingly, the present term of Mr. Amitabh Tandon as Non-Executive Director comes to an end at this ensuing Annual General Meeting of the Company.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on August 10, 2023 has approved the re-appointment of Mr. Amitabh Tandon as Non-Executive Director of the Company for a further period of five consecutive years subject to the approval of members of the Company at ensuing Annual General Meeting of the Company.

Mr. Amitabh Tandon is not disqualified from being re-appointed as Director of the Company in terms of Section 164 of the Companies Act, 2013. He has also communicated his willingness to be re-appointed and give his consent to act as Director of the Company.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Further, Mr. Amitabh Tandon is not related to any of the Directors or Key Managerial Personnel



of the Company.

A brief profile of Mr. Amitabh Tandon is provided in the **Annexure-I** attached to the notice in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

The Board recommends the Special Business set out at Item No. 4 of the Notice for the approval of the Members.

ITEM NO. 5

Mr. Abhay 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. Abhay Khanna, who possesses the necessary expertise and experience to accelerate the Company's operations and achieve its vision.

A brief profile of Mr. Abhay Khanna is provided in the **Annexure-I** attached to the notice in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

Mr. Abhay Khanna was re- appointed as the Whole Time Director/Executive Director of the Company for a period of 2 years i.e. from the conclusion of 36th Annual General Meeting of the Company held on September 28, 2021 to hold the office till ensuing 38th Annual General Meeting of the Company to be held in the year 2023. The term of Mr. Khanna is going to expire on September 28, 2023.

Therefore, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Meeting held on August 10, 2023 has, subject to the approval of shareholders, recommend to re-appoint Mr. Abhay Khanna as Whole-Time Director of the Company, for a further term of 3 (Three) years i.e. from September 28, 2023 till September 27, 2026 on such terms and conditions as mentioned herein below as **Annexure-II**.

The Company has received from Mr. Khanna his consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and declaration in form DIR-8 in terms of Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act

The information as required to be disclosed as per the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 is given under **Annexure-II** to the Notice.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Further, Mr. Abhay Khanna is related to the Promoters of the Company.

The Board recommends the Special Business set out at Item No. 5 of the Notice for the approval of the Members.

ITEM NO.6

As per Sec 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for proposed transaction with the Company and related party, prior approval of the members would be required.



The Audit Committee of the Company and its Board of Directors have accorded their approval to the proposed transaction on May 27, 2023, subject to the same being approved by the shareholders of the Company by way of passing Ordinary Resolution to such effect, before being effectuated, as mandated under Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Expect M/s Transtech Green Power Private Limited and M/s Transtech Green Energy Private Limited, none of the Directors, Key Managerial Personnel of the Company and their relatives is/are concerned or interested in the resolution.

Member are hereby informed that pursuant to proviso of Sec 188(1) of the Companies Act, 2013, no member of the Company shall vote on such ordinary resolution to approve proposed transaction if such member is a related party.

The Board recommends the Special Business set out at Item No. 6 of the Notice for the approval of the Members.

Details of Related Party Transactions:-

Name of the Related Party: M/s Transtech Green Power Private Limited and M/s Transtech Green Energy Private Limited

Particulars of the Related Party Transactions: The Company will be entering into proposed Related Party Transactions as per the below mentioned table with respect to sale, purchase or supply of any goods or materials, or services availed or rendered, directly or through appointment of an agent upto maximum limits of Rs. 10 crore:

S. No.	Name of the Parties	Limits (Rupees in crore)
1.	Transtech Green Power Private Limited	10.00
2.	Transtech Green Energy Private Limited	10.00

**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/-
Amitabh Tandon
Director
DIN: 01049659
Add: 002, Tower-B,
Jewel of India JLN Marg,
Malviya Nagar, Jaipur,
Rajasthan-302017

Date: 10.08.2023
Place: New Delhi

**Annexure-I****Details of Director seeking appointment/ re-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. Suneel Vohra
Date of Birth	08.08.1962
Date of Appointment	29.06.2021
Qualifications	Graduate
Expertise in specific functional areas	Management Field
Directorships held in other companies (Excluding Foreign, Private and Section 8 Company)	1
Memberships / Chairmanships of committees of other companies	NIL
Number of shares held in the Company	NIL

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

Particulars	Mr. Abhay Khanna
Date of Birth	28.02.1985
Initial Date of Appointment	28.05.2016
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

Additional information as required pursuant to the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 in respect of Item No. 5 of the Notice is as follows:

I. General information:

- 1) **Nature of industry:** Generation of power, distribution and/or supply thereof.
- 2) **Date or expected date of commencement of commercial production:** NA, since the Company has already commenced its Business Operation.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- 4) **Financial performance based on given indicators:**

(Rupees in Lacs)

Particulars	31.03.2023	31.03.2022
Total Revenue	0.43	0
Profit/ (Loss) before tax & Exceptional items	(1,244.92)	(183.51)
Profit/ (Loss) after tax & Exceptional items	(1,244.92)	(183.51)

- 5) **Foreign investments or collaborations, if any:** Nil

II. Information about the appointee:

- 1) **Background details:** Mr. Abhay Khanna, Whole Time Director/Executive Director of the Company, completed his graduation from Purdue University, USA in 2006. After returning from USA, he has worked in various fields like Telecom, Infrastructure and Power. He has set up an entire division with multiple teams to install BTS and Microwaves equipments. He has also worked extensively in Green Energy field concentrating mainly on Bio -Mass Power Generation and Wind Power Generation. A 12 MW Bio -Mass Power Plant is already operational in Rajasthan. He is helping in setting up and install large number of Wind Mills at multiple locations all over India.
- 2) **Past remuneration:**
Salary: Rs.12 Lacs per annum (maximum)
Recognition or awards: Nil
There is no increase in remuneration during last three years.
- 3) **Job profile and his suitability:** Mr. Abhay Khanna is vested with substantial powers of management subject to the control, direction and supervision of the Board of Directors of the Company. He also involved in policy planning, vision, strategy and Long-term development activities of the Company.
- 4) **Remuneration proposed:**
 - A. Rs. 1,00,000/- per month (maximum) with such increases as may be decided by the Board from time to time and with proportionate increases in all the benefits related to the quantum of salary.
 - B. Medical Reimbursement as per rules of the Company.
 - C. Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per rules of the Company.



- D. Gratuity: Gratuity payable as per the Rules of the Company.
 - E. Leave Encashment: Encashment of leave at the end of the tenure as per rules of the Company.
 - F. The Board may, from time to time, increase or vary the Salary range, subject to the ceiling prescribed under the Companies Act.
 - G. Under Schedule V of the Companies Act, 2013, the appointment and remuneration of the said Director is required to be approved by the Shareholders by Special Resolution. The resolution is accordingly recommended for approval of the shareholders.
- 5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: N.A.
- 6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any- Beside the Managerial Remuneration proposed, Mr. Abhay Khanna does not have any pecuniary relationship directly or indirectly with the Company.

III. Other information:

a. Reasons of loss or inadequate profits:	Unfavorable market conditions and Government policies.
b. Steps taken or proposed to be taken for improvement	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. It is extremely difficult in the present scenario to predict profit in measurable terms.
c. Expected increase in productivity and profits in measurable terms	

Disclosures: Requisite disclosure regarding remuneration, service contracts, notice period, severance fees, stock options etc. has been disclosed as a part of Directors' Report under the heading "Corporate Governance" attached to the Financial Statements of the Company.