

GLOBUS POWER GENERATION LIMITED

Regd. Office: Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021 CIN No. L40300RJ1985PLC047105, Email Id: <u>globuscdl@gmail.com</u>
Website: <u>www.gpgl.in</u>

NOTICE OF 34TH ANNUAL GENERAL MEETING

To The Members,

Notice is hereby given that the 34th 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 Saturday, the 28th day of September, 2019, at 12:00 noon 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, 2019, the Reports of the Directors and Auditors thereon.
- 2. To re-appoint a Director in place of Mr. Abhay Khanna (DIN No. 02153655) 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 in this regard 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 the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 ("the Rules")[including any statutory modification(s) or re-enactment thereof for the time being in force] and pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the Members of the Company at the AGM held on 29th September, 2014, the appointment of M/s. Padam Dinesh & Company, Chartered Accountants (Registration No.009061N) as the auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the AGM held in the calendar year 2018 which was further extended by virtue of section 139 (10) be and is hereby reappointed, at the remuneration to be determined by the Board of Directors of the Company".

SPECIAL BUSINESS

- 4. 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 a Special Resolution:
 - "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013, or any amendment thereto or modification thereof, approval of the Members be and is hereby accorded to re-appoint Mr. Abhay Khanna (DIN: 02153655) as a Whole Time Director, designated as Executive Director of the Company liable to retire by rotation, for a period of two years from the period of this ensuing AGM to the AGM held in the Calendar year 2021 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, 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 be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appoint and consider continuation of Mr. Narender Kumbhat (DIN: 00035665) Non-Executive Director as Independent Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force] and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Narender Kumbhat (DIN:00035665), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a period of 5 years with effect from this ensuing AGM to AGM to be held in Calender year 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members be and is hereby accorded for continuation of Mr. Narender Kumbhat (DIN:00035665) as a Non-Executive Independent Director of the Company, with effect from 1st April, 2019 upto the date of 39th Annual General Meeting of the Company notwithstanding that he has already attained the age of 75 years, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, consent of the Members be and is hereby accorded for continuation of Mr. Narender Kumbhat (DIN: 00035665), aged more than 75 years, as an Independent Non-Executive Director of the Company for his tenure.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which includes Committees, constituted for the time being in force) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient and any such acts and things done or caused to be done by the Board prior to this date therefore hereby confirmed and to file necessary forms to the appropriate authorities."

6. To approve the limits of Loan/Guarantee/Investment by the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 100 crore (Rupees One Hundred crore only), not withstanding that such investment and acquisition together



with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

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

On and behalf of the Board of Directors For Globus Power Generation Limited

Sd/-Abhay Khanna Whole Time Director DIN: 02153655

Add: 9, Coral Court, Essel Tower, M G Road, Gurgaon-122002 Sd/Pawan Kumar Agarwal
Director
DIN: 01056455

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

Date: 12/08/2019 Place: New Delhi

NOTES:-

- 1. 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.
- 2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
- 3. 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.
- 4. 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.
- 5. The register of members and the share transfer books of the Company will be closed from 22nd Day of September 2019 to 28th day of September 2019 both days inclusive.
- 6. 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.



- 7. 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.
- 8. 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.
- 9. 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.
- 10. 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.
- 11. 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.
- 12. 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.
- 13. 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, 3 rd 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

- 14. 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.
- 15. Electronic copy of the Annual Report and Notice of the 34th Annual General Meeting of the Company for the financial year ended 31st March, 2019 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, 2019 is being sent through permitted mode.



16. 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 34th 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 25.09.2019 at 10.00 AM and ends on 27.09.2019 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 21.09.2019, 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
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
PAN	 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on 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 & 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 27.09.2019.
- (b) 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.
- (c) 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.
- (d) The voting period begins on 25.09.2019 (10:00 AM) and ends on 27.09.2019 (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 21.09.2019, may cast their vote electronically. The E- voting module shall be disabled by CDSL for voting thereafter.
- (e) 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.
- (f) 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.
- 17. 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.
- 18. The Scrutinizer shall within a period of not exceeding three (3) working days from conclusion of the evoting 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

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 4 to 6 of the accompanying Notice:

ITEM NO. 4

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 September, 2019. 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. 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 ameeting which shall be subject to approval by a resolution at the next general meeting of the Company. Hence, approval of the members is required.

ITEM NO.5

Pursuant to the provisions of section 149 of the Act, which came into effect from April 1st, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Narender Kumbhat (DIN 00035665) as Independent Director, for a second term of five years from September 28th, 2019 to September 28th, 2024, not liable to retire by rotation. Mr. Narender Kumbhat was appointed as Independent Director at the 29th Annual General Meeting ("AGM") of the Company and holds office up to September 28th, 2019.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the director as Independent Directors is now being placed before the Members for their approval. Mr. Narender Kumbhat being eligible and is proposed to be appointed as an Independent Director for 5 consecutive years for a term upto the conclusion of 39th Annual General Meeting of the Company i.e. in the year 2024 and he is not liable to retire by rotation.

SEBI on May 9, 2018 by way of amendment in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, has introduced a new Regulation 17 (1A) whereby approval of shareholders by way of special resolution is required for appointment of any non-executive director or for continuation of directorship of any non-executive director, who has attained the age of 75 years. The said provision is effective from 1^{tst} April, 2019. Mr. Narender Kumbhat (DIN: 00035665), the current Independent Non – Executive Director of the Company who was appointed in the Annual General Meeting held on 29th September, 2014 with effect from 29th September, 2014 to 28th September, 2019 is aged more than 75 years. In accordance with the aforesaid provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, approval of shareholders by way of special resolution is required for continuation of Mr. Narender Kumbhat (DIN: 00035665) as the Independent Non – Executive Director of the Company.



The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. Narender Kumbhat is a post Graduate in Business Management and has over 45 years of experience in the various fields namely Administration, Personnel, Finance, Accounts, Materials, Taxation and Company Law etc. He is a member of the Institute of Internal Auditors, Florida, USA, American Management Association, USA and Administrative Staff College of India. He has worked with Shriram Group, Indo Rama India, RPG Group, BST Ltd., J.K. Organisation, HFCL Bezeq Telcom and Shyam Telecom Group. He also takes sessions on Revival/Rehabilitation of Sick Industries conducted by the BANK- ERS' TRAINING COLLEGE of the Reserve Bank of India and conducts research on the causes of Industrial Sickness in India and Rehabilitation of Sick Companies.

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

The Board considers it desirable that the Company should continue to avail the benefit of the experience and guidance of Mr. Narender Kumbhat and therefore recommends the resolution, for re-appointment of Mr. Narender Kumbhat as an Independent and Non – Executive Director of the Company, as a special resolution for the approval of members.

Except, Mr. Narender Kumbhat, Independent Non Executive Director, being concerned, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

ITEM NO.6

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

The Company is operating in a dynamic business environment and therefore may be required to make investment, and to give Loans, Guarantees or provide Securities at any point of time when the exigencies arise. It is therefore proposed to authorize the Board of Directors to give loans, make investment or provide guarantees or securities up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 100 crores (including in WOS/JVs/Subsidiaries and Other Body/Corporates person).

The Board of Directors had, in its meeting held on 12.08.2019, considered and approved, subject to the approval of shareholders, this proposal and recommends Resolution no.6 of the accompanying Notice to the shareholders for their approval by way of special resolution.



Date: 12/08/2019 Place: New Delhi

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

On and behalf of the Board of Directors For Globus Power Generation Limited

Sd/-Abhay Khanna **Whole Time Director** DIN: 02153655

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

Pawan Kumar Agarwal **Director** DIN: 01056455

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

NAME OF THE DIRECTOR -MR. ABHAY KHANNA

BASIC DETAILS

Director Identification Number (DIN)	02153655
Date of Birth	28.02.1985
Nationality	INDIAN
Date of first appointment on the Board of Directors of the Company	28.05.2016
Qualification	Graduate
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

LIST OF DIRECTORSHIPS HELD IN OTHER COMPANIES (EXCLUDING FOREIGN, PRIVATE AND SECTION 8 COMPANIES)

Shyam I T Services Limited (under the process of Striking Off)

BRIEF RESUME AND AREA OF EXPERTISE

Mr. Abhay Khanna 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.