

GLOBUS POWER GENERATION LIMITED

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

CIN No. L40300RJ1985PLC047105, Email Id: globuscgl@gmail.com

Website: www.gpgl.in

NOTICE OF 31ST ANNUAL GENERAL MEETING

To

The Members,

Notice is hereby given that the 31st 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 Wednesday, the 28th day of September, 2016, at 11:30 AM to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements (including consolidated financial statements) of Company for the financial year ended March 31st, 2016, 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. **Ratification of Appointment of Auditors.**

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 section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014 made there under, 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 29th September, 2014, to appoint 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 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 31st, 2017 as may be determined by the Audit Committee in consultation with the auditors.

SPECIAL BUSINESS

4. **Regularisation of Additional Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mr. Abhay Khanna :-

“RESOLVED THAT Pursuant to Section 160 and 161 of Companies Act, 2013 and any other applicable provision, if any, Mr. Abhay Khanna who was appointed as Additional Director in the meeting of the Board of Directors held on 28th May, 2016 and for the appointment of whom the company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any Director of the Company be & is hereby authorized to file the necessary form with the Registrar of Companies in this regard.”

5. APPOINTMENT OF MR. ABHAY KHANNA AS WHOLE TIME DIRECTOR OF THE COMPANY

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 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of Companies Act, 2013, read with Schedule V of Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the board be and is hereby accorded to the appointment of Mr. Abhay Khanna (DIN No. 02153655), as Whole-time Director of Company with effect from May 28th, 2016 till May 27th, 2018 approval of members be and is hereby accorded, on the terms and conditions including remuneration set out in the Appointment letter with the mutual consent between the company and Mr. Abhay Khanna with specific authority to Board of Directors to vary the terms and condition of appointment including remuneration payable to Mr. Abhay Khanna provided that the remuneration payable to Mr. Abhay Khanna shall not exceed the maximum limits for payment of managerial remuneration specified in Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. APPROVAL ON MATERIAL RELATED PARTY TRANSACTIONS :

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for material related party transactions entered with M/s Rajokri Investments & Trading Company Private Limited during the financial year 2015- 2016.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to take necessary actions and complete all the legal formalities related thereto."

7. PROPOSAL FOR SALE OF INVESTMENTS :

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

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013(as amended or re-enacted from time to time) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of members be and is hereby accorded, to the Board of Directors of the Company to sell, or otherwise dispose off the investments in its subsidiary and its associate on such terms and conditions at such time(s) and in such form and manner, as the Board in its absolute discretion thinks fit.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to execute such documents, deeds, and writing papers etc. as it may in its absolute discretion deemed necessary, proper or desirable to give effect to the above resolution."

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

Date: 09.08.2016

Place: New Delhi

Sd/-

Pawan Kumar Agarwal

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 Companies Act, 2013, in respect of Special Business i.e. Item No.4, 5 and 6 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 22nd Day of September 2016 to 28th day of September 2016 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 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. 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 Agents (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 Harsukh Dass 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 31st Annual General Meeting of the Company for the financial year ended 31st March, 2016 is being sent to all the members whose email 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 email address, physical copies of the Annual Report for the financial year ended 31st March, 2016 is being sent in the permitted mode.
17. Voting through electronic means in compliance with provisions of Section 108 of 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 31st 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 25.09.2016 at 10.00 AM and ends on 27.09.2016 at 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 21.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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
Dividend Bank Details OR Date of Birth (DOB)	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).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) 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 the EVSN for the relevant M/s Globus Power Generation Limited on which you choose to vote.
- (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) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (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 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.
 - 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 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com

Points to be remember :

- (a) The facility for E-voting can remain open for three days but shall be closed at 5.00 p.m. on 27.09.2016.
- 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 25.09.2016 (10:00 AM) and ends on 27.09.2016 (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 21.09.2016, 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 under help section or write an Email to 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. Sandeep Mehra, Practicing Company Secretary (Membership No. 23624) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- (19) The Scrutinizer shall within a period of not exceeding three (3) working days from conclusion of the E-voting period unblock the votes in presence of at least two(2) witnesses not in the employment of the company and make Scrutinizer's report of votes cast in favour or against, if any, forthwith to the chairman of Company. 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 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

Under Section 160 of Companies Act, 2013, a notice in writing has been received for directorship of the Company along with a deposit of Rs. 1 Lac/- as required under the aforesaid section.

The Company has received from Mr. Abhay Khanna (i) consent in writing to act as a Director in form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors.

Accordingly, the Board recommends the resolution No. 4, in relation to appointment of Mr. Abhay Khanna as Director, for the approval by Shareholders of the Company.

ITEM NO. 5

Mr. Abhay Khanna, Director of the Company has been appointed by the Board of Directors as the Whole-time Director of the Company, for a period of 2 years, with effect from 28th May, 2016.

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. 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.

ITEM NO. 6

Pursuant to provisions of Regulation 23 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the transaction with related party would be considered material if transaction entered into exceeds ten percent of the annual consolidated turnover as last audited financials will require approval of the Member's through an Ordinary Resolution.

The aggregate value of transactions entered with M/s Rajokri Investments & Trading Company Private Limited was exceeded more than ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be material related party transactions for the purpose of provisions of Regulation 23 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and will thus require approval of the Member's of the Company through an Ordinary Resolution. The Audit Committee and the Board of Directors have reviewed major terms & conditions of these transactions and recommend to the member's for their approval by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of the notice except to the extent of their shareholding or employment in the Company, its Holding Company or Associate Group Company. The Board recommends the Resolution under Item No. 6 of the notice for approval of the Member's as an Ordinary Resolution.

ITEM NO. 7

The Company proposes to sell off its entire investment in Subsidiary Company and its Associate Company. As the subsidiary will not bring further growth to the Company, your Directors feel it prudent to withdraw investment from the Subsidiary and your Board of Directors considers the proposed sale in the best interest of the Company and as this will amount to sell of substantial interest in undertaking by the Company, your Directors proposed resolution under section 180 (1) (a) of Companies Act 2013 for approval of the shareholders. The proceeds received on transaction(s) would provide financial flexibility to pursue new growth opportunities for business. The company at the same time is in the process of locating other viable projects for the Company to sustain its performance and growth.

The Board recommends the Resolution at Item No.7 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 7 of the accompanying Notice except to the extent of their shareholding in the Company.

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

Date : 09.08.2016

Place : New Delhi

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