

NOTICE

Notice is hereby given that the **21st Annual General Meeting** of the Members of the Company will be held on **Wednesday the 25th day of September, 2013** at 11:30 A.M. at **Khushi Hall**, MP Mall, MP Block, Pitampura, New Delhi – 110 088 to transact the following business (es):

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 and Profit and Loss Account of the Company on that date, and the Reports of the Auditor's and Director's thereon.
2. To appoint a Director in place of Mr. Raajesh Kumar Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration, by passing the following Resolution with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT M/s. PVR-N & Co., Chartered Accountants (Firm Registration No. 004062N), be and are hereby re - appointed as Statutory Auditors of the Company for the Financial Year 2013-14 to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors/Audit Committee in consultation with the Auditors."

Special Business:

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

"RESOLVED THAT Mr. Vishnu Gupta, Director of the Company, be designated as Technical Director of the Company w.e.f. 4th January, 2013.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, and subject to any other approval, if any, the approval of the Members of the Company be & is hereby accorded to appointment of Mr. Vishnu Gupta as Technical Director of the Company at a monthly remuneration not exceeding ₹ 20,000/- (Rupees Twenty Thousand Only) per month w.e.f. 13th February, 2013 whether paid as salary , allowance (s) perquisites or a combination thereof ,or such other amount ,with the liberty to the Board to alter and vary the terms and condition of appointment and/or remuneration ,subject to the same not

exceeding the limit specified under Scheduled XIII to the Companies Act, 1956 or statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** Mrs. Honey Gupta, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution(s).”

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

“**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII of the Company, act 1956 and the Articles of Association of the Company and other applicable provisions, if any, the approval of the members be and is hereby accorded for reappointment of Mr. Yogesh Kumar Goyal as a Whole Time Director of the Company, for a further period of one year with effect from 13th May, 2013 at a remuneration not exceeding ₹ 25,000/- (Rupees Twenty Five Thousand only) per month whether paid as salary , allowance (s) perquisites or a combination thereof ,or such other amount , with the liberty to the Board to alter and vary the terms and condition of appointment and/or remuneration ,subject to the same not exceeding the limit specified under Scheduled XIII to the Companies Act, 1956 or statutory modification(s) or re-enactment thereof.

“**RESOLVED FURTHER THAT** payment/re-imbusement of telephone and /or mobile phone bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in aforesaid remuneration.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Remuneration Committee of the Company be and are hereby severally authorized to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.”

“**RESOLVED FURTHER THAT** Mrs. Honey Gupta, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution(s).”

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

“**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII of the Companies Act, 1956 and the Articles of Association of the Company and other applicable provision, if any, the approval of the members be and is hereby accorded for appointment of Mr. Aditya Venketesh as a Whole Time Director of the

Company for a period of one year with effect from 1st June, 2013 at a remuneration not exceeding ₹ 25,000/- (Rupees Twenty Five Thousand only) per month whether paid as salary , allowance (s) perquisites or a combination thereof ,or such other amount ,with the liberty to the Board to alter and vary the terms and condition of appointment and/or remuneration ,subject to the same not exceeding the limit specified under Scheduled XIII to the Companies Act, 1956 or statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** payment/re-imbusement of telephone and /or mobile phone bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in aforesaid remuneration.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Remuneration Committee of the Company be and are hereby severally authorized to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.”

“**RESOLVED FURTHER THAT** Mrs. Honey Gupta, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution(s).”

For and on behalf of the Board
of Urja Global Limited

Honey Gupta
Company Secretary

14th August, 2013, New Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ANNEXED HERETO.**
2. An Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 related to Special Business (es) is enclosed herewith.

3. The Company has received Notice(s) under section 224(1B) of the Companies Act, 1956 from the Statutory Auditors of the Company, namely, M/s PVR-N & Co., Chartered Accountants (Registration No. 004062N) and confirming that their appointment if made, will be within the prescribed limits as per section 224(1B) of the Companies Act, 1956. The Auditors also informed that they had subjected themselves to the Peer Review Process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
5. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
6. Pursuant to Section 154 of the Companies Act, 1956 the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 19th September, 2013 to Wednesday, 25th September, 2013 (both days inclusive).
7. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. M/s Alankit Assignments Limited, 2E/21, Jhandewalan Extn., New Delhi - 110055. Members holding shares in electronic form must intimate the change in their address, if any, to their respective depository participant.
8. Members holding physical shares are requested to send their Permanent Account Number (PAN) details while lodging their requests to the Company/Share Registrar for transfer of their said physical shares, failing which the transfer requests shall be rejected and the submitted transfer documents will be returned to the Lodger/Buyer.
9. Members seeking any information with regard to Accounts of the Company and proposed Resolutions are requested to send their queries in writing to the Company at its Registered Office, so as to reach at least Seven days before the date of the Meeting, to enable the company to furnish the required information at the Meeting.
10. The Copies of Memorandum and Articles of Association of the Company shall be available for inspection during business hours at the Registered Office of the Company.
11. The brief resume of the Director (s) proposed to be appointed/re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and Memberships/chairmanships of Board Committees and number of shares,

as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchange(s), are enclosed.

12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circulars stating that a Company would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronic mode. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. Members are requested to update their email Id's with the Company in the enclosed form for receiving the notices and other documents at their email address.

EXPLANATORY STATEMENT

(In compliance of Section 173(2) of the Companies Act, 1956)

Item No. 4:

Mr. Vishnu Gupta retired from the Whole Time Director of the Company w.e.f. 3rd January, 2013. . But due to some unavoidable circumstances he is not able to take up the office of Whole Time Director.

He is also an Electrical Engineering Graduate (Hons) from Rajasthan University and has completed his Management studies from FMS, University of Delhi. Ever since his appointment he has been contributing very effectively to the affairs of the company and has taken keen interest in solving various complex problems that the Company has been exposed to.

Keeping in view the necessary experience acquired by Mr. Vishnu Gupta and his contribution in Company's day to day activities, the Board of Directors in its meeting held on 13th February, 2013 has promoted him to the position of "Technical Director" w.e.f. 4th January, 2013 at a remuneration of ₹ 20,000/- In addition to the Basic Salary, he will be entitled to the allowances, perquisites and benefits as per rules of the Company in vogue, the value whereof will not exceed twice the annual salary.

Since the aforesaid appointment of Mr. Vishnu Gupta as Technical Director of the Company, was made subject to the approval of Members.

The Board recommends the proposed resolution at Item No. 4 for approval of members by way of an Ordinary Resolution.

None of the Directors, except Mr. Vishnu Gupta is concerned or interested in the resolution.

Item No. 5:

Mr. Yogesh Kumar Goyal was appointed as Whole Time Director of the Company w.e.f. 12th May, 2012 for a period of one year and whose term expired on 12th May, 2013, who is currently heading the Solar off Grid Business of the Company. Due to efforts made by him for Company's growth and the contribution he has made by playing active role in the growth of Solar Off Grid business the of Company, the Board of Directors at their meeting held on 30th May, 2013 decided to re-appoint him as Whole time Director continuously for a further period of one year w.e.f 13th May, 2013 subject to the approval of the Members of the Company in their Annual General Meeting. The principal terms and conditions of Mr. Goyal's re-appointment are proposed to be as follows:

- a. **Period of Agreement** - from 13.05.2013 to 12.05.2014
- b. **Salary and perquisites & allowances per annum:** ₹ 25,000/- (Rupees Twenty Five Thousand Only) per month.

with authority to the Board/ Remuneration Committee constituted by the Board to re-fix his salary from time to time within the aforesaid period, keeping into view his performance and the ceilings, if any, fixed by statute subject to Shareholders' approval after such enhancement /re-fixation by the board.

- c. **Reimbursement of expenses:** Re-imburement of telephone and/or mobile phone(s) bills, conveyance, or other out of pocket expenses incurred in course of the official duties shall be reimbursed and not considered as perquisites.

In accordance with the provisions of Section 309 of the Act the terms of remuneration specified above are now being placed before the members in General Meeting for their approval.

The Board recommends the proposed resolution at Item No. 5 for approval of members by way of an Ordinary Resolution.

None of the Directors except Mr. Yogesh Kumar Goyal is concerned or interested in the proposed Resolution.

This may be treated as an abstract of the draft terms of appointment of Mr. Yogesh Kumar Goyal pursuant to Section 302 of the Companies Act, 1956.

Item No. 6:

Mr. Aditya Venketesh retired from Whole Time Director of the Company w.e.f. 14th November, 2012 and he actively involved himself in various Project Development of the Company,

facilitating Joint Ventures during his tenure. Due to efforts made by him for Company's growth, the Board of Directors at their meeting held on 30th May, 2013 decided to again appoint him as Whole time Director continuously for a further period of one year w.e.f 1st June, 2013, subject to the approval of the Members of the Company in their Annual General Meeting. The principal terms and conditions of Mr. Venketesh's appointment are proposed to be as follows:

- a. **Period of Agreement** - from 01.06.2013 to 31.05.2014
- b. **Salary and perquisites & allowances per annum:** ₹ 25,000/- (Rupees Twenty Five Thousand Only) per month.

with authority to the Board/ Remuneration Committee constituted by the Board to re-fix his salary from time to time within the aforesaid period, keeping into view his performance and the ceilings, if any, fixed by statute subject to Shareholders' approval after such enhancement/re-fixation by the board.

- c. **Reimbursement of expenses:** Re-imburement of telephone and/or mobile phone(s) bills, conveyance, or other out of pocket expenses incurred in course of the official duties shall be reimbursed and not considered as perquisites.

In accordance with the provisions of Section 309 of the Act the terms of remuneration specified above are now being placed before the members in General Meeting for their approval.

The Board recommends the proposed resolution at Item No.6 for approval of members by way of an Ordinary Resolution.

None of the Directors except Mr. Aditya Venketesh is concerned or interested in the proposed Resolution.

This may be treated as an abstract of the draft terms of appointment of Mr. Aditya Venketesh pursuant to Section 302 of the Companies Act, 1956.

For and on behalf of the Board
of Urja Global Limited

14th August, 2013, New Delhi

Honey Gupta
Company Secretary