



URJA GLOBAL LIMITED

Creating New Synergies & Carving New Strategies.

25th

ANNUAL REPORT

2016 - 17

GLIMPSE OF THE YEAR



**Installation of Solar street light
at village schools in Madhya Pradesh.**

**Glimpse of Awareness
campaign**

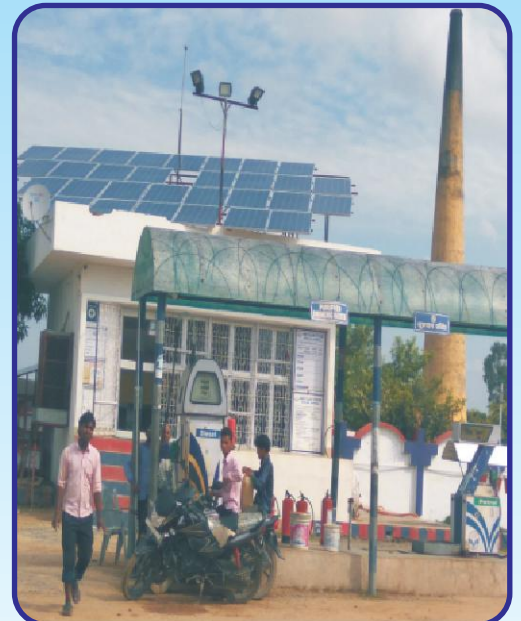


**Signed MOU with Bihar Renewable
Development Agency for design, supply,
distribution and maintenance of Solar
High Masti Lightning System at all primary
health centres in Bihar for five years**



Urja at EV Expo at Pragati Maidan in December, 2016.

Installation of Solar panels at Moradabad, Uttar pradesh.



Installation of 8KW Solar Off grid system at Rajasthan.

WE MAKE GOING SOLAR SIMPLE



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Corporate information

Board of Directors

Ms. Honey Gupta
Mr. Yogesh Kumar Goyal
Mr. Aditya Venketesh
Ms. Payal Sharma
Mr. Prithwi Chand Das
Mr. Sunil Kumar Mittal

Managing Director
Whole time Director
Whole time Director
Director
Director
Director

Company Secretary

Mr. Sumit Bansal

Registrar & Share Transfer Agent

M/s Alankit Assignments Limited
1E/13 Jhandewalan Extension,
New Delhi - 110015

Chief Financial Officer

Mr. Gagan Gupta

Secretarial Auditor

Mr. Sanjay Chugh

Statutory Auditor

M/s PVR-N Co
Chartered Accountant

Bankers

ICICI Bank, IDBI Bank,
Punjab National Bank

Registered Office

487/63, First Floor, National Market,
Peeragarhi, New Delhi-110087
Ph No: +91 11 25279143/+91 11 45588275
Email: cs@urjaglobal.in, CIN: L67120DL1992PLC048983
Listed: National Stock Exchange , Bombay Stock Exchange

Plant Locations

| S. No | |
|-------|--|
| 1. | Plot No.11, Sector-16, HSIIDC, Bahadurgarh, District-Jhajjar, Haryana-124507 |
| 2. | F-287, Road No. 4, Bhamshah, Riico Industrial Area, Kaladvas Udaypur, Rajasthan - 313004 |

Letter to Shareholders & Stakeholders

Dear Shareowners & Stakeholders of Urja,

I am delighted to share your Company's performance and our work towards a stronger, faster & brighter 'Urja' at the 25th Annual General Meeting of the Company.

The current economic environment requires a quest to succeed against odds and pursuit for efficiency in everything we do. Closer home, India experienced its own disruption with an unprecedented and audacious act of demonetization. In a purported bid to weed out black money, nearly 85% of the currency in circulation was sucked out of the system. The sudden act, led to utter uncertainty, chaos and insecurity that gripped businesses & individuals alike. Urja swiftly reviewed the emerging scenario, in respect to our key stakeholders including dealer channel and further the business in co-operation with them.

Our Vision & Mission “ **उर्जा बनाओ, उर्जा बचाओ, पैसे कमाओ** ” is the guiding light for the team at Urja. Our aim is to accelerate the adoption of solar technology across the globe to conserve our Environment and provide an environmentally friendly, Sustainable and conflict free power supply. Urja brand continues to emerge stronger through constant innovation, product launches, marketing and creating relationship with consumers on an ongoing basis. We managed to provide our Customers high value products and solutions through building our strong foundation in manufacturing and our commitment to Innovation, efficiency, quality and viability of our products, thereby resulting in profitability.

Whilst Surfing the Development Wave, your Company has participated in "3rd Eco-friendly EVEXPO 2016 and added one more product in its kitty i.e. E-Rickshaw. as Urja is dedicated working towards Green Revolution. The product is eco-friendly, economic, easy to drive, combating noise pollution and last but not the least very good opportunity for employment with very less investment. Our philosophy is to become a trusted Green brand and we are continuously working for the same. You would be pleased to know that our innovative products have been warmly accepted by the consumers. We expect a similar growth trajectory in the current year as well. We are focusing on deeper penetration to enhance our distribution footprints.

I am also glad to share that your Company has received approval of Listing of Equity Shares of the Company on **National Stock Exchange of India Limited** during the year. Another feather in the cap of Urja is that your Company has entered into the contract with Bihar Renewable Energy Development Agency (BREDA) for design, supply, distribution and comprehensive maintenance of Solar High Mast Lighting System at all primary health centre in the state of Bihar for five years.

We are riding India's development wave of opportunity and optimism and generating a self-accelerating process of economic development for the ultimate benefit of all our stakeholders.

As in the past, I, on behalf of our entire team, assure you of our singular commitment to the growth of Company with ethics and integrity. I would express my gratitude to our diverse stakeholders, our customers, vendors, bankers, all the staff members and the Board of Directors for their continued support, enthusiasm and guidance.

We look ahead to march forward together as we embark on the key journey of "**Creating new synergies and Carving new Strategies**".

Warm Regards,
Honey Gupta
Managing Director

Notice

Notice is hereby given that the 25th Annual General Meeting of the Members of Urja Global Limited will be held on **Saturday, the 23rd Day of September, 2017 at 11:00 A.M. at Plot No. 31, Sector-14, Dwarka, Opp. NSIT Main Gate, New Delhi-110078** to transact the following business (es):

ORDINARY BUSINESS (ES):

1. To consider and adopt;
 - a) the audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, along with the reports of the Board of Directors and Auditors thereon; and
 - b) the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, along with the reports of the Auditors thereon
2. To appoint a Director in place of **Mr. Yogesh kumar Goyal (DIN: 01644763)**, who retires by rotation and, being eligible seeks re-appointment.
3. To appoint M/s ASHM & Associates, Chartered Accountants as Statutory Auditors of the Company for Financial Year ending 31st March, 2018 and if thought fit, pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 139, 142& other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 including any statutory enactment or modification thereof, and pursuant to the recommendations of the Audit Committee of the Board of Directors and subject to the approval of Shareholders, M/s ASHM & Associates, Chartered Accountants, **(Firm Registration No: 005790C)** be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting to be held in the year 2018 and that the Board of Directors be and is hereby authorized to fix the remuneration as may be recommended by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS (ES):

4. To re-appoint **Mr. Yogesh Kumar Goyal (DIN: 01644763)** as a Whole Time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution(s):

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and other applicable provisions, if any, **Mr. Yogesh Kumar Goyal** be and is hereby reappointed as a Whole-Time Director of the Company for a period of one year, with effect from 1st June, 2017 upto 31st May, 2018 at a remuneration not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per month whether paid as salary, allowance (s) perquisites or a combination thereof and 2% commission on Sales subject to the amount not exceeding the limit specified under Schedule V to the Companies Act, 2013.

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

RESOLVED FURTHER THAT Mr. Sumit Bansal, Company Secretary of the Company, be and is hereby, authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant Statutory Bodies, and to comply with all other requirements in this regard."

5. To re-appoint **Mr. Aditya Venketesh (DIN: 02642755)** as a Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V of the Companies act, 2013 and Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and other applicable provisions, if any, **Mr. Aditya Venketesh** be and is hereby reappointed as a Whole-Time Director of the Company for a period of one year, with effect from 1st June, 2017 upto 31st May, 2018 at a remuneration not exceeding **Rs. 25,000/- (Rupees Twenty Five Thousand only)** per month whether paid as salary, allowance (s) perquisites or a combination thereof, and 2% commission on Sales or such other amount subject to the amount not exceeding the limit specified under Schedule V to the Companies Act, 2013.

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

RESOLVED FURTHER THAT Mr. Sumit Bansal, Company Secretary of the company, be and is hereby, authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant Statutory Bodies, and to comply with all other requirements in this regard."

6. To appoint **Mr. Puneet Kumar Mohlay (DIN:01855702)** as Independent Director of the Company and in this regard to consider and if thought it, to pass the following resolution with or without modification as an **ordinary resolution**.

"RESOLVED THAT pursuant to Section 149, 150, 152 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013, ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Puneet Kumar Mohlay (DIN: 01855702) who was appointed as an Additional Director with effect from 11th August, 2017 under section 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual general Meeting be and is hereby appointed as an Independent Director of Company to hold office for a period of five consecutive years for a term up to

August 10, 2022."

RESOLVED FURTHER THAT Mr. Sumit Bansal, Company Secretary of the Company, be and is hereby, authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant Statutory Bodies, and to comply with all other requirements in this regard."

7. To seek approval for issue of Green Bonds for funding the Renewable Energy projects up to \$ 500 Million and appoint necessary agency in this regard and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution

"RESOLVED THAT pursuant to provisions of section 42, 179 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and the rules, circulars and guidelines issued by Reserve Bank of India ("RBI") from time to time (including any statutory enactment(s) or modification(s) or reenactment(s) thereof for the time being in force and all other relevant provisions of applicable laws(s), the provisions of Memorandum and Articles of Association of company and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to issue Green bonds up to \$ 500 Million for funding the Renewable Energy projects and appoint necessary agencies in this regard.

"RESOLVED FURTHER THAT the board of Directors (hereinafter referred to as "Board" or any committee of the Board or such other persons as may be authorized by the board, be and are hereby authorized to negotiate, modify and finalize the terms and conditions of issue of Green Bond and sign the relevant documents/agreements in connection with issue of Green bond and any other documents as may be required, in connection with issue of Green bond and to execute such documents, deeds, writings, papers and/or agreements as may be required and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution.

"RESOLVED FURTHER THAT Mr. Yogesh Kumar Goyal, Whole time Director and Mr. Sumit Bansal, Company secretary of the company be and are hereby authorized severally to do the necessary filings with the Registrar of Companies any other regulatory/statutory authority(ies) as required by applicable laws and do all such acts, matters deeds and things as may be necessary or desirable in connection with or incidental to give effect to this resolution."

8. To seek the approval for Listing of Green Bond, Equity Shares of Company at NASDAQ/London Stock exchange/Singapore Stock Exchange and if thought fit, pass with or without modification(s) the following resolution as an Special Resolution

"RESOLVED THAT approval of shareholders of the company be and is hereby accorded for filing of applications for listing of Green Bonds, Equity shares and any other form of the capital and debt available with the Company on NASDAQ/London Stock Exchange/Singapore Stock Exchange in accordance with the provisions of Companies Act, 2013 and rules framed thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR Regulations"), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, Memorandum and Article of Association of the Company and all other applicable laws and provisions, if any subject to the approval of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other appropriate statutory and other authorities as required, and such other approvals, consent, permissions and sanctions as may be necessary.

"RESOLVED FURTHER THAT the Board of Directors including any of Committee thereof formed for the purpose of listing be and is hereby authorized to do all such acts, deeds and things and take necessary actions and measures as may be required to undertake listing of bonds and shares in accordance with applicable laws.

By the Order of Board of Directors

Sumit Bansal
Company Secretary

New Delhi, 11th August, 2017

Registered Office: 487/63, 1st Floor, National Market, Peeragarhi, New Delhi - 110087

CIN: L67120DL1992PLC048983

E-mail: cs@urjaglobal.in

NOTES:

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

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

The Proxy Form in Form MGT-11 is annexed with the Notice.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxy/authorized representative should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.