

# BAJAJ GLOBAL LIMITED

CIN: L51900MH1985PLC036519

Regd Office: Imambada Road, Nagpur-440018 (MS) (INDIA)

TEL: +917122720071-75 FAX: 0712-2723068

Email: [cs@bajajngp.com](mailto:cs@bajajngp.com) Website: [www.bajajgloballtd.com](http://www.bajajgloballtd.com)

## **BAJAJ GLOBAL LIMITED**

### **NOTICE**

NOTICE is hereby given that the **Thirty Fifth** Annual General Meeting of the Shareholders of **M/s BAJAJ GLOBAL LIMITED** will be held on **TUESDAY, the 22<sup>nd</sup> Day of DECEMBER, 2020 at 4.00 P.M.** at the Registered Office at Imambada Road, Nagpur-440018 (Maharashtra) to transact the following business:

#### **ORDINARY BUSINESS :-**

- 1) To receive, consider and adopt the Standalone Audited Financial Statements of the company for the year ended 31<sup>st</sup> March, 2020 and Reports of the Auditors and Directors thereon.
- 2) To appoint a Director in place of Shri. Monal Malji (DIN: 00511813), who retires by rotation and being eligible offers herself for re-appointment.

#### **SPECIAL BUSINESS:-**

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

- 3) **RE-APPOINTMENT OF SHRI AKSHAY RANKA (DIN 00235788) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF 5 (FIVE) YEARS:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per SEBI LODR, Regulations, 2015, Shri Akshay Ranka (DIN 00235788), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five consecutive years with effect from 06<sup>th</sup> February, 2020 to 05<sup>th</sup> February, 2025.

**RESOLVED FURTHER** that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”.

- 4) **RE-APPOINTMENT OF DR. MAHENDRA KUMAR SHARMA (DIN 00519575) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF 5 (FIVE) YEARS:**

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**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per SEBI LODR, Regulations, 2015, Dr. Mahendra Kumar sharma (DIN 00519575), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re- appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five consecutive years with effect from 06<sup>th</sup> February, 2020 to 05<sup>th</sup> February, 2025.

**RESOLVED FURTHER** that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”.

**5) RE-APPOINTMENT OF SMT SUNEET MENON (DIN 07087748) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF 5 (FIVE) YEARS:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)and as per SEBI LODR, Regulations, 2015, Smt Suneet Menon (DIN. 07087748), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re- appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five consecutive years with effect from 06<sup>th</sup> February, 2020 to 05<sup>th</sup> February, 2025.

**RESOLVED FURTHER** that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”.

**Registered Office:**  
**Imambada Road,**  
**Nagpur-440018 (Maharashtra)**

**By order of the Board,**  
**For BAJAJ GLOBAL LTD.**

**AKSHAY RANKA**  
**DIRECTOR**  
**(DIN: 00235788)**

**Place: Nagpur**  
**Dated:27/11/2020**

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## NOTES :

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Proxies in order to be effective must be lodged at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **13.09.2020 to 23.09.2020 (both days inclusive)**.
3. Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement in respect of the Item No. 3, Item No.4 and Item No. 5 of the Notice is enclosed.
4. Members are requested to bring their copies of the Annual Report to the Meeting. They are also requested to avoid being accompanied by non-members and children.
5. Members are requested to notify immediately any change in their addresses quoting their Folio/Client ID No. to the Company's Registrars & Share Transfer Agents – **M/s Adroit Corporate Services (P) Ltd.** 1<sup>st</sup> Floor, 19/20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai – 400 059 (Maharashtra) Tel : (022) 2859 0942/4442/4428/4060, E.mail: [adroits@vsnl.net](mailto:adroits@vsnl.net)
6. SEBI has mandated submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants, where shares are held in electronic form. However, if shares are held in physical form, members are advised to register their email Ids with **M/s Adroit Corporate Services (P) Ltd.** at [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
7. Members, who still hold shares in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which includes easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
8. Corporate members are requested to send in advance their duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.
9. Members/proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting.
10. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.
11. For security reasons, no article/baggage will be allowed at the venue of the meeting.

## 12 . Voting through Electronic Means :

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44(1) of SEBI (Listing

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Obligations and Disclosure Requirements) 2015 , the Company is pleased to provide members facility to exercise their right to vote at the 35<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited.

## The instructions for members for voting electronically are as under :

The e-voting period begins on 18.12.2020 (9.00 AM) and ends on 21.12.2020 (5.00 PM). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date of 11.12.2020 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

### In case of members receiving e-mail :

- 1) the shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on “Shareholders” tab.
- 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. Members holding shares in Physical Form should enter Folio No. Registered with the Company.
- (iv) Next enter the Image Verification as displayed and then Click on “**Login**”.
- (v) 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 voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below :

	<b>For Members Holding Shares in Demat Form &amp; Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 1. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 2. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<b>Dividend Bank Details OR Date Of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your Demat Account or in the Company records in order to login. 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 as mentioned in instruction (iv).

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(a) After entering these details appropriately, click on “**SUBMIT**” tab.

(b) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(c) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vii) Click on “**Electronic Voting Sequence Number (EVSN) – of “BAJAJ GLOBAL LIMITED”**”. This will take you to the voting page.

(viii) 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.

(ix) Click on the “**Resolutions File Link**”. If you wish to view the entire Resolutions,

(x) 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.

(xi) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification Code & click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Iphone and Windows phone users can download the App from the App store and the Windows Phone Store Respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xiii) **Note for Non – Individual Shareholders and Custodians**

1. Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be

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emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

2. 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.

3. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

4. 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..

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In addition to the E-voting facility as described above, the company shall make a voting facility available at the venue of the AGM, by way of ballot paper, Member may participate in the AGM even after exercising right to vote through e-voting as above but shall not be allowed to vote again at the AGM. Only such members attending the AGM who have not already cast their votes by e-voting shall be able to exercise their right to vote at the AGM. E-voting facility will not be made available at the AGM venue.

### 13 . Voting Through Physical Ballot Form :

In terms of Clause 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 the members who do not have access to e-voting are requested to fill in the Physical Ballot Form enclosed with the Notice and submit the same in a sealed envelope to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before **21.12.2020 (5.00 PM)**. The Scrutinizer’s decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.

M/s B.Chhawchharia & Co, Chartered Accountants, Nagpur, (Firm Registration No. 305123E) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding Three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least Two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, voting by show of hands will not be allowed in the meeting.

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**By order of the Board,**  
**For BAJAJ GLOBAL LTD.**

**AKSHAY RANKA**  
**DIRECTOR**  
**(DIN: 00235788)**

**Place: Nagpur**  
**Dated:27/11/2020**

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## ANNEXURE TO THE NOTICE

### Explanatory Statement

[Pursuant to Section 102(2) of the Companies Act, 2013]

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**Item No.: 3, 4, & 5** Shri Akshay Ranka (DIN: 00235788), Dr. Mahendra Kumar sharma (DIN: 00519575 ) and Smt Suneet Menon (DIN: 07087748) were appointed as a Non- Executive Independent Directors on the Board of the Company by the members at the 30<sup>th</sup> AGM of the Company for a period of 5 (five) consecutive years commencing from February 06 , 2015 upto February 05, 2020. The Board of Directors at their meeting held on January 18, 2020, based on the performance evaluation and recommendations of the Nomination and Remuneration Committee have approved the re-appointment of Shri Akshay Ranka, Dr. Mahendra Kumar sharma and Smt Suneet Menon as a Non- Executive Independent Directors of the Company, not liable to retire by rotation to hold office for a second term of 5 (Five) consecutive years subject to approval of the Shareholders. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms. Shri Akshay Ranka, Dr. Mahendra Kumar sharma and Smt Suneet Menon are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from Shri Akshay Ranka, Dr. Mahendra Kumar sharma and Smt Suneet Menon that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Shri Akshay Ranka, Dr. Mahendra Kumar sharma and Smt Suneet Menon fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. The Board also considered that their continued association would be immense benefit of the Company. Except the appointee directors with regard to the resolution of their respective reappointment, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions .The Board recommends the Special Resolutions set out at Item Nos. 3, 4 and 5 of the Notice for approval by the members.

**Registered Office:**  
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**By order of the Board,**  
**For BAJAJ GLOBAL LTD.**

**AKSHAY RANKA**  
**DIRECTOR**  
**(DIN: 00235788)**

**Place: Nagpur**  
**Dated: 27/11/2020**



