



Urja Global Limited

Annual Report
2011-2012

URJA GLOBAL LIMITED

2011-2012



Regd. Office
3, Gagan Vihar, Delhi 110092

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CORPORATE INFORMATION

Statutory Auditors

M/s PVR-N & Co.,
2936/43, Saraswati Marg
Karol Bagh,
New Delhi- 110 008

Registrar & Transfer Agent

M/s Alankit Assignment Limited
Shree Nav Durga Bhawan, 2E/21
Jhandewalan Extn.
New Delhi-110 055

Shares Listed at:

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400 001

Board of Directors

Puneet Mohlay
Chairman

Aditya Venketesh
Whole Time Director

Vishnu Gupta
Whole Time Director

Yogesh Kumar Goyal
Whole Time Director

Raajesh Kumar Gupta
Independent Director

Harijanto Soepangkat Widjaja
Independent Director

Company Secretary & Compliance Officer

Ms. Ankita Arora

Registered Office:- 3, Gagan Vihar, New Delhi-110 092

Corporate Office:- A-56, Sector-16, Noida- 201301

Board Committees

Audit Committee

Puneet Mohlay (Chairman)
Raajesh Kumar Gupta
Yogesh Kumar Goyal

Remuneration Committee

Puneet Mohlay (Chairman)
Raajesh Kumar Gupta
Harijanto Soepangkat Wadjaja

Shareholders' /Investors Grievance Committee

Puneet Mohlay (Chairman)
Raajesh Kumar Gupta
Yogesh Kumar Goyal

Chairman's Speech

Dear Shareholders,

On behalf of the Board of Directors, I have an immense pleasure in welcoming you on the occasion of the 20th Annual General Meeting. I am very happy to see you all at our Meeting.

Your Company has performed well in 2011-12. We are positive on the prospects and potential of our business, and expected to grow.

The Indian Power Industry is one of the largest and most important industries in India as it fulfills the energy requirements of various other industries. It is one of the most critical components of infrastructure that affects economic growth and the well-being of our nation.

We have been continuously identifying new opportunities by taking calculated risks to achieve fast growth, persevering to attain the vision, investing and believing in people, and adapting to the changing business environment. We worked towards rapidly expanding our business, along with synergistic diversifications that entail a healthy contribution.

Our strategy is to increase our solar projects through a judicious mixture of the hard work and skills. This requires appropriate increases in manpower of various types and at various levels within the company as well as the development of existing and new vendors. And if we are to ensure that we take in the right quality of people and build up the right quality of vendors, it takes planning and effort by the senior-most managers in the company as well as a fair amount of time to achieve the desired results. The Company is also exploring into business of providing various power solutions through solar energy and looking forward for a vast range of products.

The confidence of expanding our horizons is a reflection of the overwhelming support of our stakeholders, shareholders, bankers, customers and of course, our workmen, officers and staff. Our transparent approach makes me optimistic of achieving our goals.

Thank you for your continued support.

Sd/-
Puneet Mohlay
Chairman



NOTICE

Notice is hereby given that the **20th Annual General Meeting** of the Members of the Company will be held on **Saturday, 28th July, 2012** at 10:30 A.M. at **Hindi Bhawan**, 11, Vishnu Digambar Marg, New Delhi 110002 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet and Profit and Loss Account of the Company for the year ended as at 31st March, 2012 on that date together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Puneet Mohlay, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

Special Business:

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

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII, as amended from time to time, Central Government and such other approvals and permissions if any, the approval of the Members, be and is hereby, accorded for appointment of **Mr. Yogesh Kumar Goyal**, as the Whole Time Director of the Company, for a period of 1 year with effect from 12th May, 2012, at a monthly remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand only) excluding the re-imbursement of Car Expenses, telephone and out of Pocket Expenses.

RESOLVED FURTHER THAT Ms. Ankita Arora, Company Secretary, be and is hereby authorized to sign and file necessary form, document, papers on behalf of the Company with the Registrar of Companies, NCT of Delhi & Haryana, or to do all other acts, deeds, things necessary to give effect to the aforesaid appointment.”

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



“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII, as amended from time to time, Central Government and such other approvals and permissions if any, the approval of the Members, be and is hereby, accorded for appointment of **Mr. Vishnu Gupta**, as the Whole Time Director of the Company, for a period of 1 year with effect from 4th January, 2012, at a monthly remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) excluding the re-imbursment of Car Expenses, telephone and out of Pocket Expenses.

RESOLVED FURTHER THAT Ms. Ankita Arora, Company Secretary, be and is hereby authorized to sign and file necessary form, document, papers on behalf of the Company with the Registrar of Companies, NCT of Delhi & Haryana, or to do all other acts, deeds, things necessary to give effect to the aforesaid appointment.”

For and on Behalf of the Board For Urja Global Ltd	
Date: 20th June, 2012	Sd/- Ankita Arora
Place: Delhi	Company Secretary



NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
2. An Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 related to Special Business (es) is enclosed herewith.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
5. Pursuant to Section 154 of the Companies Act, 1956 the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 23rd July, 2012 to Saturday, 28th July, 2012 (inclusive both days).
6. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. M/s. M/s Alankit Assignments Limited, 2E/21, Jhandewalan Extn., New Delhi-110055. Members holding shares in electronic form must intimate the change in their address, if any, to their respective depository participant.
7. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the Management to compile the relevant information to reply the same in the meeting.
8. The Copies of Memorandum and Articles of Association of the Company shall be available for inspection during business hours at the Registered Office of the Company.
9. The brief resume of the Director (s) proposed to be re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and Memberships/ chairmanships of Board Committees and number of shares, as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchange(s), are enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4:

Mr. Yogesh Kumar Goyal was appointed as an Additional Director of the Company, in the meeting of Board of Directors held on 12th May, 2012, under the provisions of the Companies Act, 1956 and also appointed as the Whole Time Director in the same meeting, subject to the approval of the shareholders in the Annual General Meeting for a period of 1 year on the terms and conditions and remuneration package as set out in the resolution above. The Company has received a notice under Section 257 of the Act proposing their candidature as Director. In terms of the prevailing laws, the said appointment is required to be approved by the shareholders. The detailed terms and conditions including remuneration are as follows:

- a. **Salary and perquisites & allowances per annum:** Salary upto Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month.
- b. **Reimbursement of expenses:** Re-imbursement of telephone and/or mobile phone(s) bills, conveyance, or other out of pocket expenses incurred in course of the official duties shall be reimbursed and not considered as perquisites.
- c. The office of the Whole Time Director may be terminated by the either side with a notice period of 3 (three) months in writing.

The Board recommends the proposed resolution for approval of members by way of an Ordinary Resolution.

None of the Directors, except Mr. Yogesh Kumar Goyal is concerned or interested in the resolution.

Item No. 5:

Mr. Vishnu Gupta was appointed as an Additional Director of the Company, in the meeting of Board of Directors held on 4th January, 2012, under the provisions of the Companies Act, 1956 and also appointed as the Whole Time Director in the same meeting, subject to the approval of the shareholders in the Annual General Meeting for a period of 1 year on the terms and conditions and remuneration package as set out in the resolution above. The Company has received a notice under Section 257 of the Act proposing their candidature as Director. In terms of the prevailing laws, the said appointment is required to be approved by the shareholders. The detailed terms and conditions including remuneration are as follows:

- a. **Salary and perquisites & allowances per annum:** Salary upto Rs. 50,000/- (Rupees Fifty Thousand Only) per month.
- b. **Reimbursement of expenses:** Re-imbursement of telephone and/or mobile phone(s) bills, conveyance, or other out of pocket expenses incurred in course of the official duties shall be reimbursed and not considered as perquisites.



- c. The office of the Whole Time Director may be terminated by the either side with a notice period of 3 (three) months in writing.

The Board recommends the proposed resolution for approval of members by way of an Ordinary Resolution.

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

For and on Behalf of the Board
For **Urja Global Ltd**

Sd/-
Ankita Arora
Company Secretary

Date: 20th June, 2012
Place: Delhi

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT

(Pursuant to clause 49 of the Listing Agreement)

Name of Director	Mr. Puneet Mohlay	Mr. Yogesh Kumar Goyal	Mr. Vishnu Gupta
Nationality	Indian	Indian	Indian
Date of Appointment	1 st May, 2008	12 th May, 2012	4 th January, 2012
Designation	Chairman	Executive Director	Executive Director
Qualifications	FCA	M.Com	MBA, BE (Electrical)
Expertise in specific functional areas	Financial Acumen and Provide services to E.O.U.s	General Administration, management, corporate policy implementation and achievement of targets.	40 years of extensive experience at senior level position in PSU's and MNC's
List of Directorships held in other Companies	Nil	· Daphne Investment & Properties Ltd. · BMA Capfin Ltd.	Nil
Membership/ Chairmanship of various Board Committees	Nil	Nil	Nil
Shareholding	1,00,000 (Convertible Warrants)	NIL	NIL