



## URJA GLOBAL LIMITED

CIN: L67120DL1992PLC048983

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

Phone No.: +91 11 25279143/45588275, Fax No.: +91 11 25279143

Website: www.urjaglobal.in, E-mail: cs@urjaglobal.in

### NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting (“AGM”) of URJA GLOBAL LIMITED (CIN: L67120DL1992PLC048983) (“the Company”) will be held on Wednesday, 28<sup>th</sup> August, 2024 at 11.00 A.M. through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”), to transact the following businesses:

#### ORDINARY BUSINESS:

##### 1. Adoption of Audited Financial Statements for the Financial year ended March 31, 2024:

a) To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 along with the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.

b) To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 along with the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.

##### 2. Retirement by Rotation:

To appoint a Director in place of Mr. Yogesh Kumar Goyal (DIN: 01644763) Whole- Time Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Yogesh Kumar Goyal (DIN: 01644763), Whole- Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation.”

#### SPECIAL BUSINESS:

##### 3. Appointment of Ms. Nivedita Ravindra Sarda (DIN: 00938666) as a Non-Executive Independent Director on the Board of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Nivedita Ravindra Sarda (DIN: 00938666.), who based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from July 30, 2024 be and is hereby appointed as a Non-Executive Independent Director of

the Company for an initial term of 5 years commencing from 30<sup>th</sup> July, 2024 upto 29<sup>th</sup> July 2029, with her period of office not liable to be determined by retirement by rotation.

**4. Appointment of Mr. Gopalsetty Prasad Rao (DIN: 07119450) as a Non-Executive Independent Director on the Board of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Gopalsetty Prasad Rao (DIN: 07119450), who based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from July 30, 2024 be and is hereby appointed as a Non-Executive Independent Director of the Company for an initial term of 5 years commencing from 30<sup>th</sup> July, 2024 upto 29<sup>th</sup> July 2029 with his period of office not liable to be determined by retirement by rotation.

**5. Appointment of Mr. Mukul Jain (DIN: 07187651) as a Non-Executive Independent Director on the Board of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Mukul Jain (DIN: 07187651), who based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from 30<sup>th</sup> July, 2024, be and is hereby appointed as a Non-Executive Independent Director of the Company for an initial term of 5 years commencing from 30<sup>th</sup> July, 2024 upto 29<sup>th</sup> July 2029 with his period of office not liable to be determined by retirement by rotation.

**6. Approval for Material Related Party Transaction with URJA BATTERIES LIMITED:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the applicable provisions of the Companies Act, 2013 (“the Act”), if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s ‘Policy on Related Party Transactions’ and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Urja Batteries Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard and to do such other acts, deeds and things as may be necessary and/or incidental in this regard .”

## 7. Approval for Material Related Party Transaction with URJA DIGITAL WORLD LIMITED:

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the applicable provisions of the Companies Act, 2013 (“the Act”), if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s ‘Policy on Related Party Transactions’ and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Urja Digital World Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard and to do such other acts, deeds and things as may be necessary and/or incidental in this regard .”

## 8. Approval for Material Related Party Transaction with SAHU MINERALS AND PROPERTIES LIMITED:

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the applicable provisions of the Companies Act, 2013 (“the Act”), if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s ‘Policy on Related Party Transactions’ and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Sahu Minerals and Properties Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard and to do such other acts, deeds and things as may be necessary and/or incidental in this regard .”

## 9. Approval for Material Related Party Transaction with NANDANVAN COMMERCIAL PRIVATE LIMITED:

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the applicable provisions of the Companies Act, 2013 (“the Act”), if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s ‘Policy on Related Party Transactions’ and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/

transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Nandanvan Commercial Private Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard and to do such other acts, deeds and things as may be necessary and/or incidental in this regard .”

## 10. Approval for Increase in overall Borrowing Limits of the Company under Section 180(1) (a) and 180 (1) (c) of the Companies Act, 2013:

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments for the time being in force), consent of the members of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as “the Board” which expression shall also include a duly constituted Committee or any officer(s) authorized by the Board thereof for exercising the powers conferred on the Board by this resolution and under Section 179 of the Act), for borrowing from time to time any sum or sums of monies, as it may considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) shall not at any given point of time to exceed the sum of Rs. 300 crores (Rupees Three Hundred Crores Only).

**“RESOLVED FURTHER THAT** in terms of section 180(1)(a) of the Companies Act, 2013 and other applicable provisions if any, the Board of Directors be and are hereby authorized to the creation of such mortgages, charges and hypothecation, if any, created by the company in such form and manner as the Board of Directors may direct on such of the Company’s movable and immovable properties, both present and future and in such manner as the Board may direct in favour of financial Institutions/banks and other investing Agencies to secure rupees/foreign currencies loans, bonds or other instruments of an equivalent aggregate value not exceeding Rs. 300 Crores Including compound interest, additional interest, liquidated damages, commitment charges, premium on monies payable by the company to the financial institutions/Banks/other investing agencies under the arrangements entered into/to be entered into by the company in respect of the said loans, bonds or other instruments.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalize the terms and conditions of the above mentioned loans, bonds, or other instruments and the documents for creating the aforesaid mortgages, charges and hypothecations and to do all such acts, deeds and things give authority to execute such documents or writings as may be necessary for giving effect to the above resolution.”

## 11. Raising of Funds

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (the ‘Act’), the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of

India ('SEBI'), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'ICDR Regulations'), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and any other applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of concerned statutory and other authorities and as may be required, and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions 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(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of equity shares of the Company having face value of USD 500 Million each (the 'Equity Shares') or through an issuance of Global Depository Receipts ('GDRs'), Foreign Currency Convertible Bonds ('FCCBs'), fully convertible debentures/ partly convertible debentures/ non-convertible debentures with or without warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares/any other securities (other than warrants), which are convertible into or exchangeable with Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the 'Securities') or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/ banks/ venture capital funds/alternative investment funds/foreign portfolio investors, mutual funds / pension funds, multilateral financial institutions, qualified institutional buyers and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the 'Investors'), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, through one or more prospectus and/or letter of offer or circular, and/or placement document and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares aggregating (inclusive of such premium as may be fixed on the securities) for an amount not exceeding in foreign currency up to USD 500 Million, in one or more tranches.

**RESOLVED FURTHER THAT:**

- a. the offer, issue and allotment of the Equity Shares shall be made at appropriate time or times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations; and
- b. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company, including receipt of dividend that may be declared for the financial year in which the allotment is made in terms of the applicable laws.

**RESOLVED FURTHER THAT** in case of a qualified institutions placement pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be allotted as fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued by way of a qualified institutional placement under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

**RESOLVED FURTHER THAT** in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations.

**RESOLVED FURTHER THAT** subject to applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares pursuant to the proposed issue, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced proportionately;
- b) in the event of the Company making rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association and shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the GDRs on the Stock Exchanges in India.

**RESOLVED FURTHER THAT**

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company;
- iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), as may be required.

**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Company to give effect to the above resolutions.”

By the Order of the Board  
For URJA GLOBAL LIMITED

Sd/-  
PRIYANKA  
Company Secretary/Compliance Officer

**Date: 30.07.2024**  
**Place: New Delhi**

Registered office: 487/63, 1<sup>st</sup> Floor,  
National Market, Peeragarhi  
New Delhi - 110087  
CIN: L67120DL1992PLC048983  
E-mail: cs@urjaglobal.in  
Phone no.: 011-45588275

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**) in respect of the Businesses mentioned under Item Nos. 3,4,5,6,7,8,9,10 & 11 above, to be transacted at the Annual General Meeting (**AGM or Meeting**) is annexed hereto.
2. Pursuant to the provisions of the Section 105 of the Companies Act, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% 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.

Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

3. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 followed by General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023 (hereinafter referred to as "SEBI Circulars") physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM. The Registered office of the Company shall be deemed to be the venue for the AGM
4. 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. The Form for updating email address is annexed with Notice.
5. Members may also note that the Notice of the 32<sup>nd</sup> AGM and the Annual Report will also be available on the Company's website [www.urjaglobal.in](http://www.urjaglobal.in) for their download. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited and National Stock Exchange of the India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of the CDSL (agency for providing e-voting system and Remote e-voting during the AGM/EGM)
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 and 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).
7. SEBI vide its latest Circular dated March 16, 2023, in supersession of earlier Circulars, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC Documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the company, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
9. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance through E-mail at [cs@urjaglobal.in](mailto:cs@urjaglobal.in). The same shall be replied by the Company accordingly
10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares.



11. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the register of members and the share transfer books of the Company will remain closed from Thursday, 22<sup>nd</sup> August, 2024 to Wednesday, 28<sup>th</sup> August, 2024 (both days inclusive) for the purpose of 32<sup>nd</sup> AGM of the Company.
12. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, is open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. 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.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode will be made available electronically for inspection by Members of the Company during the meeting.
16. The annual accounts of the subsidiary companies along with the related detailed information are available for inspection at the Registered Office of the Company and copies will be made available to Shareholders upon request.
17. Brief details of the Directors seeking appointment/reappointment along with details of other Directorship, shareholding in Company, nature of their expertise in specific functional areas pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard -2 forms part of this Notice.
18. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. 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. Wednesday, 21<sup>st</sup> August, 2024.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
21. **VOTING THROUGH ELECTRONIC MEANS:** Pursuant to provisions of Section 108 of the Act 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, the Company is pleased to provide members, the facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) 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 AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).**
22. The Board of directors has appointed M/s Siddique & Associates, Company Secretaries (COP No. 1284) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
23. The remote e-voting period commences on Sunday, 25<sup>th</sup> August, 2024 (9:00 am) and ends on Tuesday, 27<sup>th</sup> August, 2024 (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 Wednesday, 21<sup>st</sup> August, 2024 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.
24. **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: [www.evotingindia.com](http://www.evotingindia.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 “EVSN” 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 [primekoss@hotmail.com](mailto:primekoss@hotmail.com) with a copy marked to [www.evotingindia.com](http://www.evotingindia.com).

**25. In case a Member receives physical copy of the Notice of AGM [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 in the E-Voting Form being sent with the Annual Report.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - I. 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.evotingindia.com](http://www.evotingindia.com) or call on toll free no.: 1800-222-990.
  - II. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - III. 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).
  - IV. 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 Wednesday, 21<sup>st</sup> August, 2024.
  - V. 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. Wednesday, 21<sup>st</sup> August, 2024 may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com) or ([cs@urjaglobal.in](mailto:cs@urjaglobal.in)/[ramap@alankit.com](mailto:ramap@alankit.com))  
However, if you are already registered with CDSL 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.evotingindia.com](http://www.evotingindia.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - VI. 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 AGM through ballot paper.
  - VII. The Chairperson shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
  - VIII. 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, within Forty Eight hours of the conclusion of the AGM, 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.

- IX. The Results declared along with the report of the Scrutinizer shall be forwarded to the BSE & NSE within 48 hours of the conclusion of Annual General Meeting and shall also be placed on the website of the Company ([www.urjaglobal.in](http://www.urjaglobal.in)) and on the website of NSDL.
24. Members are entitled to attend the Annual General Meeting through VC/OAVM platform which shall open 15 minutes before the time scheduled and will be available to atleast 1000 members on first come first serve basis. Members are requested to participate on first come first serve basis as participation through VC/OAVM will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the Annual General Meeting. Members holding more than 2% equity shares, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. maybe allowed to the meeting without restrictions on account of first-come-first serve basis. Members can log in and join at 11:15 A.M. IST i.e., 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the schedule time.
- 27. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through.....**
1. Shareholders who would like to speak during the meeting must register their request at least 3 days in advance with the company on E-mail [IDinvestors@paramountcables.com](mailto:IDinvestors@paramountcables.com).
  2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
  3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
  4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
  5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i). The voting period **begins on 25<sup>th</sup> August, 2024 (9:00 A.M. IST) and ends on 27<sup>th</sup> August, 2024 (5:00 P.M. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 21<sup>st</sup> August, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii). Pursuant to SEBI Circular **No. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual holding shares in demat mode.

- (iv). In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>
	<ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

## Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in Physical mode and Non-Individual Shareholders in Demat Mode.

(v). Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi). After entering these details appropriately, click on “SUBMIT” tab.
- (vii). Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii). For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix). Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x). On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi). Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii). After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii). Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv). You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv). If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi). There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii). Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@urjaglobal.in](mailto:cs@urjaglobal.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at Toll Free No. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or Toll Free No. 1800 21 09911.

By the Order of the Board  
**For URJA GLOBAL LIMITED**

**Date: 30.07.2024**  
**Place: New Delhi**

**Sd/-**  
**PRIYANKA**  
**Company Secretary/Compliance Officer**

**Annexure I to the Notice*****Explanatory statement pursuant to Section 102 of the Companies Act, 2013*****ITEM NO. 3:**

The Board appointed Ms. Nivedita Sarda (DIN: 00938666) as an Additional Director designated as Non-Executive Independent Director of the Company at its meeting held on July 30, 2024 who holds the office upto the date of the ensuing AGM.

In terms of Section 160 of the Act, the Nomination and Remuneration Committee and the Board has recommended the appointment of Ms. Nivedita Sarda as an Independent Director for a term of 5 (five) years effective from July 30, 2024 upto July 29, 2029 (both days inclusive) subject to approval of the Members of the Company pursuant to provisions of Sections 149 and 152 of the Act. The Company has also received a notice from Ms. Nivedita proposing her candidature for the office of Director.

Members are requested to note that the Company has received declaration in writing from the proposed director confirming that she meets the criteria of independence under the Act and the SEBI Listing Regulations. Further, the Company has received a consent in writing from the proposed Director to act as an Independent Director of the Company and further confirming that she is not disqualified from being appointed as director in terms of Section 164 and other provisions of the Act and the circulars, directions, notifications, regulations, guidelines issued by the RBI.

In the opinion of the Board, Ms. Nivedita satisfies all the conditions for her appointment as an Independent Director of the Company under the Act and SEBI Listing Regulations and also fit & proper criteria prescribed under RBI Master Directions. Ms. Nivedita is independent of the management also.

A brief profile of Ms. Nivedita and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations are provided in Annexure 1 to this Notice.

In line with the Company's remuneration policy for Independent Directors, the proposed director will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings/Committee meetings, if any.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of the proposed director and accordingly recommends the Special resolution set forth in Item no. 3 of the Notice for approval of the Members. The appointment letter along with terms and conditions of appointment of the Independent Director is available for inspection at the registered office of the Company.

Except for Ms. Nivedita and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**ITEM NO. 4:**

The Board appointed Dr. Gopalsetty Prasad Rao (DIN: 07119450) as an Additional Director designated as Non-Executive Independent Director of the Company at its meeting held on July 30, 2024 who holds the office upto the date of the ensuing AGM.

In terms of Section 160 of the Act, the Nomination and Remuneration Committee and the Board has recommended the appointment of Dr. Gopalsetty Prasad Rao (DIN: 07119450) as an Independent Director for a term of 5 (five) years effective from July 30, 2024 upto July 29, 2029 (both days inclusive) subject to approval of the Members of the Company pursuant to provisions of Sections 149 and 152 of the Act. The Company has also received a notice from Dr. Gopalsetty Prasad Rao proposing his candidature for the office of Director.

Members are requested to note that the Company has received declaration in writing from the proposed director confirming that he meets the criteria of independence under the Act and the SEBI Listing Regulations. Further, the Company has received a consent in writing from the proposed Director to act as an Independent Director of the Company and further confirming that he is not disqualified from being appointed as director in terms of Section 164 and other provisions of the Act and the circulars, directions, notifications, regulations, guidelines issued by the RBI.

In the opinion of the Board, Dr. Gopalsetty Prasad Rao satisfies all the conditions for his appointment as an Independent Director of the Company under the Act and SEBI Listing Regulations and also fit & proper criteria prescribed under RBI Master Directions. Dr. Gopalsetty Prasad Rao is independent of the management also.

A brief profile of Dr. Gopalsetty Prasad Rao and other requisite details, pursuant to the provisions of the Secretarial Standard on



General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations are provided in Annexure 1 to this Notice.

In line with the Company's remuneration policy for Independent Directors, the proposed director will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings/Committee meetings, if any.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of the proposed director and accordingly recommends the Special resolution set forth in Item no. 4 of the Notice for approval of the Members.

The appointment letter along with terms and conditions of appointment of the Independent Director is available for inspection at the registered office of the Company.

Except for Dr. Gopalsetty Prasad Rao and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

#### **ITEM NO. 5:**

The Board appointed Dr. Mukul Jain (DIN: 07187651) as an Additional Director designated as Non-Executive Independent Director of the Company at its meeting held on July 30, 2024 who holds the office upto the date of the ensuing AGM.

In terms of Section 160 of the Act, the Nomination and Remuneration Committee and the Board has recommended the appointment of Dr. Mukul Jain (DIN: 07187651) as an Independent Director for a term of 5 (five) years effective from July 30, 2024 upto July 29, 2029 (both days inclusive) subject to approval of the Members of the Company pursuant to provisions of Sections 149 and 152 of the Act. The Company has also received a notice from Dr. Mukul Jain proposing his candidature for the office of Director.

Members are requested to note that the Company has received declaration in writing from the proposed director confirming that he meets the criteria of independence under the Act and the SEBI Listing Regulations. Further, the Company has received a consent in writing from the proposed Director to act as an Independent Director of the Company and further confirming that he is not disqualified from being appointed as director in terms of Section 164 and other provisions of the Act and the circulars, directions, notifications, regulations, guidelines issued by the RBI.

In the opinion of the Board, Dr. Mukul Jain satisfies all the conditions for his appointment as an Independent Director of the Company under the Act and SEBI Listing Regulations and also fit & proper criteria prescribed under RBI Master Directions. Dr. Mukul Jain is independent of the management also.

A brief profile of Dr. Mukul Jain and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations are provided in Annexure 1 to this Notice.

In line with the Company's remuneration policy for Independent Directors, the proposed director will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings/Committee meetings, if any.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of the proposed director and accordingly recommends the Special resolution set forth in Item no. 5 of the Notice for approval of the Members.

The appointment letter along with terms and conditions of appointment of the Independent Director is available for inspection at the registered office of the Company.

Except for Dr. Mukul Jain and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

#### **ITEM NO s. 6, 7, 8 and 9:**

The provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related

party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 30.07.2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 6, 7, 8 and 9 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

### Details of Material Related Party Transactions

#### Item No. 6: Particulars of material related party transactions between Urja Global Limited and Urja Batteries Limited

Sr.no.	Particulars	Details
1	Name of the Related Party	Urja Batteries Limited
2	Nature of Relationship with the Company	Fellow Subsidiary
3	Type, material terms and particulars of the proposed transaction.	Purchase/sale of Goods and service.
4	Tenure of the proposed transaction	Recurring Transactions for a duration of three financial years commencing from financial year 2024-25 to financial year 2027-28.
5	Value of the proposed Transaction	Not exceeding Rs 200 crores in 3 financial years.
6	Percentage of the company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction.	148% (The proposed transaction is divided in equal three years of percentage)
7	(a) details of the source of funds in connection with the proposed transaction  (b) where any financial indebtedness is unsecured to make or give loans, inter-corporate deposits, advances or investments. - nature of indebtedness; - cost of funds; and - tenure;  (c) applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured  (d) Purpose for which funds will be utilised	Not applicable as the transaction does not relate to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary.
8	Justifications as to why the RPT is in the interest of the company.	The company sources goods & services

9	Details about valuation, arm's length and ordinary course of business.	Arm's length pricing; combination of cost plus markup and market benchmarking.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not applicable
11	Any other information relevant or important for the shareholders to take and informed decision	All relevant information forms a part of this explanatory statement setting our material facts.

**ITEM NO. 7:** Particulars of material related party transactions between Urja Global Limited and Urja Digital world Limited

Sr.no.	Particulars	Details
1	Name of the Related Party	Urja Digital World Limited
2	Nature of Relationship with the Company	Fellow Subsidiary
3	Type, material terms and particulars of the proposed transaction.	Purchase/sale of Goods and service.
4	Tenure of the proposed transaction	Recurring Transactions for a duration of three financial years commencing from financial year 2024-25 to financial year 2027-28.
5	Value of the proposed Transaction	Not exceeding Rs 200 crores in 3 financial years.
6	Percentage of the company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction.	148% (The proposed transaction is divided in equal three years of percentage)
7	(a) details of the source of funds in connection with the proposed transaction (b) where any financial indebtedness is unsecured to make or give loans, inter-corporate deposits, advances or investments. - nature of indebtedness; - cost of funds; and - tenure; © applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured (d) Purpose for which funds will be utilised	Not applicable as the transaction does not relate to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary.
8	Justifications as to why the RPT is in the interest of the company.	The company sources goods & services
9	Details about valuation, arm's length and ordinary course of business.	Arm's length pricing; combination of cost plus markup and market benchmarking.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not applicable
11	Any other information relevant or important for the shareholders to take and informed decision	All relevant information forms a part of this explanatory statement setting our material facts.

**ITEM NO. 8:** Particulars of material related party transactions between Urja Global Limited and Sahu Minerals and Properties Limited

Sr.no.	Particulars	Details
1	Name of the Related Party	Sahu Minerals and Properties Limited
2	Nature of Relationship with the Company	Fellow Subsidiary
3	Type, material terms and particulars of the proposed transaction.	Purchase/sale of Goods and service.
4	Tenure of the proposed transaction	Recurring Transactions for a duration of three financial years commencing from financial year 2024-25 to financial year 2027-28.
5	Value of the proposed Transaction	Not exceeding Rs 20 crores in 3 financial years.
6	Percentage of the company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction.	15% (The proposed transaction is divided in equal three years of percentage)
7	(a) details of the source of funds in connection with the proposed transaction  (b) where any financial indebtedness is unsecured to make or give loans, inter-corporate deposits, advances or investments. - nature of indebtedness; - cost of funds; and - tenure;  © applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured  (d) Purpose for which funds will be utilised	Not applicable as the transaction does not relate to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary.
8	Justifications as to why the RPT is in the interest of the company.	The company sources goods & services
9	Details about valuation, arm's length and ordinary course of business.	Arm's length pricing; combination of cost plus markup and market benchmarking.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not applicable
11	Any other information relevant or important for the shareholders to take and informed decision	All relevant information forms a part of this explanatory statement setting our material facts.

**ITEM NO. 9:** Particulars of material related party transactions between Urja Global Limited and Nandanvan Commercials Private Limited

Sr.no.	Particulars	Details
1	Name of the Related Party	Nandanvan Commercials Private Limited
2	Nature of Relationship with the Company	Promoter Company
3	Type, material terms and particulars of the proposed transaction.	Loans and advances
4	Tenure of the proposed transaction	Recurring Transactions for a duration of three financial years commencing from financial year 2024-25 to financial year 2027-28.
5	Value of the proposed Transaction	Not exceeding Rs 100 crores in 3 financial years.
6	Percentage of the company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction.	75% (The proposed transaction is divided in equal three years of percentage)
7	(a) details of the source of funds in connection with the proposed transaction	Unsecured loans and advances
	(b) where any financial indebtedness is unsecured to make or give loans, inter-corporate deposits, advances or investments. - nature of indebtedness; - cost of funds; and - tenure;	Unsecured loans and advances repayable on demand.
	(c) applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Same as above (b) point
	(d) Purpose for which funds will be utilised	It shall utilised for the purpose(both operations and capital expenditure)
8	Justifications as to why the RPT is in the interest of the company.	Unsecured Loans and advances shall use for business purpose and support to company Financial statement.
9	Details about valuation, arm's length and ordinary course of business.	Arm's length pricing; combination of cost plus markup and market benchmarking.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not applicable
11	Any other information relevant or important for the shareholders to take and informed decision	All relevant information forms a part of this explanatory statement setting our material facts.

The above mentioned related party transaction is in the ordinary course of business and on an arm's length basis.

As per the aforesaid Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 6, 7, 8 and 9 of this Notice, for approval by the Members of the Company.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item nos. 6, 7, 8 and 9 of this Notice.

**ITEM NO. 10:****APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS UNDER SECTION 180 (1) (a) and 180 (1) (c) OF THE COMPANIES ACT, 2013**

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 300 Crores (Rupees Three Hundred Crores Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees. Further, the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Companies Act, 2013. Hence it shall be necessary to obtain approval for the same from the Shareholders.

Accordingly, the consent of the Members is sought by way of Special Resolution set out in Item No. 10 of the accompanying Notice for increasing the borrowing limits of the Company to Rs. 300 Crores (Rupees Three Hundred Crores only).

The Board recommends passing the Special Resolution as set out in Item no. 10 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 10 of this Notice.

**ITEM NO. 11:**

To facilitate this acquisition and potentially pursue other strategic business opportunities, alliances, and ventures as deemed fit by management, our company requires additional funding. The Board of Directors of your Company in their meeting duly held on 30<sup>th</sup> July, 2024 considered and approved the proposal to raise additional funds for an amount not exceeding to Rs. up to \$ 500 Million or an amount equivalent in foreign currency, in one or more tranches, by way of issuance of securities, convertible instruments, FCCB, QIP/Preferential Allotment/GDRs, or any combination thereof, subject to all statutory approvals and in accordance with the SEBI (ICDR) Regulations and other applicable laws, and to identify the list of proposed allottees for the aforesaid purpose,

The Board may in their discretion adopt any one or more of the mechanisms to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the approvals of the by the Securities and Exchange Board of India and any other government/regulatory approvals as may be required in this regard.

In case the issue is made through a qualified institutions placement, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date, less a discount of not more than 5%). Moreover, as per the same regulations, the Company shall not make any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to one or more special resolutions. The Relevant Date for this purpose would be the date when the Board or a duly authorized Committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of

the meeting in which the Board decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations.

The Company proposes to utilize the funds raised through the proposed issuance to support growth and expansion and general corporate purposes.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India and in case of GDR internationally. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting/ postal ballot decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, consent of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution set forth in Item No. 11 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

By the Order of the Board  
For **URJA GLOBAL LIMITED**

Sd/-  
**PRIYANKA**  
Company Secretary/Compliance Officer

**Date: 30.07.2024**

**Place: New Delhi**

Registered office: 487/63, 1<sup>st</sup> Floor,  
National Market, Peeragarhi

New Delhi - 110087

CIN: L67120DL1992PLC048983

E-mail: cs@urjaglobal.in

Phone no.: 011-45588275

**Annexure I to the Notice****Additional Information as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 on General Meeting.****Brief profile of Ms. Nivedita Ravindra Sarda**

Ms. Nivedita Ravindra Sarda is a gold medalist Chartered Accountant, Certified Treasury manager and Corporate Lawyer. She has an experience of over 25 years gained from prestigious law firms in India and Financial institutions. She worked as Manager-Corporate Finance, IDBI Limited- leading institution of India for six years between 1999-2005. She has a depth knowledge of Debt- Capital Restructuring. She is the founder of Vedanta Law Chambers established in 2007. She acts as legal mentor, advisor, solicitor, project sponsors & coordinator to various government and private entities on business structuring and restructuring, takeovers, joint ventures, Business establishments, Amalgamations, International Trade Finance, Corporate Finance and securities.

She is also involved in advising and working for different companies incorporated in US, UK, Singapore, Germany, Saudi Arabia on certain aspects of its international structures, investments, documentations, setups, trade and regulatory compliances.

Other details of Ms. Nivedita Ravindra Sarda are as follows:

<b>Particulars</b>	<b>Details</b>
<b>Name of the Director</b>	Ms. Nivedita Ravindra Sarda
<b>DIN</b>	00938666
<b>Date of Birth/Age</b>	18/06/1977
<b>Date of First Appointment</b>	July 30, 2024
<b>Expertise in specific functional area</b>	A Certified Treasury manager and Corporate Lawyer, business structuring and restructuring, takeovers, joint ventures, Business establishments, Amalgamations, International Trade Finance, Corporate Finance and securities.
<b>Qualification</b>	<ol style="list-style-type: none"> <li>1) Fellow Chartered Accountant ('FCA') from Institute of Chartered Accountants of India ('ICAI');</li> <li>2) a Commerce Graduate, CTM</li> <li>3) Post Graduate Diploma in Business Analytics (PGDBA)</li> <li>4) LLM from reputed university</li> </ol>
<b>No. of Shares held:</b> <b>(a) Own</b> <b>(b) For other persons on beneficial basis</b>	NIL
<b>No. of Board meetings attended during the Financial Year 2023-24</b>	None as appointed in the board meeting held on July 30, 2024.
<b>List of Directorships in listed entities and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]</b>	<ol style="list-style-type: none"> <li>1. MAYUR UNIQUOTERS LIMITED</li> <li>2. ELECTROTHERM (INDIA) LIMITED</li> </ol>
<b>List of Directorship in other Companies/ LLP as on July 30, 2024</b>	<ol style="list-style-type: none"> <li>1. EDGE WHAREHOUSING IV PRIVATE LIMITED</li> <li>2. EDGE WHAREHOUSING III PRIVATE LIMITED</li> <li>3. EDGE WHAREHOUSING I PRIVATE LIMITED</li> <li>4. EDGE WHAREHOUSING VI PRIVATE LIMITED</li> <li>5. EDGE WHAREHOUSING V PRIVATE LIMITED</li> <li>6. WHITE WINDOW CONSTRUCTIONS PRIVATE LIMITED</li> <li>7. WHITE WINDOW CONSULTANCY SERVICES PRIVATE LIMITED</li> <li>8. WHITE WINDOW WHAREHOUSE LLP</li> </ol>
<b>Chairperson/Member of the Committee of Directors of other Public Limited Companies in which he is a Director</b>	NIL
<b>Relationship with other Directors or Key Managerial Personnel of the Company inter-se</b>	None



**Brief profile of Dr. G P Rao**

Dr. G P Rao is the Founder & Managing Partner, GPR HR Consulting LLP , New Delhi. He had earlier spent 37 years in HR and General Management with SAIL, JK, Birlas and RIL in India and Malaysia. He set up his consultancy in 2014 and is known as a Business Coach; Workplace Synergy Facilitator; Social Scientist; Strategic People Advisor , new Age Trainer and an Inspirational Speaker.

Dr. G P Rao, as fondly known, is qualified Commerce, Public Administration, Social Work and Business Management; Assessment Tools of MBTI, OPQ, SHL, Human Edge etc and an honorary Ph.D

He has received several Awards including Outstanding Contribution Award from NHRDN, HR Professional of the year Award , HR Leadership Excellence Award at Singapore , Achievers Awards at Colombo and in New Delhi and also got felicitated at the silver jubilee conference of NHRDN

He is a former National Secretary- National HRD Network, Former Zonal Chair-Rotary International and currently the Area Director- Business Network International-N E W Delhi; Advisor-KIIT University, Vice Chairman-NGO-Bharatiyam , Member -Saadho Yugantar and Advisor to several organisations

He has a passion for moderation, mentoring , knowledge sharing and networking

Other details of Dr. G P Rao are as follows:

<b>Particulars</b>	<b>Details</b>
<b>Name of the Director</b>	Dr. Gopalsetty Prasad Rao
<b>Date of Birth/Age</b>	01/07/1952
<b>Date of First Appointment</b>	July 30, 2024
<b>Expertise in specific functional area</b>	Dr. Gopalsetty Prasad Rao is the Founder & Managing Partner, GPR HR Consulting LLP , New Delhi. He had earlier spent 37 years in HR and General Management with SAIL, JK, Birlas and RIL in India and Malaysia. He set up his consultancy in 2014 and is known as a Business Coach; Workplace Synergy Facilitator; Social Scientist; Strategic People Advisor , new Age Trainer and an Inspirational Speaker
<b>Qualification</b>	Dr. GP, as fondly known, is qualified Commerce, Public Administration, Social Work and Business Management; Assessment Tools of MBTI, OPQ, SHL, Human Edge etc and an honorary Ph.D
<b>No. of Shares held: (a) Own  (b For other persons on beneficial basis</b>	NIL
<b>No. of Board meetings attended during the Financial Year 2023-24</b>	None as appointed in the board meeting held on July 30, 2024.
<b>List of Directorships in listed entities and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]</b>	NIL
<b>List of Directorship in other Companies/LLP as on July 30, 2024</b>	<ol style="list-style-type: none"> <li>1. SURANGE HEALTHCARE (NORTH INDIA) PRIVATE LIMITED</li> <li>2. HIRED60 INNOVATION PRIVATE LIMITED</li> <li>3. MATCH BOARD LLP</li> <li>4. GO DESTINATION BOARDROOM LLP</li> <li>5. CUTTING EDGE HR CONSULTING LLP</li> <li>6. WITHYA HR FUND LLP</li> <li>7. GPR HR CONSULTING LLP</li> </ol>
<b>Chairperson/Member of the Committee of Directors of other Public Limited Companies in which he is a Director</b>	NIL
<b>Relationship with other Directors or Key Managerial Personnel of the Company.</b>	None

**Brief profile of Dr. MUKUL JAIN:**

Dr. Mukul Jain has extensive academic qualifications and rich diverse experience of more than 30 years in industry, corporate sector, academics, training and capital markets. He has a good understanding of business strategies and critical thinking.

He is currently on the Board of a NSE listed company as a 'Non-Executive Independent Director' as well as he is a 'Non-Executive Director' with a Pvt. Ltd. Co. He is also an Honorary Director with a management institute, affiliated to Haryana State Government University. He is a Corporate Trainer on Financial Planning, Capital Markets, Investments, Insurance, soft & behavioral skills, POSH, Production & Operations Management, Quality and empaneled with a few public sector companies and Visiting Professor in management domain with business institutes in Delhi-NCR. He is member of many professional & social bodies and holds positions in some of them.

He is the empaneled Training Resource Person of SEBI (Securities & Exchange Board of India), NISM (National Institute of Securities Markets), BSE, NSE, CDSL and he has individually conducted more than 700 "Investor Awareness workshops" to spread Financial Planning & Investment awareness among various groups of citizens in the country since the past more than 10 years.

He also conducts live lecture sessions on UGC's higher education T.V. channel 'Vyasa' on topics of Management, which are uploaded on YouTube. His several other lectures are also available on YouTube.

He is a mechanical engineering graduate with 3 post-graduations in different domains of Management, namely Operations, Finance & HR. He holds a Ph.D. degree in the subject of Behavioral Finance. He has 3 'Fellowships' in the fields of Financial Planning, Insurance & Investments. He has hundreds of other certifications in the domains of soft skills, Quality Management, Company laws & Corporate Governance, Financial Planning, Capital Markets, Insurance.

During his early career, he was also involved in his family business of small-scale manufacturing, distribution and retail operations in textiles, yarn and garments.

Other details of Dr. Mukul Jain are as follows:

Particulars	Details
<b>Name of the Director</b>	Dr. Mukul Jain
<b>Date of Birth/Age</b>	15-09-1961
<b>Date of First Appointment</b>	July 30, 2024
<b>Expertise in specific functional area</b>	<ol style="list-style-type: none"> <li>1) An academican, trainer, management consultant &amp; entrepreneur with experience in academic teaching, Consulting, Corporate Training, Investor Awareness seminars, Quality Management and manufacturing industry, Engineering &amp; skill development, Company Law, Life &amp; General Insurance, Retirement Planning, Mutual Funds, Soft skills, Corporate Governance.</li> <li>2) 'Visiting Professor' with other management institutions &amp; reputed Universities</li> </ol>
<b>Qualification</b>	<ol style="list-style-type: none"> <li>1) B.E. (Mech.)—Bachelor's Degree in Mechanical Engineering, from Bangalore University</li> <li>2) Honors Diploma in Network-centered-Computing, C++, Java from NIIT.</li> <li>3) PGDM with specialization in 'Operations Management' from All India Management Association.</li> <li>4) P.G. Diploma in 'Training &amp; Development' from 'Indian Society for Training &amp; Development'</li> <li>5) MBA with specialization in HR &amp; Finance—from Manav Bharti University, Solan</li> <li>6) Ph.D. in Management—from 'Sai Nath University', Ranchi</li> </ol>
<b>No. of Shares held:</b> <b>(a) Own</b> <b>(b) For other persons on beneficial basis</b>	NIL
<b>No. of Board meetings attended during the Financial Year 2023-24</b>	None as appointed in the board meeting held on July 30, 2024.

<b>Chairperson/Member of the Committee of the Board of Directors of the Company</b>	NIL- Dr. Mukul Jain was appointed as the Additional Director (Independent Member) of the Company on July 30, 2024
<b>List of Directorships in listed entities and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]</b>	1. Mohini Health & Hygiene Ltd - Member of 2 important Committees of Board of Directors, i.e., Audit Committee as well as Nomination & Remuneration Committee
<b>List of Directorship in other Companies as on July 30, 2024</b>	1. LAXMIWEALTH CREDIT MANAGEMENT SOLUTIONS PRIVATE LIMITED
<b>Chairperson/Member of the Committee of Directors of other Public Limited Companies in which he is a Director</b>	NIL
<b>Relationship with other Directors or Key Managerial Personnel of the Company.</b>	Not applicable