



# GLOBUS POWER GENERATION LIMITED

## GLOBUS POWER GENERATION LIMITED

CIN: L40300RJ1985PLC047105

Website: [www.gpgl.in](http://www.gpgl.in), Email Id: [globuscdl@gmail.com](mailto:globuscdl@gmail.com), Tel: 0141-4025020, 011-41411071-70

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

Corp. Office: A-60, Naraina Industrial Area, Phase-I, New Delhi-110028

### NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

DAY & DATE: Friday, 26<sup>th</sup> September, 2025, TIME: 11:00 A.M. (IST)

To  
The Members,

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting (AGM) of the members of **M/s Globus Power Generation Limited** will be held on Friday, 26<sup>th</sup> day of September, 2025 at 11:00 A.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statement of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.

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

"**RESOLVED THAT** the Annual Audited Financial Statement of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a retiring director Mr. Suneel Vohra (DIN: 00222705), who retires by rotation and being eligible, offers himself for re-appointment.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Suneel Vohra (DIN: 00222705), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation."

#### SPECIAL BUSINESS

3. To confirm the appointment and Remuneration of M/s Soniya Gupta & Associates, Secretarial Auditor for five (5) consecutive financial years

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



**“RESOLVED THAT** pursuant to the provisions of Section 204 (1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 and other applicable Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation(s) of the Audit Committee and the Board of Directors, M/s Soniya Gupta & Associates, Practicing Company Secretaries, be and are hereby appointed/confirmed as the Secretarial Auditors of the Company to conduct the Secretarial Audit for five (5) consecutive financial years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2030 to carry out the Secretarial Audit of the Company starting from the financial year 1<sup>st</sup> April, 2025 till the financial year ending 31<sup>st</sup> March, 2030, on such annual remuneration (in addition to applicable taxes and reimbursement of out-of-pocket expenses) as may be determined by the Board of Directors in consultation with the Secretarial Auditor and to avail any other services, certificates, or reports as may be permissible under applicable laws from time to time.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith, or incidental thereof.”

**4. To re-appoint Mr. Thamattoor Prabhakaran Nair (DIN: 03608795) as a Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 152, 178 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1)(c), 25 (2A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and in terms of the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Thamattoor Prabhakaran Nair (DIN: 03608795), who was appointed as a Non-Executive Independent Director for the period of 5 (five) consecutive years from the conclusion of 35<sup>th</sup> Annual General Meeting to hold the office until 40<sup>th</sup> Annual General Meeting to be held in the year 2025, by the Members of the Company, in terms of Section 149 of the Act be and is hereby reappointed as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years, commencing from the conclusion of 40<sup>th</sup> Annual General Meeting upto the conclusion of 45<sup>th</sup> Annual General Meeting to be held in the year 2030 and has submitted a declaration to effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the Listing Regulations, as amended from time to time, and whose office shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith, or incidental thereof.”

**5. To re-appoint Mrs. Chhavi Prabhakar (DIN: 07553853) as a Non Executive Independent Director of the Company**

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



**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 152, 178 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1)(c), 25 (2A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and in terms of the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Chhavi Prabhakar (DIN: 07553853), who was appointed as a Non-Executive Independent Director for the period of 5 (five) consecutive years from the conclusion of 35<sup>th</sup> Annual General Meeting to hold the office until the conclusion of 40<sup>th</sup> Annual General Meeting to be held in the year 2025, by the Members of the Company, in terms of Section 149 of the Act, be and is hereby reappointed as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years, commencing from the conclusion of 40<sup>th</sup> Annual General Meeting upto the conclusion of 45<sup>th</sup> Annual General Meeting to be held in the year 2030 and has submitted a declaration to effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the Listing Regulations, as amended from time to time, and whose office shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith, or incidental thereof.”

**6. To consider the appointment of Mr. Sunil Rai (DIN: 01568405) as a Non-Executive Independent Director of the Company for the first term of 5 (Five) years**

*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 and 161 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 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulations 16(1)(b), 17(1)(C), 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and in accordance with the Articles of Association of the Company and subject to such approvals, consents and permissions as may be required under applicable laws, Mr. Sunil Rai (DIN: 01568405), who was appointed as an Additional Non-Executive Independent Director of the Company pursuant to the provisions of Section 161(1) of the Act by the Board of Directors at its meeting held on 11<sup>th</sup> August, 2025, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, *not liable to retire by rotation*, to hold office for a term of five (5) consecutive years commencing from the conclusion of this AGM till the conclusion of AGM to be held in the year 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith, or incidental thereof.”



## 7. To approve the existing as well as new Related Party Transactions (Material/Others) with M/s Transtech Green Power 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 Regulation 23(4) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Section 2(76) & 188 and other applicable of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), subject to the Company's Policy on Related Party Transactions and such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s)(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with M/s Transtech Green Power Private Limited (*a related parties falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations*) during financial year 2025-26 with respect to sale, purchase or supply of any goods or materials, or services availed or rendered or Loans or advances/trade advances, directly or through appointment of agent upto maximum amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crore only) on such material terms and conditions as may be mutually agreed between related parties and the Company provided that the said transactions or contract and arrangement so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**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.”

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

**Sd/-  
Abhay Khanna  
Whole-time Director**

**Date: 11<sup>th</sup> August, 2025  
Place: New Delhi**



## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the Special Business to be transacted at the 40<sup>th</sup> Annual General Meeting (AGM) under Item No. 3 to 7 of the Notice, is annexed hereto.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 40<sup>th</sup> AGM of Company will be held through VC / OAVM without the physical presence of the Members at the common venue. The deemed venue for the 40<sup>th</sup> AGM shall be the Registered Office of the Company.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020 and General Circular No. 09/2024 on September 19, 2024, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at 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](mailto:soniyacs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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

4. 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.
5. 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.
6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the various earlier Circulars with effect from 2020 and General Circular No. 09/2024 on September 19, 2024 issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the AGM will be provided by NSDL.



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7. 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 2024-25 has been uploaded on the website of the Company at [www.gpgl.in](http://www.gpgl.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evoting.nsdl.com).

For any communication, the members may also send requests at Email ID: [globuscdl@gmail.com](mailto:globuscdl@gmail.com).

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with various earlier Circulars with effect from 2020 and General Circular No. 09/2024 on September 19, 2024.
9. Corporate members intending to appoint their authorized representatives to attend the Meeting through VC/ OAVM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
10. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is annexed hereto.
11. Members who wish to obtain any information about the Company or view the Accounts for the financial year ended 31<sup>st</sup> March, 2025, may send their queries at least 10 days before the Annual General Meeting at Company's Corporate Office at A-60, Naraina Industrial Area, Phase-1, New Delhi-110028 or email at [globuscdl@gmail.com](mailto:globuscdl@gmail.com).
12. The Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2025 to 26<sup>th</sup> September, 2025 (both days inclusive).
13. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7<sup>th</sup> May 2024 read with SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated 10<sup>th</sup> June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents.

Further, Members who holds shares in electronic form are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, etc. to their Depository Participant.

14. Members are requested to note that SEBI vide its Circular dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate share certificate, claim from unclaimed suspense account; renewal/ exchange of share certificate; endorsement; sub division/ splitting of share certificates; consolidation of share certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at [www.gpgl.in](http://www.gpgl.in) and on the website of the Company's RTA, M/s Beetal Financial & Computer Services Private Limited at [www.beetalfinancial.com](http://www.beetalfinancial.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.



15. In terms of SEBI notification dated 25<sup>th</sup> of June, 2022, SEBI has mandated that all requests for transfer of securities including transmission and transposition be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
16. As per Section 72 of the Act, SEBI Circulars in this regard, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at [www.gpgl.in](http://www.gpgl.in) and from the website of Company's Registrar and Transfer Agents at [www.beetalfinancial.com](http://www.beetalfinancial.com). Members are requested to submit the said details to their DPs in case the shares are held by them in the dematerialized form and the Company's RTA in case the shares are held in physical form.
17. As per the provisions of the Companies Act, 2013 and the rules made thereunder and the Regulation 36(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. For this purpose, shareholders who have not registered their e-mail address can contact the Company's RTA M/sBeetal Financial & Computer Services Private Limited at [beetalrta@gmail.com](mailto:beetalrta@gmail.com). The members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants only. Even after registering for e-communication, the Shareholders of the Company are entitled to receive such communication in physical form, upon request.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.
19. Soft copy of the Notice of the 40<sup>th</sup> Annual General Meeting of the Company, *interalia*, indicating the process and manner of remote e-voting along with the Annual Report for the financial year 2024-25 are being sent to all the members, whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes.
- Pursuant to MCA General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the physical copies of the Notice of 40<sup>th</sup> Annual General Meeting of the company and Annual Report for the financial year 2024-25 are not being sent to the members.
20. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> November, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4<sup>th</sup> August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on 11<sup>th</sup> August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.



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22. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
24. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 19<sup>th</sup> September, 2025.
25. M/s Soniya Gupta & Associates, Practicing Company Secretaries, (Membership No. FCS 7493) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
26. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.gpgl.in](http://www.gpgl.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the same shall be communicated to the Bse Limited
27. Members are requested to send all communication relating to shares to the Company's Registrar & Share Transfer Agent - Beetal Financial & Computer Services Private Limited ('Beetal' or 'RTA'), at Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Complex, New Delhi-110062. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
28. 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.
29. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
30. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the Corporate Office of the Company, during normal business hours (09:00 AM to 6:00 PM) on all working days (except on public holidays), upto the date of the Annual General Meeting.



## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, 23<sup>rd</sup> September, 2025 at 10:00 A.M. and ends on Thursday, 25<sup>th</sup> September, 2025 at 05:00 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. Friday, 19<sup>th</sup> September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 19<sup>th</sup> September, 2025.

### 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

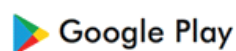
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol> |

4. 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. 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 NSDL Depository 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.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.



# GLOBUS POWER GENERATION LIMITED

|                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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. |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 4886 7000                                               |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at \ <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and 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 e-services 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:                                                                                                                                         |
|----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) 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*****.    |
| b) 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*****                                                      |
| c) 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 mailbox. 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](http://www.evoting.nsdl.com).
  - b) **Physical user Reset Password**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 “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. 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](mailto:soniyacs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no. 022- 48867000.



## 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 [www.gpgl.in](http://www.gpgl.in).
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 [www.gpgl.in](http://www.gpgl.in). If you are an Individual shareholder 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.com](mailto:evoting@nsdl.com) 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 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 EGM/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” 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](mailto:globuscdl@gmail.com). The same will be replied by the company suitably.

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

**Date – 11<sup>th</sup> August, 2025  
Place – New Delhi**

**Sd/-  
Abhay Khanna  
Whole-time Director**



## ANNEXURE TO THE NOTICE

### I. **Explanatory Statement under Section 102(1) of the Companies Act, 2013**

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, sets out all material facts and relevant particulars in respect of the business items numbered 3, 4, 5, 6, and 7 as set forth in the accompanying Notice, forming an integral part thereof:

#### **Item No. 3: To confirm the appointment and Remuneration of M/s Soniya Gupta & Associates, Secretarial Auditor for five (5) consecutive financial years**

The Securities and Exchange Board of India (“SEBI”), vide the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, notified on December 12, 2024 and effective from April 1, 2025, has substituted Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The amended regulation mandates that the Secretarial Auditor of a listed entity shall be appointed by the shareholders at a general meeting, based on the recommendation of the Audit Committee and approval of the Board of Directors, for a fixed term.

In consonance with the aforesaid amendment and pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex a Secretarial Audit Report with its Board's Report, issued by a Practicing Company Secretary holding a valid Certificate of Peer Review from the Institute of Company Secretaries of India (ICSI).

Accordingly, the Audit Committee and the Board recommends to the members of the Company, the appointment of M/s. Soniya Gupta & Associates, Practicing Company Secretaries, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India as Secretarial Auditors for a period of five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2030 to carry out the Secretarial Audit of the Company starting from the financial year 1<sup>st</sup> April, 2025 to the financial year ending 31<sup>st</sup> March, 2030, on such annual remuneration (in addition to applicable taxes and reimbursement of out-of-pocket expenses) as may be determined by the Board of Directors in consultation with the Secretarial Auditor.

The Consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for the appointment of M/s Soniya Gupta & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for above said period.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the shareholders.

#### **Item No. 4: To re-appoint Mr. Thamattoor Prabhakaran Nair (DIN: 03608795) as a Non-Executive Independent Director of the Company**

Mr. Thamattoor Prabhakaran Nair (DIN: 03608795) was appointed as the Non-Executive Independent Director of the Company for a period of five (5) years by the members in the 35<sup>th</sup> Annual General Meeting of the Company held on September 29, 2020 to hold the office from the conclusion of that Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General Meeting of the Company. Accordingly, the present term of Mr. Thamattoor Prabhakaran as a Non-Executive Independent Director shall stand concluded at the close of the ensuing Annual General Meeting of the Company.



Further, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and Regulation 16(1)(b), 17(1)(C) & 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on August 11, 2025, has approved the re-appointment of Mr. Thamattoor Prabhakaran Nair for his second term as Non-Executive Independent Director of the Company for a further period of five (5) consecutive years subject to the approval of members at ensuing Annual General Meeting of the Company Further, the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director.

Mr. Thamattoor Prabhakaran Nair is not disqualified from being re-appointed as Non-Executive Independent Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of Listing Regulations. He has also communicated his willingness to be re-appointed and give his consent to act as Independent 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. Thamattoor Prabhakaran Nair is not related to any of the Directors or Key Managerial Personnel of the Company.

In the opinion of the Board, he fulfills the conditions for re-appointment as a Non-Executive Independent Director and is independent of the management. The Board recommends the Special Business set out at Item No. 4 of the Notice for the approval of the Members by way of Special Resolution.

**Item No. 5: To re-appoint Mrs. Chhavi Prabhakar (DIN: 07553853) as a Non Executive Independent Director of the Company**

Mrs. Chhavi Prabhakar (DIN: 07553853) was appointed as the Non-Executive Independent Director of the Company for a period of five (5) consecutive years by the members in the 35<sup>th</sup> Annual General Meeting of the Company held on September 29, 2020 to hold the office from the conclusion of that Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General Meeting of the Company. Accordingly, the present tenure of Mrs. Chhavi Prabhakar as a Non-Executive Independent Director shall stand concluded at the close of the ensuing Annual General Meeting of the Company.

Further, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and Regulation 16(1)(b), 17(1)(C) & 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and upon recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on August 11, 2025, has approved the re-appointment of Mrs. Chhavi Prabhakar for her second term as Non-Executive Independent Director of the Company for a further period of five (5) consecutive years subject to the approval of members of the Company at ensuing Annual General Meeting of the Company. Further, the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director.

Mrs. Chhavi Prabhakar is not disqualified from being re-appointed as Independent Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations. She has also communicated her willingness to be re-appointed and has given her consent to act as Independent Director of the Company.



None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

Further, Mrs. Chhavi Prabhakar is not related to any of the Directors or Key Managerial Personnel of the Company.

In the opinion of the Board, she fulfills the conditions for re-appointment as an Independent Director and is independent of the management. The Board recommends the Special Business set out at Item No. 5 of the Notice for the approval of the Members by way of Special Resolution.

**Item No. 6: To consider the appointment of Mr. Sunil Rai (DIN: 01568405) as a Non-Executive Independent Director of the Company for the first term of 5 (Five) years**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, has appointed Mr. Sunil Rai (DIN: 01568405) as an additional Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a first term of five (5) consecutive years, who shall hold the office as additional Non-Executive Independent Director till the conclusion of this AGM. Further, his regularization as Non-Executive Independent Director of the Company requires the approval of member in the ensuing Annual General Meeting.

The above appointment is made in adherence to the Section 149, 152, 160 & 161(1) of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act, as well as Regulation 16(1)(b), 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and subject to approval of the Members by way of a Special Resolution.

Accordingly, the aforesaid appointment is proposed by the Board in the Notice of ensuing General Meeting for the approval of the Members of the Company by way of Special Resolution.

The Company has received notice in writing from a Member under section 160 of the Companies Act, 2013 (“the Act”) proposing the candidature of Mr. Sunil Rai (DIN: 01568405) for the office of Director of the Company.

Mr. Rai would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

Mr. Rai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received declaration from Mr. Rai stating that he meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Mr. Rai is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, he fulfills the condition for appointment as an Independent Director as specified in the Act and the Listing Regulations. Further, Mr. Rai is independent of the management.

Copies of the draft letter of appointment of Mr. Rai setting out terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company between 09:00 a.m. to 06:00 p.m., on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM).



The Board considers that Mr. Rai's appointment will bring to the Company significant value owing to his extensive experience, professional acumen, and corporate governance expertise. Accordingly, the Board recommends the resolution set out at Item No. 6 of the Notice for the approval of the Members by way of a Special Resolution.

Except Mr. Rai and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way, financially or otherwise, concerned or interested in the proposed Resolution.

## **Item No. 7: To approve the existing as well as new Related Party Transactions (Material/Others) with M/s Transtech Green Power Private Limited**

In terms of the proviso to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower

Further, as per Regulation 23(4) of Listing Regulations, all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) shall require prior approval of the shareholders through resolution.

In view of the aforesaid provisions read with Section 2(76), 188 and other applicable provisions of Companies Act, 2013, the Audit Committee of the Board and the Board of Directors of the Company in their respective Meetings convened on 11<sup>th</sup> August, 2025 has approved the proposed material related party transactions with respect to sale, purchase or supply of any goods or materials, or services availed or rendered or Loans or advances/trade advances, directly or through appointment of an agent with M/s Transtech Green Power Private Limited (a related party), subject to a maximum aggregate transaction up to the limits as defined in the table mentioned below.

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

The approval of the shareholders is being sought for the above transaction, which is considered material in terms of the Listing Regulations. The said approval, if granted, shall remain valid up to the date of the next Annual General Meeting of the Company.

Except Mr. Suneel Vohra and Mr. Amitabh Tandon, Director of the Company, None of the Directors or Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, are concerned or interested in this resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

The members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolutions set out at Item No. 7.

In view of the above, Resolution No. 7 is placed for approval of the Members of the Company.

**II. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting scheduled on 26<sup>th</sup> September, 2025, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard - 2 on General Meetings are given hereunder: -**

| Name of Director                                                              | Mr. Suneel Vohra                                     | Mr. Thamattoor Prabhakaran Nair                             | Mr. Chhavi Prabhakar                                                                         | Mr. Sunil Rai                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-------------------------------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>DIN</b>                                                                    | 00222705                                             | 03608795                                                    | 07553853                                                                                     | 01568405                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Age</b>                                                                    | 62 years                                             | 68 years                                                    | 58 years                                                                                     | 63 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Qualifications</b>                                                         | Graduate                                             | Graduate                                                    | Post Graduate                                                                                | B.Com (Hons.), LL.B., F.C.A., F.C.S., and MBF (ICAI)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Experience (including expertise) in specific functional area)<br>Brief resume | Experience in management and general administration. | Extensive experience in the field of Information Technology | Banking and financial services professional with expertise in fintech and strategic advisory | Mr. Sunil Rai is a seasoned corporate leader with over 37 years of diverse experience spanning aviation, logistics, infrastructure, real estate, telecom, power, and manufacturing. He holds degrees in B.Com (Hons.), LL.B., F.C.A., F.C.S., and MBF (ICAI), with expertise in corporate finance, law, auditing, M&A, and business strategy. He has held senior leadership roles at reputed organizations such as Jet Air, InterGlobe (IndiGo), UPS, Shyam Telecom, D.S. Constructions, Bestech, and World Trade Centers (India). His core strengths lie in corporate governance, fund raising, and strategic planning, contributing significantly to business growth across |
| <b>Date of first appointment on the Board</b>                                 | 29.06.2021                                           | 11.03.2020                                                  | 31.08.2020                                                                                   | 11.08.2025                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Terms and conditions of re-appointment</b>                                 | On existing terms & conditions                       | On existing terms & conditions                              | On existing terms & conditions                                                               | On existing terms & conditions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |



# GLOBUS POWER GENERATION LIMITED

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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|------|-----------------------|-----------------------|
| <b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years</b> | None | None | Shyam Telecom Limited | Shyam Telecom Limited |
| <b>Shareholding in the Company as on 31<sup>st</sup> March, 2025</b>                                                                                                                                                | Nil  | Nil  | Nil                   | Nil                   |
| <b>Disclosure of relationships between directors inter-se</b>                                                                                                                                                       | N.A. | N.A. | N.A.                  | N.A.                  |