

CORPORATE GOVERNANCE REPORT

1.1 Introduction

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in terms of Regulation 34 read with Chapter IV and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**Listing Regulations**] is given herein.

1.2 Company's philosophy on Corporate Governance

In Urja Global Limited, Corporate Governance philosophy originates from our belief that corporate governance is an integral element in improving efficiency and growth as well as enhancing investor confidence. We believe in continuous good corporate governance practices and always strive to improve performance at all levels by adhering to principles of the Company such as managing affairs of the Company with prudence, transparency and responsibility.

Good governance practices stem from the culture and mind set of the organization. To follow the best Corporate Governance practices, we have adopted best policies and guidelines at every level of organization. We believe that sound corporate governance is critical in enhancing and retaining investor trust. It is a reflection of our culture, our policies, and our relationship with stakeholders and our commitment to values. Accordingly, we always seek to ensure that our performance is driven by integrity.

2. Board of Directors

The Board of Directors ('the Board') is responsible for overall governance of the Company. They determine the company's overall strategy and follow up on its implementation, supervise the performance, ensure adequate management and organization and, as such, actively contribute to developing the company. The Board of Directors supervises Executive Management. The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent within the system.

2.1 Composition

The Board has an optimum combination of Executive and Non-Executive Directors. As on March 31, 2022 the Company's Board comprised of Six Directors, of which two were Executive Directors and Four Non-Executive and Independent Directors, including two women Directors. The composition of the Board is in conformity with Regulation 17(1) Listing Regulations.

Composition of Board of Directors & details of Directorships and Memberships of Board Committees as on March 31, 2022

Name of the Directors	Category of Directorship	Details of Directorships			Details of Memberships	
		Public Listed	Public Unlisted	Other	No. of Committee Memberships held	No. of Committee Chairmanships Held
Mr. Yogesh Kumar Goyal (DIN:01644763)	Whole-Time Director	1	3	7	1	1
Mr. Mohan Jagdish Agarwal (DIN:07627568)	Managing director	1	1	0	1	0
Mr. Prithwi Chand Das (DIN:07224038)	Independent Director	1	1	0	1	0
Mrs. Payal Sharma (DIN:07190616)	Independent Director	1	0	1	1	3
Mr. Puneet Kumar Mohlay (DIN:01855702)	Independent Director	1	0	4	2	0
Ms. Mita Sinha (DIN:08067460)	Independent Director	1	1	0	2	0

Majority of Directors on the Board of the Company are Independent Directors. None of the Independent Director of the Company is serving as an Independent Director in more than 7 listed companies. Further, no Independent Director of the Company who is a whole time Director in another listed company is serving as an Independent Director in more than 3 listed companies.

None of the Directors on the Board is a Director in more than 10 public companies or is a member in more than 10 Committees or Chairperson of more than 5 Committees.

2.2 Board Meetings

During financial year 2021-22, the Board met Seven (7) times viz. on:

S:NO	DAY	DATE
1.	Monday	31 st May, 2021
2.	Friday	23 rd July, 2021
3.	Wednesday	11 th August, 2021
4.	Saturday	13 th November, 2021
5.	Monday	20 th December, 2021
6.	Saturday	15 th January, 2022
7.	Wednesday	16 th March, 2022

The gap between any two consecutive meetings of the Board of Directors of the Company was not more than 120 days.

Directors' attendance record during FY 2021-22 at Board and last Annual General Meeting

S. No.	Name of the Directors	Category of Directorship	Attendance at	
			Board Meetings	Previous AGM
1	Mr. Mohan Jagdish Agarwal (DIN: 07627568)	Managing Director	4/7	Yes
2	Mr. Yogesh Kumar Goyal (DIN: 01644763)	Whole-Time Director	3/7	No
3	Mr. Prithwi Chand Das (DIN: 07224038)	Independent Director	2/7	No
4	Mrs. Payal Sharma (DIN: 07190616)	Independent Director	6/7	Yes
5	Mr. Puneet Kumar Mohlay (DIN:01855702)	Independent Director	1/7	No
6	Ms. Mita Sinha (DIN:08067460)	Independent Director	7/7	Yes

2.3 Non-Executive Directors Shareholding as on March 31, 2022

S.No.	Name of Directors	No. of Equity Shares held
1.	Mr. Prithwi Chand Das	0
2.	Mrs. Payal Sharma	0
3.	Mita Sinha	0
4.	Mr. Puneet Kumar Mohlay	0

2.4 Board Procedures

(a) Recording minutes of proceedings at Board & Committee Meetings

The Company Secretary records minutes of proceedings of each Board and Committee meetings. Draft minutes are circulated to Board/Committee members for their comments. The minutes are entered in the minute's book within 30 days from the conclusion of the meeting.

(b) Compliance

The Company Secretary, while preparing the agenda, notes to agenda and minutes of the meetings, is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Act read with rules issued there under, as applicable and Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

2.5 Skills/ expertise/ competence requirements for Board of Directors

The Board of Directors has identified core skills/expertise/competencies to be available at all times with the Board for functioning effectively and those which are actually available. Such skills/expertise/competencies include a combination of educational qualifications in different functional areas, knowledge and work experience in the fields of manufacturing Industry, finance, sales and marketing, human resource, regulatory, administration and legal etc. The Board is satisfied with the set of skills/expertise/competencies available with it presently.

The following skills/expertise/competencies have been identified for the effective functioning of the Company and are currently available with the Board:

1. Leadership / Operational experience
2. Planning
3. Industry Experience, Research & Development and Innovation
4. Financial, Regulatory / Legal & Risk Management
5. Corporate Governance
6. Ability to work effectively with other members of the Board
7. Excellent interpersonal, communication and representational skills
8. Extensive team building and management skills

9. Strong influencing and negotiating skills

Following is the chart or a matrix setting out the skills/expertise/competence of the board of directors:

S. No.	Name of Director	Skill/Expertise/Competency of the Director
1.	Mr. Mohan Jagdish Agarwal (DIN: 07627568)	<ul style="list-style-type: none"> • Leadership / Operational experience • Planning • Industry Experience, Research & Development and Innovation • Ability to work effectively with other members of the Board
2.	Mr. Yogesh Kumar Goyal (DIN: 01644763)	<ul style="list-style-type: none"> • Planning • Industry Experience, Research & Development and Innovation • Extensive team building and management skills
3.	Ms. Mita Sinha (DIN:08067460)	<ul style="list-style-type: none"> • Excellent interpersonal, communication and representational skills • Ability to work effectively with other members of the Board • Extensive team building and management skills
4.	Mr. Prithwi Chand Das (DIN: 07224038)	<ul style="list-style-type: none"> • Leadership / Operational experience • Industry Experience, Research & Development and Innovation • Extensive team building and management skills
5.	Mrs. Payal Sharma (DIN: 07190616)	<ul style="list-style-type: none"> • Financial, Regulatory / Legal & Risk Management • Corporate Governance • Ability to work effectively with other members of the Board
6.	Mr. Puneet Kumar Mohlay (DIN:01855702)	<ul style="list-style-type: none"> • Financial, Regulatory / Legal & Risk Management • Ability to work effectively with other members of the Board • Excellent interpersonal, communication and representational skills

Confirmations that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

The Board of Directors be and hereby confirm that in the opinion of the Board, the Independent Directors fulfill the

1. conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.
2. confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.
3. No Independent Director has resigned from the Directorship of the Company before the expiry of their term of appointment during the financial year ended 31st March, 2021.

Detailed reasons for the resignation of an independent director

No Independent Director has resigned before the expiry of his tenure.

2.6 Board Independence

The definition of 'Independence' of Directors is derived from Section 149(6) of the Companies Act, 2013 and the rules made there under, and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the confirmation /disclosures received from the Independent Directors and on evaluation of their relationships disclosed, they fulfill the conditions specified and are Independent of the management in terms of Section 149(6) of the Companies Act, 2013 and the rules made thereunder, and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.7 Independent Directors

A. Separate Meeting

As stipulated by the Code of Independent Directors under the Act and Regulation 25 of Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 16th March, 2022 to;

- (i) Review the performance of non-independent Directors and the Board as a whole;
- (ii) Review the performance of the Chairperson of the company taking into account the views of executive Directors and Non-executive Directors;
- (iii) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

B. Terms and conditions of Appointment

As required under Regulation 46(2)(b) of the Listing Regulations, the Company has issued formal letters of appointment to the Independent Directors. The terms & conditions of their appointment are posted on the Company's website at www.urjaglobal.in.

C. Familiarization Program of Independent Directors

In compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the Familiarization programme for Independent Directors are available on the website of the Company at www.urjaglobal.in.

2.8 Code of Conduct for the Board & Senior Management Personnel

The Company has laid down a Code of Conduct ('Code') for the Board and senior management personnel of the Company. The Company has received affirmations from Board members as well as senior management confirming their compliance with the said Code for FY 2020-21. A declaration signed by the MD to this effect forms part of this Report as **Annexure A**. The Code is available on the website of the Company at www.urjaglobal.in.

2.9 Committees of the Board

The Board has constituted various Committees in accordance with the Act and the Listing Regulations. The Company currently has 4 (four) Committees of the Board, namely Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee.

AUDIT COMMITTEE

Your Company has a duly constituted Audit Committee and its composition is in line with the requirements of the Act and Listing Regulations. As on March 31, 2022, Audit Committee comprised three members, out of whom 2 were Non-Executive-Independent Directors and One Executive director.

A. Meetings during the year

The Committee met four times during the year under review. The Committee meetings were held on May 31, 2021, July 23, 2021, August 11, 2021, November 13, 2021 and January 15, 2022. The gap between any two meetings has been less than four months

except between last Board meeting of previous year i.e. February 12, 2021 and first meeting of this financial year i.e. May 31, 2021 which was due to prevailing conditions arising from Covid 19 Pandemic. The composition of the Audit Committee of the Board of the Company along with the details of the meetings held and attended during the financial year 2021-22 are detailed below:

B. Composition and Attendance of Audit Committee as on March 31, 2021

S. No.	Name of Members	Designation	Category	No. of meetings attended
1.	Mrs. Payal Sharma	Chairperson	Independent Director	5/5
2.	Ms. Mita Sinha	Member	Independent Director	5/5
3	Mr. Mohan Jagdish Agarwal	Member	Whole time director	3/5

C. Terms of Reference

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the Listing Regulations and Section 177 of the Act as applicable along with other terms as referred by the Board.

1. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
2. Review and monitor the auditors' independence and performance and effectiveness of audit process;
3. Examination of the financial statements and the auditors' report thereon;
4. Approval or any subsequent modification of transactions of the Company with related parties;
5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the Company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters.
9. Operate the vigil mechanism in the Company.

Apart from above, following are the terms of reference in accordance with the Listing Regulations:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - Matters required forming part of in the Directors' Responsibility Statement forming part of in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft audit report;
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing with the management, the statement of uses /application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document /prospectus / notice and the report submitted by the monitoring

agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- Approval of any subsequent modification of transactions of the Company with related parties;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism; Approval of appointment of CFO (i.e. Chief Financial Officer or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

D. Whistle Blower Policy/Vigil Mechanism

The Company promotes ethical behavior in all its business activities and has in place a mechanism wherein the Employees are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Corporate Governance policies or any improper activity to the Chairperson of the Audit Committee

of the Company or Chairperson of the Company. The Whistle Blower Policy is posted on the website of the Company at the link at www.urjaglobal.in.

NOMINATION & REMUNERATION COMMITTEE

Your Company has a duly constituted Nomination & Remuneration Committee and its composition is in line with the requirements of the Act and Listing Regulations. As on March 31, 2022 Nomination & Remuneration Committee comprised of 3 (Three) Non-Executive-Independent Directors.

A. Meetings during the year

The Committee met four times during the year under review. The Committee meetings were held on May 31, 2021, August 11, 2021, November 13, 2021 and March 16, 2022. The composition of the Nomination & Remuneration Committee of the Board of the Company along with the details of the meetings held and attended during the financial year 2021-22 are detailed below:

B. Composition and Attendance of Nomination and Remuneration Committee as on March 31, 2022

S. No.	Name of Members	Designation	Category	No. of meetings attended
1.	Mrs. Payal Sharma	Chairperson	Non-Executive Independent Director	5/5
2.	Mr. Prithwi Chand Das	Member	Non-Executive Independent Director	5/5
3.	Ms. Mita Sinha	Member	Non-Executive Independent Director	5/5

C. Terms of Reference

The terms of reference of the Nomination and Remuneration Committee inter-alia, include the following:

- to formulate and recommend to the Board of Directors the Company's policies, relating to the remuneration for the Directors, key managerial personnel and other employees, criteria for determining qualifications, positive attributes and independence of a director;
- to formulate criteria for evaluation of Independent Directors and the Board;

- to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- to carry out evaluation of every director's performance;
- to devise a policy on Board diversity;
- Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance valuation of independent Directors.

D. Remuneration Policy and Remuneration to Directors

(a) Pecuniary Relationship of Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Non-Executive & Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings and Commission as approved by Members for their valuable services to the Company.

(b) Remuneration paid to Executive and Non-Executive Directors:

(i) Executive Directors

The remuneration paid to the Executive Directors is subject to the limits laid down under Sections 197, 198 of the Act and Schedule V and all other applicable provisions, if any, of the Act read with Rules notified there under and in accordance with the terms of appointment approved by the members of the Company.

Details of remuneration paid/ payable to the Directors for the year under review

Particulars of Remuneration	Name of Managing Director/Whole Time Director		Total Amount
	Mr. Mohan Jagdish Agarwal (MD)	Mr. Yogesh Kumar Goyal (WTD)	
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act-1961	4,86,667	6,00,000	10,86,667
(b) Value of perquisites u/s 17(2) Income-tax Act-1961	-	-	-
(c) Profits in lieu of	-	-	-

salary under section 17(3) Income-tax Act-1961			
Total	4,86,667	6,00,000	10,86,667

(ii) Non-Executive Directors

The Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and the Board Committees, which are within the limits prescribed by the Central Government from time to time. Independent Directors shall not be entitled to any stock option of the Company.

Details of remuneration paid/ payable to the other Directors for the year under review

Name of the Directors	Sitting fees	Commission	Total
Mr. Prithwi Chand Das	33,900	-	33,900
Mrs. Payal Sharma	95,000	-	95,000
Ms. Mita Sinha	92,500	-	92,500
Mr. Puneet Kumar Mohlay	5,000	-	5,000

E. Performance Evaluation Criteria

The Company has adopted an Evaluation policy to evaluate the performance of each director, the Board as a whole and its committees. Evaluation criteria have set out by the Nomination and Remuneration Committee in accordance with Section 178 of the Act and Code for Independent Directors as outlined under Schedule IV of the Act.

The valuation process considers the time spent by each of the Board Member, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise. The Board evaluation is conducted through questionnaire having qualitative parameters and feedback based on ratings. The Directors expressed their satisfaction with the evaluation process.

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Your Company has duly constituted Stakeholders Relationship Committee, pursuant to the requirements of Section 178 of the Act read with rules notified there under and Regulation 20 of the Listing Regulations.

The Committee addresses issues relating to the Redressal of grievances of shareholders including complaints related to transfer of shares, non-receipt of annual report and other related issues etc. in order to provide timely and efficient service to the stakeholders.

A. Meetings during the year

The Committee met four (4) times during the year under review. The Committee meetings were held on 31.05.2021, 23.07.2021, 13.11.2021 and 15.01.2022. The gap between any two meetings has been less than four months. The composition of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2021-22 are detailed below:

B. Composition and Attendance of Stakeholders Relationship Committee as on March 31, 2021

S. No.	Name of Members	Designation	Category	No. of meeting attended
1.	Mrs. Payal Sharma	Chairperson	Independent Director	4/4
2.	Mr. Puneet Kumar Mohlay	Member	Independent Director	3/4
3.	Mr. Yogesh Kumar Goyal	Member	Whole Time Director	3/4

C. Terms of Reference

1. Approve transfers, transmissions, issue of duplicate certificates, transpositions; change of names etc. and to do all such acts, deeds, matters and things as connected therein;
2. Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary, Compliance officer and Registrar and Share Transfer Agent of the Company;
3. Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
4. Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification/amendment or modification as may be applicable;
5. Perform such other functions as may be necessary or appropriate for the performance of its duties.

D. Investors' Grievance Redressal

During FY 2021-22 the following complaints were received and resolved to the satisfaction of shareholders.

Particulars	Status
Complaints as on April 1, 2021	1
Received during the year	8
Resolved during the year	9
Pending as on March 31, 2022	0

Ms. Preeti Kataria has been designated as the "Company Secretary & Compliance Officer" *w.e.f.* 20th June, 2022 who oversees the Redressal of the investor's grievances from her date of appointment.

RISK MANAGEMENT COMMITTEE

The Company has duly constituted a voluntary Risk Management Committee which assists the Board in its oversight of the Company's management of key risks, as well as the guidelines, policies and procedures monitoring and integrating such risks within overall business risk management framework.

A. Meetings during the year

The Committee met one time during the year under review. The Committee meeting was held on January 15, 2022. The composition of the Risk Management Committee of the Board of the Company along with the details of the meetings held and attended during the financial year 2021-22 are detailed below:

B. Composition and Attendance of Risk Management Committee as on March 31, 2021:

S. no.	Name of Members	Designation	Category	No. of meetings attended
1.	Mr. Yogesh Kumar Goyal	Chairperson	Whole Time Director	1/1
2.	Mrs. Payal Sharma	Member	Independent Director	1/1
3.	Mr. Puneet Kumar Mohlay	Member	Independent Director	1/1

The Company has laid down Risk Management Policy to understand and assess various kinds of risks associated with the running of business, suggesting/implementing ways & means for eliminating/minimizing risks to the business of the Company. The Risk Management policy is available on the website of the Company at www.urjaglobal.in.

3. General Body Meetings

3.1 Annual General Meeting

The details of the Annual General Meetings held in last three years are as follows:

Description of the Meeting	Day & Date	Time	Venue	No. of Special Resolutions passed
29 th Annual General Meeting (AGM)	Wednesday 25 th August, 2021	11.00 A.M	Through Video Conferencing facility	10
28 th Annual General Meeting (AGM)	Wednesday 30 th September, 2020 Adjourned to Wednesday 7 th October, 2020	11.00 A.M	Through Video Conferencing facility due to ongoing Covid 19 Pandemic	2
27 th Annual General Meeting (AGM)	Monday 30 th September, 2019	11.00 A.M	Kansal's Angana, Plot no. 31, Opp. NSIT Main Road, Sector 15, New Delhi- 110078	2

3.2 Postal Ballot

During the financial year ended March 31, 2022, no resolution was passed by postal ballot hence disclosure under this section is not applicable.

4. Means of Communication

- a) The Quarterly, Half-yearly and Audited Annual Financial Results are published in the English and Hindi Newspaper viz. Financial Express and Jansatta respectively within the stipulated period in compliance with Listing Regulations.
- b) The Financial Results are also communicated to the Stock Exchanges where the Company's shares are listed and also uploaded on the website of the Company i.e. www.urjaglobal.in.
- c) Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report, Corporate Governance Report and other information is circulated to Members and others entitled thereto.
- d) Comprehensive information about the Company, its business and operations, and Investor information can be viewed at the Company's website i.e.

www.urjaglobal.in. The Investor Downloads' section serves to inform the investors by providing key and timely Information like Financial Results, Annual Reports, Shareholding Pattern etc.

- e) Presentations made to institutional investors or to the analysts. There are no presentations made to the investors/ analysts.

5. General Shareholder Information

5.1 Annual General Meeting

Day, Date and Time of Tuesday, 30 th August, 2022 at 11.00 A.M. AGM	
Mode of conducting 30 th AGM	Physical Mode
Financial Year Ended	31 st March, 2022
Book Closure Date	Wednesday, 24 th August, 2022 to Tuesday, 30 th August, 2022 (both days inclusive)
Registered Office Address	487/63 1 st Floor, National Market, Peeragarhi, New Delhi 110087
Compliance Officer	Ms. Preeti Kataria

5.2 Tentative Financial Calendar

Tentative calendar for declaration of results for the financial year 2022-2023:

First Quarter Results	On or before August 14, 2022
Half Yearly Results	On or before November 14, 2022
Third Quarter Results	On or before February 14, 2023
Audited Results for the year 2022-23	On or before May 30, 2023

5.3 Listing on Stock Exchanges

The Company's securities are listed on the following stock exchanges:

Name of Stock Exchange	Address	Scrip Symbol	Code/
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	526987	
National Exchange of India Limited	Exchange Plaza, C-1, Block G, BandraKurla Complex, Bandra (E), Mumbai, Maharashtra-400051	URJA	

Company has paid Listing fees to both the above stock exchanges in full.

5.4 Registrar and Share Transfer Agent (RTA):

M/s Alankit Assignments Limited

Alankit Heights

4E/2, Jhandewalan Extension,

New Delhi – 110055

Phone no.:011-42541234 / 23541234

E mail:ramap@alankit.com

5.5 Share Transfer System

The Board of Directors have delegated the power of approving the transfer, transmission of shares and other matters like consolidation of share certificates, issue of duplicate share certificates, dematerialization/rematerialization of shares, to Registrar & Share Transfer Agents (R&T Agent) of the Company. All the matters are approved by R&T Agent regularly.

Presently, the share transfer instruments which are received in physical form are being processed by R&T Agent and the share certificates are dispatched within a period of 30 days from the date of receipt thereof, subject to documents being complete and valid in all respects. The request for dematerialization of shares are also processed by R&T Agent within stipulated period of 21 days and uploaded with the concerned depositories.

The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchanges.

5.6 Market Information

Market Price Data: The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended 31st March, 2022 are as under:

Period	BSE			NSE		
	High (Rs.)	Low (Rs.)	Volume (No of shares)	High (Rs.)	Low (Rs.)	Volume (No of shares)
April 2021	6.68	5.11	10,147,702	6.85	5.10	23,910,000
May 2021	7.05	5.81	23,121,694	7.15	5.90	45,875,000

June 2021	8.49	6.71	41,354,258	8.50	6.70	89,577,000
July 2021	8.14	5.86	25,870,349	8.10	5.90	77,820,000
August 2021	7.38	6.14	29,436,951	7.25	6.05	68,138,000
September 2021	6.71	6.01	13,654,422	6.70	6.05	37,905,000
October 2021	8.81	6.2	34,730,333	8.80	6.20	121,765,000
November 2021	9.09	6.64	30,380,173	9.00	6.55	71,604,000
December 2021	21.58	9.03	76,199,832	20.75	7.75	96,302,000
January 2022	34.85	21.05	45,727,203	33.40	20.20	53,403,000
February 2022	22.95	12.85	38,764,255	23	13.95	51617000
March 2022	20.99	13.45	25,247,536	20.90	13.95	50,998,000

Source: www.bseindia.com & www.nseindia.com

5.7 Performance in comparison to BSE SENSEX:

The performance of the Company's scrip on the BSE as compared to the Sensex is as under:

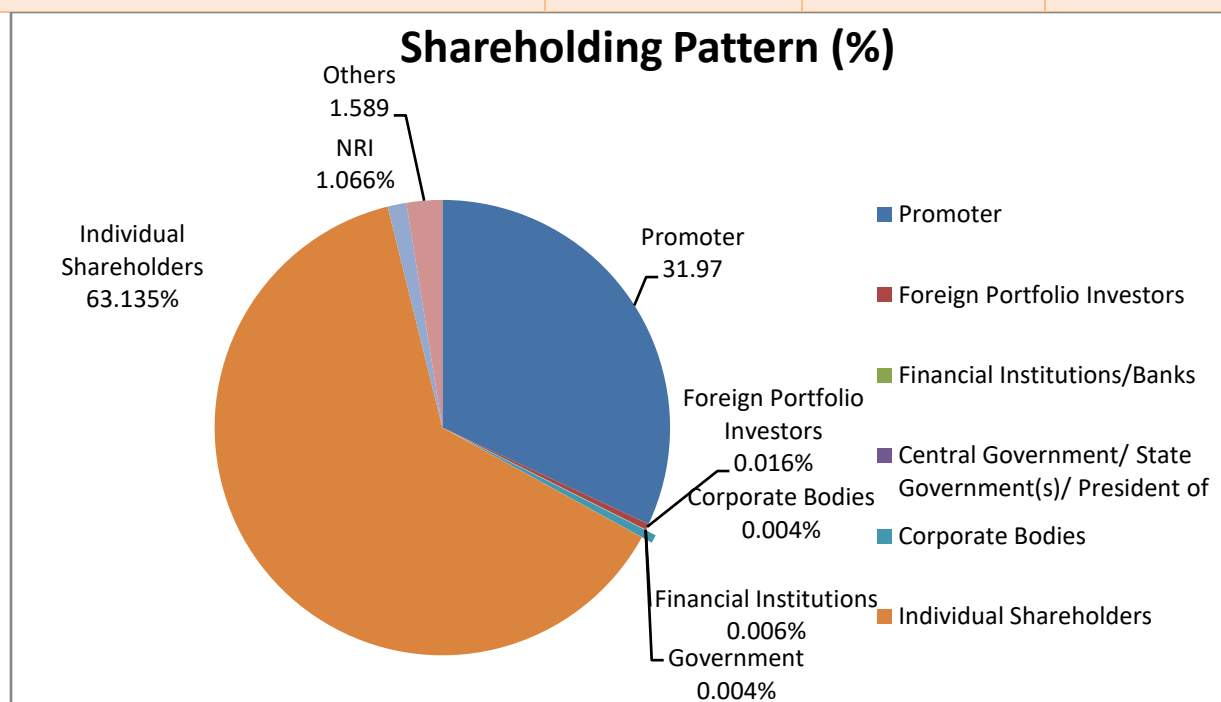
	1 st April, 2021	31st March, 2022	% Change
Company Share Price (closing)	6.70	17.31	(61.29)
SENSEX (closing)	50029.83	58811.37	14.93

5.8 Distribution Summary as on 31st March, 2022

Shareholding of Nominal Value of Rs.	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Nominal Value
1 to 5000	422910	79.48	53086039	10.10
5001 to 10000	53542	10.06	44480429	8.47
10001 to 20000	28089	5.28	42904929	8.17
20001 to 30000	9537	1.79	24579161	4.68
30001 to 40000	4261	0.80	15364694	2.92
40001 to 50000	4395	0.83	21057592	4.01
50001 to 100000	5713	1.07	42895172	8.16
100001 to above	3646	0.69	281061757	53.49
Total	532093	100	525429773	100

5.9 Shareholding Pattern as on 31st March, 2022

Category	No. of Shareholders	No. of Shares held	% of Total Shareholding (%)
Promoter and Promoter Group			
Body Corporate	1	178147417	31.97
Public Shareholding			
Foreign Portfolio Investors	2	87153	0.016
Financial Institutions/Banks	2	35000	0.006
Central Government/ State Government(s)/ President of India	1	20400	0.004
Corporate Bodies	169	2865767	0.515
Individual Shareholders	533989	330554025	63.135
NRI	1320	5867554	1.066
Others	1351	7852457	1.589
Total	536835	557206000	100



5.10 Dematerialization of Shares & Liquidity

The Shares of the Company are in Demat segment and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Category of Shareholding as on March 31, 2022

Category	As on March 31, 2022		As on March 31, 2021	
	No. of Shares	Percentage	No. of Shares	Percentage
CDSL	22,59,09,619	37.409%	20,84,45,307	37.409%
NSDL	33,06,39,071	62.466%	34,80,68,383	62.466%
Physical	6,57,310	0.125%	692310	0.125%
Total	55,72,06,000	100%	55,72,06,000	100%

5.10 Outstanding GDRS/ADRS/Warrants/Convertible Instruments and their impact on Equity

The Company doesn't have any outstanding convertible instruments/ADR/GDR/warrants as on date.

5.11 Plant Locations

UDAIPUR PLANT	HARYANA PLANT
F-287, Road No. 4, Bhamshah RIICO Industrial Area, Kaladvas Udaipur- 313004, Rajasthan	Plot no. 11, Sec. 16, HSIIDC, Industrial Complex, Bahadurgarh, Dist: Jhajjar Haryana -124507 Phone- 91+ 11276645363

NASHIK PLANT	SAPLA PLANT
441/1/A, Plot No. 1, Behind Jyoti Farms and Radhaswami Satsang Bhawan, Opp. Essar Petrol, Pump, Kadambvan Society, Ambad Link Road, Nashik 422007	Plot No. 03, Nearby Balwan Singh Gas Agency, Village Sampla, Kharkhoda Road District Rohtak 124501

5.12 Address for Correspondence with the Company

MS. PREETI KATARIA
Company Secretary Urja Global Limited (Corporate Service Department) 487/63 1 st Floor, National Market, Peeragarhi, New Delhi – 110087 Tel: 011-25279143, 011-45588275, Email: cs@urjaglobal.in , info@urjaglobal.in

6. Disclosures

6.1 Related Party Transactions

All Related Party Transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business and with the Wholly Owned Subsidiary Company only. No transactions were entered during the year, which may have potential conflict with the interests of listed entity at large. The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The policy is available on the Company's website at www.urjaglobal.in.

6.2 Whistle Blower Policy

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations and Companies Act 2013 for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company at www.urjaglobal.in.

6.3 Material Subsidiary Companies

The Company is having a material Subsidiary Company namely **M/s Sahu Minerals & Properties Limited**. The company has formulated a policy for its material subsidiary company. The said policy for Material subsidiary Company has been also put up on the website of the Company at www.urjaglobal.in.

6.4 Policy on disclosure of material events and information

In line with requirements under Regulation 30 of the Listing Regulations, the Company has framed a policy on disclosure of material events and information as per the Listing Regulations, which is available on Company's website at www.urjaglobal.in.

The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of information on an ongoing basis. Key Managerial Personnel of the Company severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchanges.

6.5 Code of Conduct

In terms of the SEBI (Prohibition of Insider Trading) Regulations 2015, Company has a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company. The Insider Trading Code is available on the company's website www.urjaglobal.in.

6.6 Policy for Preservation of Documents

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The company has adopted a policy for preservation of documents and the same is available on the company's website at www.urjaglobal.in.

6.7 Details of Non-Compliance by the Company, Penalties and Strictures Imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to Capital Markets, during the last three years:

Type	Authority {RD/NCLT/ Court}	Brief Description	Details of Penalty /Punishment /compounding fees imposed
A. Company	Notice received from BSE Limited Stock exchange on 17 th December, 2021	No submission of financial results as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30 th September, 2021.	Fine of Rs. 1,71,100 (including GST) was imposed by the Stock exchange which was duly paid by the company.
	Notice received from National Stock Exchange of India Limited on 30 th December, 2021	No submission of financial results as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30 th September, 2021.	Fine of Rs. 2,65,500 (including GST) was imposed by the Stock exchange which was duly paid by the company.
B. Directors and Other Officers in Default	GST RAID	GST Department raid was held on 20 th July, 2021 and Mr. Yogesh Goyal, WTD and Mr. Krishan Kumat Bansal, Ex-CFO were arrested on 23.07.2021.	The company pleads to District Court for release of our Employees. The case was registered and proceedings are still going in Court.

6.8 Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Act. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

6.9 Reconciliation of Share Capital Audit

This audit is carried out every quarter and report thereon are submitted to the stock Exchange as well as placed before the Board of Directors. The Audit Report confirms that the total issued share capital is in agreement with the Paid-up Capital of the Company.

6.10 Certificate for transfer of Shares and Reconciliation of Share Capital

Pursuant to Regulation 40(9) of Listing Regulations, certificates on half-yearly basis have been issued by a Company Secretary-in-Practice with respect to due compliance of share transfer formalities by the Company.

6.11 Commodity price risk and commodity hedging activities

The Company is exposed to commodity price risk as per nature of its business. The Company had not indulged into commodity hedging activities during the year under report.

6.12 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

During the year under review, the company raised funds amounting to Rs. 6,25,00,000 by way of issuing 5,00,00,000 Equity shares to the existing shareholders of the company by Rights issue at the rate of Rs. 5 each (Rs. 1 as face value and Rs. 4 as premium), Rs. 1.25 paid at the time of application. The funds were utilized by the Company in accordance with the Objects stated in the Letter of Offer dated 08th January, 2021.

6.13 Disclosure on Sexual Harassment

The Company has zero tolerance towards sexual harassment at the workplace. During the year under review Company has not received complaints of sexual harassment from any employee of the Company. The policy on prevention of sexual harassment at the workplace as approved by the Board is uploaded on the Company's website of the Company at www.urjaglobal.in

6.14 Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority

Ms. Nupur Jain, Proprietor, M/s Nupur Jain and Associates, Company Secretaries (Certificate of Practice No. 20248), has issued a certificate to the effect that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is attached to this Report as **Annexure B**.

6.15 Certificate on Corporate Governance

The Company has obtained a certificate from Secretarial Auditors regarding compliance with the provisions relating to Corporate Governance laid down in Listing Regulations. This Certificate is enclosed as **Annexure C** along with the Corporate Governance Report.

6.16 CEO/CFO Certification

As required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chief Executive Officer and the Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended on March 31, 2021 which is annexed to this Report as **Annexure D**.

6.17 Disclosure of Non-Compliance with Corporate Governance Requirement

There is no Non-Compliance of any requirement of Corporate Governance Report of sub para (2) to (10) of the Part C of Schedule V of the Listing Regulations. This Certificate is enclosed as **Annexure E** along with the Corporate Governance Report.

6.18 Adoption of mandatory and non-mandatory requirements

The Company has complied with all mandatory requirements of SEBI Listing Regulations. In addition to this, the Company has also adopted certain discretionary requirements of Listing Regulations such as directly reporting of Internal Auditor to the Audit Committee and during the year under review, the Company had appointed separate persons to the post of Chairperson and CEO.

6.19 Disclosure of Statutory Auditor fee

The company hadn't booked any fees during the year to the Statutory Auditors for all the services rendered by them and their network firm/ network entity of which the Statutory Auditors are a part and it has been disclosed in Note No. 25A of Financial Statements, forming part of the Annual Report.

**On behalf of the Board of Directors
Urja Global Limited**

**New Delhi
25.07.2022**

**Mohan Jagdish Agarwal
Managing Director
DIN: 07627568**

**Yogesh Kumar Goyal
Whole Time Director
DIN:01644763**

Declaration by Managing Director (MD)

Pursuant to the Schedule V (Part D) of Listing Regulations, I, Mohan Jagdish Agarwal, Managing Director of Urja Global Limited, hereby confirm that all the Board Members and Senior Management Personnel are aware of the provisions of code of conduct as lay down by the Board. All Board Members and Senior Management Personnel have affirmed compliance with code of conduct.

**For Urja Global Limited
Mohan Jagdish Agarwal
(Managing Director)**

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Urja Global Limited
Add: 487/63, 1st Floor, National Market,
Peeragarhi, New Delhi - 110087

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s Urja Global Limited having CIN: L67120DL1992PLC048983 and having registered office at 487/63 1st Floor, National Market, Peeragarhi, New Delhi - 110087 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and the respective Directors, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	DIN	Name of Director	Designation	Date of Appointment
1	01644763	Yogesh Kumar Goyal	Wholetime Director	12/05/2012
2	07847284	Mohan Jagdish Agarwal	Managing Director	11/08/2021
3	01855702	Puneet Kumar Mohlay	Independent Director	11/08/2017
4	07190616	Payal Sharma	Independent Director	27/05/2015
5	07224038	Prithwi Chand Das	Independent Director	27/06/2015
6	08067460	Mita Sinha	Independent Director	14/02/2018

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Nupur Jain & Associates,
Company Secretary

Sd/-
CS Nupur Jain
M. No.: A54645
C.P. No.: 20313

Date: 25.07.2022
Place: New Delhi

Auditors' Certificate on Corporate Governance

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members**URJA GLOBAL LIMITED**

I have examined all the relevant records of **Urja Global Limited** ('the Company') for the year ended March 31, 2022 for the purpose of certifying compliance of the conditions of Corporate Governance as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

On the basis of my review and to the best of my information and the explanation given to me, the company has been complying with conditions of Corporate Governance, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Nupur Jain & Associates,
Company Secretary**

**CS Nupur Jain
M. No.: A54645
C.P. No.: 20313**

**Date: 25.07.2022
Place: New Delhi**

CFO Certification

**To
The Board of Directors
URJA GLOBAL LIMITED
487/63, 1st Floor, National Market
Peeragrahi, New Delhi-110087**

I hereby certify that

I, the undersigned, in my respective capacities as Chief Financial Officer (CFO) of Urja Global Limited ("the **Company**"), to the best of my knowledge and belief certify that:

1. I have reviewed financial statements and the cash flow statement of the Company for the year 2021-22 and that to the best of my knowledge and belief:
 - A. these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - B. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.
3. I accept the responsibility for establishing and maintaining internal control systems for financial reporting and that I have evaluated the effectiveness of Internal control systems of the company pertaining to financial reporting and the company has disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the identified deficiencies.
4. I have indicated to the Auditors and Audit Committee, wherever applicable:
 - A. significant changes in internal control over financial reporting during the year;
 - B. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - C. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For URJA GLOBAL LIMITED

**Place: New Delhi
Date: 25.07.2022**

**Mr. Kamal Kumar Sharma
Chief Financial Officer**

Certificate of compliance with the conditions of Corporate Governance

To
The Members of
URJA GLOBAL LIMITED
Add: 487/63, 1st Floor, National Market,
Peeragarhi, New Delhi - 110087

I have examined the compliance of conditions of Corporate Governance by M/s Urja Global Limited having CIN: L67120DL1992PLC048983 and having registered office at 487/63 1st Floor, National Market, Peeragarhi, New Delhi - 110087 (hereinafter referred as “the Company”) for the year ended March 31, 2022, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

The compliance of various provisions of Corporate Governance is the responsibility of the management. My examination was limited to the review of the procedures and implementations, thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations sought and replies given to me by the Management of the Company, I hereby certify that the Company has Suo moto complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

I state that in respect of investor grievances received during the year ended 31st March, 2022, no investor grievances are pending against the Company for a period exceeding 15 days as per records maintained by the company which are presented to the Board of Directors of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Nupur Jain & Associates,
Company Secretary

CS Nupur Jain
M. No.: A54645
C.P. No.: 20313 Place: New Delhi

Date: 25.07.2022