



# URJA GLOBAL LIMITED

CIN: L67120DL1992PLC048983

Regd. Off.: 487/63 1<sup>st</sup> Floor, National Market,  
Peeragarhi, New Delhi 110087

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Urja Global Limited will be held on Thursday, January 25, 2018, at the Kansal's Angana, Plot No.31, Sector-14, Dwarka, Opp NSIT Main Gate, New Delhi-110078 at 09.30 a.m. to transact the following business:

## **SPECIAL BUSINESS:**

### **ITEM NO.1 RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, each as amended and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from the existing Rs. 100,00,00,000 (Rupees One Hundred Crores) comprising of 100,00,00,000 (One Hundred Crores) Equity Shares of Rs. 1/- (Rupees One) each to Rs. 100,00,00,000 (Rupees One Hundred Crore) comprising 90,00,00,000 (Ninety Crores) Equity Shares of Rs. 1/- (Rupees One) each and 10,00,00,000 (Ten Crores) Preference Shares of Rs. 1/- (Rupees One) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is 100,00,00,000 (Rupees One Hundred Crore only) divided into 90,00,00,000 (Ninety Crore) Equity Shares of Rs. 1/- (Rupees One) each and 10,00,00,000 (Ten Crores) Preference Shares of Rs 1/- (Rupees One) each.

“**RESOLVED FURTHER THAT** Mr. Yogesh Kumar Goyal, Whole time Director and Mr. Sumit Bansal, Company Secretary of the Company be and is hereby severally and jointly authorised to file the Forms as may be required with Registrar of Companies and to do all such acts, deeds, things etc as may be required to implement the above resolutions.”

### **ITEM NO 2-PREFERENTIAL ISSUE OF COMPULSORY CONVERTIBLE PREFERENCE SHARES**

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

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) (collectively, the **“CA 2013”**); and in accordance with enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, (**“SEBI ICDR Regulations”**) and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), any other rules/ regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**); the Foreign Exchange Management Act, 1999 (**“FEMA”**), as amended, including the Foreign Exchange Management (Transfer or issue of Security by a person resident outside India) Regulations, 2000, as amended and in accordance with the Foreign Direct Investment Policy (FDI Policy) read with the circulars, rules, regulations, notifications and guidelines issued under FEMA (including any reenactment(s) or modification(s), thereof for the time being in force) and any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the members of the members of the company be and is hereby accorded to the Board to create, issue, offer and allot up to 2,65,44,000 (Two Crore Sixty Five Lakh Forty-Four Thousand (approx) Compulsory Convertible Preference Shares (CCPS) of face value of Rs.1/- (Rupees One) each in one or more tranche(s) at a premium of Rs. 99 (Ninety –Nine only) for an aggregate consideration of 35 Million Euro equivalent upto Rs 265,44,00,000 (Two Hundred Sixty Five-Crores Forty-Four Lakh) (approx.) subject to exchange rate by way of preferential allotment on private placement basis to MK STAR Development SDN BHD (**“Proposed Allottee”** or **“MKS”**) and to issue such number of equity shares as may be required to be issued upon conversion of such CCPS or as may be necessary on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.”

**“RESOLVED FURTHER THAT** CCPS shall have such terms and conditions as may be decided by the Board in its absolute discretion, including the following terms and conditions:

The priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	CCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
Coupon Rate	The CCPS would carry a coupon rate of 0.01% and

	payable upon declaration of dividend by the Company.
The Participation in surplus fund	CCPS shall be non-participating in surplus funds.
The Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	CCPS shall be non-participating in surplus assets and profits, on winding up, which may remain after the entire capital has been paid
The redemption of preference shares	Not applicable as CCPS shall compulsorily convert into equity shares of the company.

**“RESOLVED FURTHER THAT** as per the ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of equity shares being the date 30 (Thirty) days prior to the date of this Extraordinary General Meeting, is Tuesday, 26<sup>th</sup> December, 2017.”

**“RESOLVED FURTHER THAT** in accordance with Regulation 75 of ICDR Regulations and terms of CCPS, the tenure of the CCPS shall not exceed 18 (eighteen) months from the date of their allotment and all the outstanding CCPS as on that date would stand converted into Equity shares. Subject to the approval of all applicable regulatory authorities, as and when the proposed Allottee exercises the option of conversion, in one or more tranches, which shall not be later than the period specified in Regulation 75 of the SEBI ICDR Regulations, each CCPS shall be compulsory convertible into 1 (one) Equity Share of Re. 1 each fully paid-up at a premium of Rs. 99/- per Equity Share (“CCPS Conversion Price”), determined on the Relevant Date, as per and in accordance with the SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** the CCPS and the Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** the terms of the CCPS do not confer to the Proposed Allottee any rights similar to that of the equity shareholders of the Company, including voting rights unless converted into resultant Equity Shares.”

**“RESOLVED FURTHER THAT** in accordance with the Regulation 74(1) of the ICDR Regulations, the CCPS shall be allotted within a period of 15 days from the date of passing this resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.”

**“RESOLVED FURTHER THAT** the equity shares to be allotted to the Investors upon conversion of CCPS, be listed on BSE and NSE, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottee upon conversion of CCPS and for admission of such CCPS and the equity shares with the depositories, viz National Securities Depositories Limited and/or Central depository Services (India) Limited, and for the credit of such CCPS and the equity shares to be allotted upon conversion of CCPS to the demat account of Proposed Allottee.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of CCPS, and also shall be entitled to vary, modify or alter any of the

terms and conditions, as it may deem expedient, subject however to compliance with the Listing Regulations with the Stock Exchange(s), and applicable guidelines, notifications, rules and regulations in this regard and requisite shareholder and/or Proposed Allottee's approval (if applicable).”

**“RESOLVED FURTHER THAT** the Equity shares of the Company to be allotted upon conversion of the CCPS, in accordance with its term thereof, shall be subject to the provisions of the Memorandum and Articles of Association of Company and shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re.1- each of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps and do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of the CCPS without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, Yogesh Kumar Goyal, Whole time Director and Sumit Bansal, Company Secretary of the company be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

### **ITEM NO.3 APPROVAL OF APPOINTMENT OF MR. BHARAT PRANJIVANDAS MERCHANT AS CHIEF EXECUTIVE OFFICER OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provisions of Section 2(18), 196, 197, 198, 203 of Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and rule made there under and other applicable

provisions of the Companies Act, 2013 (including statutory modification(s) or re-enactment if any for the time being in force), consent of the members of the company be and is hereby accorded to appoint Mr. Bharat Merchant as a Chief Executive Officer (CEO) of the Company for a period of One year w.e.f 14<sup>th</sup> November, 2017 at a monthly remuneration of Rupees One Lakh, 0.05 % incentive on subscription of Green Bonds within three month, 5% of Net Profit on achievement of business plan & allotment of 5 Lakh shares on achievement of Turnover of 500 Crores subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors on recommendation of the Nomination and Remuneration Committee of the Company, be and are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or statutory modification(s) or re-enactment thereof.”

**“RESOLVED FURTHER THAT Mr.** Sumit Bansal, Company Secretary of the Company be and is hereby authorized to file Forms as may be required with the Registrar of Companies and to do all such acts, deeds, things etc as may be required to implement the above resolutions.

#### **NOTES:**

1. An Explanatory Statement pursuant to the provisions of Section 102(2) of the Companies Act, 2013 related to Special Business (es) is enclosed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the Total Share Capital of the company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxy/authorized representative should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. Members who have not registered their E-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from Company electronically.

Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website [www.urjaglobal.in](http://www.urjaglobal.in) for their download. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Members holding shares in physical form are requested to intimate such changes to Company's RTA, i.e. Alankit Assignment Limited along with relevant evidences or supportings.

6. 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Company's RTA, i.e. Alankit Assignment Limited.
7. The board of directors has appointed Mr. Sanjay Chugh, Practicing Company Secretaries (Membership No. F3754 and COP No. 3073) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 18<sup>th</sup> January, 2018 to Thursday, 25<sup>th</sup> January, 2018 (both days inclusive).
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, at least ten days before the date of the Meeting, to enable the company to furnish the required information at the Meeting.
10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
11. All the documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection during business hours on all working days except Sundays and public holidays, from the date thereof up to the date of Extra-ordinary General Meeting at the Registered Office of the Company.
12. The route map showing directions to reach the venue of the EGM is annexed.
13. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

14. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
15. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owners (in case of electronic shareholding) as on the cut- off date i.e. January 12, 2018.

#### **16. Voting through electronic means**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide members, the facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**

- I. The remote e-voting period commences on 22<sup>th</sup> January, 2018 (9:00 am) and ends on 24<sup>th</sup> January, 2018 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12<sup>th</sup> January, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- II. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder – Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select “EVEN” of “**Urja Global Limited**”.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **schugh\_pcs@yahoo.co.in** with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) User ID and Initial password is provided below the attendance slip.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. 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 of 12<sup>th</sup> January, 2018.



VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12<sup>th</sup> January, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or ([cs@urjaglobal.in](mailto:cs@urjaglobal.in)/[ramap@alankit.com](mailto:ramap@alankit.com))

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

IX. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XI. The Results declared along with the report of the Scrutinizer shall be forwarded to the BSE & NSE within 48 hours of the conclusion of Extra-ordinary General Meeting and shall also be placed on the website of the Company (<http://urjaglobal.in>) and on the website of NSDL.

**By the Order of Board of Directors**

**Sd/-**

**Sumit Bansal**

**Company Secretary**

**New Delhi, 20<sup>th</sup> December, 2017**

**Registered Office:**

**487/63,1<sup>st</sup> Floor, National Market, Peeragarhi, New Delhi – 110087**

**CIN: L67120DL1992PLC048983**

**E-mail: [cs@urjaglobal.in](mailto:cs@urjaglobal.in)**

**EXPLNATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

## **Item No.1**

Consider the fund requirements of the company for the purpose of acquiring 5MW Solar project from Siwana Solar Power Project Private Limited and for setting up Green field Solar Farm of up to 100 MW within the state of Haryana or in nearby states, it is proposed to reclassify the Authorised Share Capital of the Company from existing Rs. 100,00,00,000 (Rupees One Hundred Crores) comprising 100,00,00,000 Equity Shares of Rs. 1/- (One) each to Rs. 100,00,00,000 (Rupees One Hundred Crore) comprising 90,00,00,000 (Ninety Crore) Equity shares of Rs. 1/- (One) each and 10,00,00,000 (Ten Crore) preference shares of Rs 1/-(One) each.

The Board of Directors of the company recommends passing of the resolution as set out at item No.1 relating to reclassification of the Authorised Share Capital and consequently altering the Share Capital clause of the Memorandum of Association, in the notice as an Ordinary Resolution.

## **Item No.2**

In order to meet the requirements of funds for the purpose of acquiring 5 MW Solar project from Siwana Solar Power Project Private Limited and for setting up green field Solar Farm of upto 100 MW within the state of Haryana or spread in nearby states, the Company proposes to create, offer, issue and allot up to 2,65,44,000 (Two Crore Sixty Five Lakh and Fourty Four thousand) (approx) compulsory convertible preferential shares (CCPS) of Rs.1 (Rupees One) ) each at a premium of Rs. 99 (Rupees Ninety-Nine) each for an aggregate consideration of Euro 35 million (subject to exchange rate) equivalent to up to Rs. 265.44 Crore (Two Sixty-Five Crore and Forty-Four Lacs) (approx.) into one or more tranche(s) to MK Star Development SDN BHD. The tenure of the CCPS shall not exceed 18 (eighteen) months from the date of their allotment.

In terms of the provisions of Section 55 read with Section 42 and 62 of the Companies Act, 2013 and Rules made thereunder (“the Act”), and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI (ICDR) Regulations”), as amended, a company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations

### **1. The Objects of the Preferential Issue:**

The proceeds of the issue will be utilized for acquiring the 5MW Solar Project from Siwana Solar Power Project Private Limited and for setting up the green field solar Farm of up to 100 MW within the state of Haryana or spread in nearby states.

**2. The proposal of the promoters, Directors or Key Managerial Personnel’s of the Issuer to subscribe to the offer:** None of them are subscribing the offer.

### **3. The Total number of shares or other securities to be issued**

2,65,44,000 (Two Crore Sixty-Five Lakh Forty-Four Thousand) (approx.) Compulsory Convertible Preference Shares (“CCPS”) of Rs. 1 (Rupees One) each at premium of Rs. 99 (Rupees Ninety Nine) each for an aggregate consideration of 35 Million Euro (subject to exchange rate) equivalent to up to Rs.

265.44 Crore (Two Sixty Five Crore and Forty-Four Lakhs) (approx) into one or more tranches(s) to MK STAR Development SDN BHD. Each CCPS shall be convertible into 1 (One) Fully paid equity share of the Company having face value of Rs.1 each.

4. The Equity Shares to be issued pursuant to conversion of CCPS in the terms of this resolution shall rank pari passu with existing equity shares of the company in all respects.

#### 5. Relevant Date and Issue Price:

In terms of Chapter VII of SEBI ICDR Regulations, since the Equity shares of the Company have been listed on recognized stock exchanges for a period of more than twenty-six weeks as on the Relevant Date, the equity shares proposed to be allotted upon conversion of the CCPS will be issued and allotted at a price not less than the higher of the following in terms of Regulation 76 of the SEBI ICDR Regulations:

- i. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date (as defined below); or
- ii. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date (as defined below).

The “Relevant Date” as per the SEBI ICDR Regulations, for the determination of applicable price for the issue and the allotment shares upon conversion of the CCPS is Tuesday, 26<sup>th</sup> December, 2017 which is the date that is 30 (thirty) days prior to the date of this Meeting to consider the proposed preferential issue. Accordingly, the price per Equity Share at which the CCPS will be converted into Equity Shares and allotted to the Proposed Allottee, is equal to or higher than the price determined in accordance with Regulation 76 of the SEBI ICDR Regulations.

#### 6. Shareholding Pattern of the Company before and after the Proposed Preferential issue:

The pre-issue and proposed post issue shareholding pattern of the Company is as under\*:

Category of Shareholders		Pre-Preferential Allotment		Post Preferential Allotment	
		No. of Shares	% of Shareholding	No of Shares	% of Shareholding
<b>(A)</b>	<b>Promoter and Promoter Group</b>				
1	Indian				
(a)	Individuals/Hindu Undivided Family	-	-	-	-
(b)	Bodies Corporate	170002120	33.52	170002120	31.85
	<b>Sub Total (A)(1)</b>	<b>170002120</b>	<b>33.52</b>	<b>170002120</b>	<b>31.85</b>
<b>2</b>	<b>Foreign</b>				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-

	<b>Sub Total (A)(2)</b>	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>170002120</b>	<b>33.52</b>	<b>170002120</b>	<b>31.85</b>
<b>(B)</b>	<b>Public Shareholding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds/UTI	-	-	-	-
(b)	Financial Institution/Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-
(h)	Foreign Portfolio Investors	4494570	0.89	4494570	0.84
(i)	Any Other (specify)	-	-	-	-
	<b>Sub-Total (B)(1)</b>	<b>4494570</b>	<b>0.89</b>	<b>4494570</b>	<b>0.84</b>
<b>2</b>	<b>Non Institutions</b>				
(a)	Bodies Corporate				
	(i) Indian	67348980	13.28	67348980	12.62
	(ii) Overseas			26544000	4.97
(b)	Individuals				
I	Individual Shareholders holding nominal Share capital up to Rs. 1 Lakh	99207928	19.56	99207928	18.59
II	Individual shareholders holding nominal Share capital in excess of Rs 1 Lakh	163086177	32.15	163086177	30.55
(c)	Any Other specify				
	(i) Clearing Members				
	(ii) Non Resident Indians	3066225	0.60	3066225	0.57
	(iii) Others (Trust)	-	-	-	-
	<b>Sub Total (B)(2)</b>	<b>332709310</b>	<b>65.59</b>	<b>359253310</b>	<b>67.31</b>
	<b>Total Public Shareholding (B)</b>	<b>337203880</b>	<b>66.48</b>	<b>363747880</b>	<b>68.15</b>
	<b>TOTAL (A+B)</b>	<b>507206000</b>	<b>100</b>	<b>533750000</b>	<b>100</b>
(c)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				
1	Promoter and Promoter	-	-	-	-

	Group				
2	Public	-	-	-	-
	<b>Total (C)</b>	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>507206000</b>	<b>100</b>	<b>533750000</b>	<b>100</b>

\*(As per the Register of Members of the Company as on 1<sup>st</sup> December 2017)

**7. Proposed time within which the preferential issue shall be completed:**

Pursuant to Regulation 74(1) of the ICDR Regulations, the CCPS shall be allotted within a period of 15 days from the date of approval of the Members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

**8. Particulars of proposed allottees and identity of natural person who are the ultimate beneficial owner of CCPS proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of the post preferential issue capital that may be held by them and the changes in control, if any, in the issuer consequent to the preferential issue**

MK Star Development SDN BHD (Reg No. 979869) is engaged in the business of Real Estate Development & Construction, Development of Farmhouses and colonies etc. MK Star Development SDN BHD was incorporated on February 27, 2012 under the Companies Commission of Malaysia. Mr. Wai Meng Kong is the promoter of the Company.

Sr No.	Name, address and PAN of the proposed Allottees	Pre-issue Shareholding		Post issue Shareholding		Change in Control if any, in the issuer consequent to Preferential issue
		No of Shares	%	No. of Shares	%	
1.	MK Star Development SDN BHD	-	-	26544000 (approx.)	4.97	No

**9. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person.

**10. Lock in period:**

The Equity Shares, allotted upon conversion of the CCPS, will be subject to applicable lock-in and transfer restrictions stipulated under Regulation 78 and 79 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottee, if any shall be locked-in from the relevant date up to a period of six months from the date of the trading approval.

## **11. Requirements as to re-computation of price:**

Since the Equity Shares of the Company have been listed on the recognized stock exchanges for a period of more than twenty six weeks prior to the relevant date, the Company is not required to re-compute the price of Equity Shares and therefore the Company is not required to submit the undertaking specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations. The Proposed Allottee of the CCPS shall be required to transfer to the Company full consideration for the subscription of the CCPS (including premium) prior to the allotment of CCPS.

## **12. Undertakings**

a. An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so – As the equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than six (6) months, the same is not applicable to the Company.

b. An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee – As the equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than six (6) months, the same is not applicable to the Company.

## **13. Auditor's Certificate:**

A copy of the certificate of the Company's statutory auditor certifying that the issue is being made in accordance with requirements of ICDR Regulations shall be placed before the shareholders at the Extraordinary General meeting of the Company and the same shall be open for inspection at the registered office of the Company on all working days till the date of Extra Ordinary General Meeting.

**14.** The Board at its meeting held on December 20, 2017 has approved the issue and allotment of CCPS on preferential basis in the manner stated here in above, subject to any modifications or amendments to the terms by the committee constituted.

**15.** Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors of the Company believe that Proposed preferential issue is in the best interest of the Company and its members. Pursuant to the provisions of section 42, 62 of Companies Act, 2013 and Regulation 72(1)(a) of SEBI ICDR Regulations, the above preferential issue requires the approval of shareholders by way of Special Resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Regulations.

The Board of Directors recommends passing of the Special resolution at Item No. 2 of the Notice. None of the Directors or the Key Managerial Personnel or their relatives are in any way interested financially or otherwise in this resolution, except and to the extent of their shareholding in the company.

### **Item No.3**

Based on recommendations of Nomination and remuneration committee, the Board of Directors of the company have appointed Mr. Bharat Pranjivandas Merchant as a Chief Executive Officer for a period of One year with effect from November 14, 2017, subject to consent by the Members of the company at General Meeting of the Company.

The Company has received from Mr. Bharat Pranjivandas Merchant consent in writing to act as Chief Executive Officer in Form DIR-2.

He holds bachelor degree in economics from University of Mumbai. He also holds Master degree in Political Science and Economics from Hindu College of Delhi University. He has also done Post graduation diploma in International Trade from Institution of Foreign Trade, New Delhi

Mr. Bharat Pranjivandas Merchant has worked in all Senior Management capacities from Professional Adviser to Managing Director and has wide experience of marketing wide range of Indian and Chinese products in various other countries and exploring new business opportunity in Information Technology related business in emerging markets.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Chief Executive Officer. Accordingly, the Board recommends the resolution No. 3 in relation to the appointment of Mr. Bharat Pranjivandas for approval by the shareholders of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Bharat Pranjivandas Merchant himself is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

**By Order of the Board of Directors  
For Urja Global Limited**

**Sd/-  
Sumit Bansal  
Company Secretary**

**New Delhi, December 20, 2017**

Registered Office: 487/63, First Floor,  
National Market, Peeragarhi, New Delhi-110087  
CIN: L67120DL1992PLC048983  
E-mail: cs@urjaglobal.in

**ATTENDANCE SLIP  
EXTRA-ORDINARY GENERAL MEETING**

**Regd. Folio No:**.....

**No. of Shares Held:**.....

**DP ID :**.....

**Client ID No:**.....

I certify that I am member/proxy for the member(s) of the Company.

I hereby record my presence at the Extra-ordinary General Meeting on Thursday, the 25<sup>th</sup> Day of January, 2018 at 09.30 A.M. at Kansal's Angana, Plot No.31, Sector-14, Dwarka, Opp NSIT Main Gate, New Delhi-110078.

.....

**Name of Member/Proxy**

.....

**Signature of Member/Proxy**

**Note:** Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

.....**Cut here**.....

**VOTING THROUGH ELECTRONIC MEANS**

The Company has engaged the services of Alankit Assignment Limited as the Authorized agency to provide remote e-voting facility for the Extra-ordinary General Meeting to be held on January 25, 2018.

<b>Electronic Voting Event Number (EVEN)</b>	<b>User ID</b>	<b>Password</b>

**Note:**

**Please read the instructions printed under the Note 16 to the Notice of Extra-ordinary General Meeting. The E-voting period starts from 09.00 a.m. on 22th January, 2018 and ends at 5.00 p.m. on 24<sup>th</sup> January, 2018. The E-voting Module shall be disabled by NSDL for voting thereafter.**



**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN : L67120DL1992PLC048983  
Name of the company : Urja Global Limited  
Registered office : 487/63, 1<sup>st</sup> Floor, National Market, Peeragarhi,  
New Delhi-110087

Name of Member(s) :	
Registered Address :	
E-mail Id :	
Folio No/ Client Id :	
DP Id :	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address : .....

E-mail Id : .....  
Signature : .....or failing him

2. Name : .....  
Address : .....  
.....

E-mail Id : .....  
Signature : .....or failing him

3. Name : .....  
Address : .....

E-mail Id : .....  
Signature : ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of **Urja Global Limited**, to be held on Thursday, **the 25<sup>th</sup> Day of January, 2018** at **09:30 A.M.** at **Kansal's Angana, Plot No.31, Sector-14, Dwarka, Opp. NSIT Main Gate, New Delhi-110078** and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
1.	To Reclassify the Authorised Share Capital and consequent alteration in the Capital Clause of the Memorandum of Association		
2.	Preferential Issue of Compulsory Convertible Preference Shares		
3.	To approve the appointment of Mr. Bharat Pranjivan Merchant as a Chief Executive Officer		

Signed this ..... day of..... 2018

Signature of shareholder .....

Signature of Proxy holder(s).....

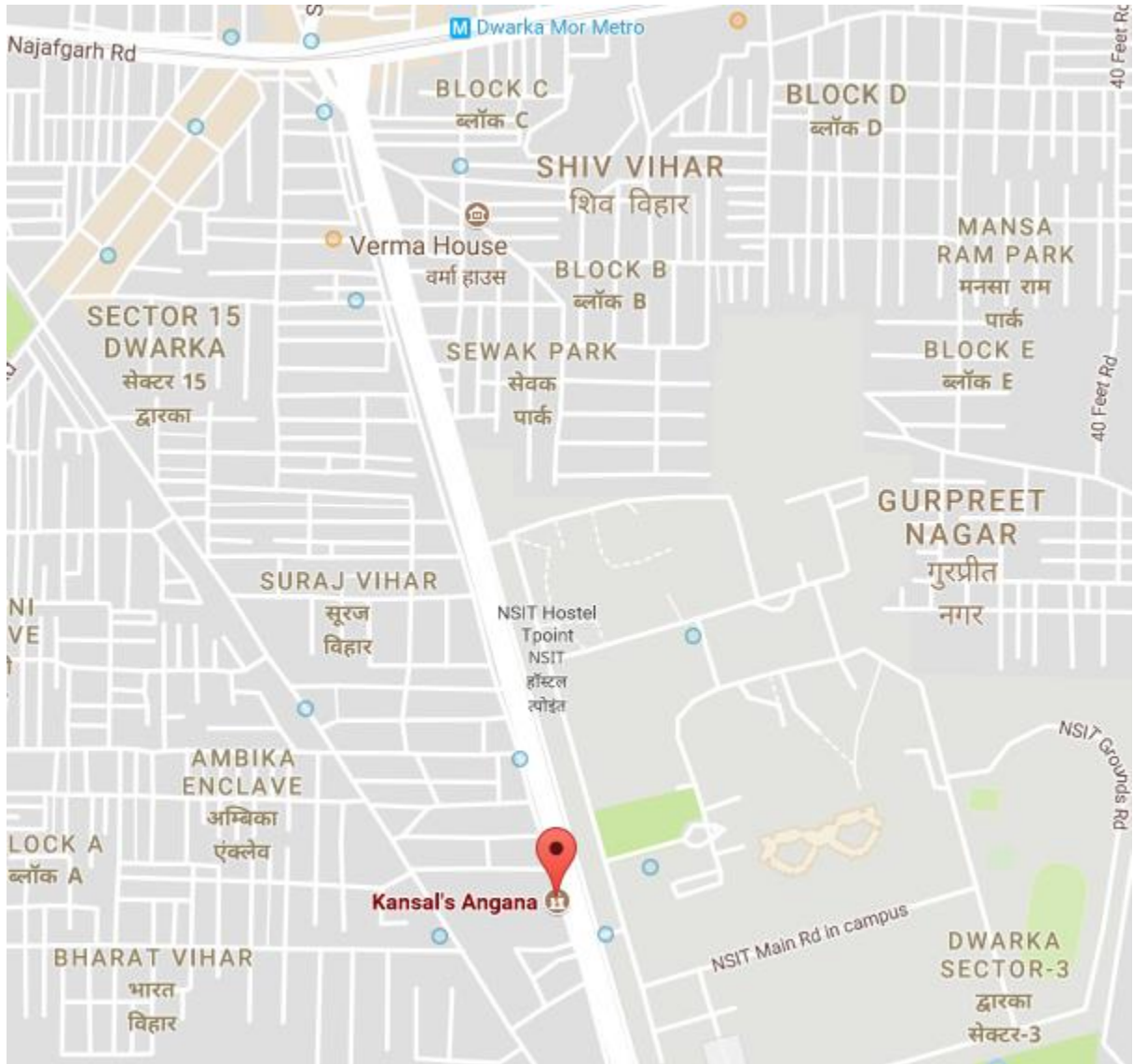
<b>Affix Re 1/- Revenue Stamp</b>
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**Note:**

**1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**2. A proxy need not be a member of the company.**

## ROUTE MAP FOR THE VENUE OF EGM



### **KANSAL'S ANGANA**

**Plot No. 31, Sector-14, Dwarka,  
Opp NSIT Main Gate, New Delhi-110078**