

NOTICE

Notice is hereby given that the 9th Annual General Meeting of **HINDUJA RENEWABLES ENERGY PRIVATE LIMITED** will be held on **Thursday, 28th October, 2021 at 5.15 PM** through Video Conference (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2021 together with the Reports of Board of Directors and Auditors thereon.
2. To receive, consider and adopt Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2021 together with the Reports of Board of Directors and Auditors thereon.
3. To appoint Auditors of the Company and to fix their remuneration and for that purpose, to pass the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. S R B C & Co. LLP, Chartered Accountants, (FRN:324982E/E300003) be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting, and the Board of Directors of the Company be and are hereby authorised to fix their remuneration for the said period in consultation with the Auditors and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

4. To appoint a Director in place of Mr. Natarajan Chandrasekaran (DIN: 01635415), who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Natarajan Chandrasekaran (DIN: 01635415), Director of the Company, who retires by rotation and is eligible for re-appointment, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

SPECIAL BUSINESS

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

“**RESOLVED THAT** Mr. Sumit Pandey (DIN: 08135457), who was appointed by the Board of Directors as an Additional Director of the Company effective July 15, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the

HINDUJA RENEWABLES ENERGY PRIVATE LIMITED

[Formerly known as Fonroche Saaras Energy Private Limited]

CIN: U40300MH2012FTC225947

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Worli, Mumbai 400018.

Corp. Off: Unit No.611/612, 1st Floor, Building No.6, Solitaire
Corporate Park, Andheri Ghatkopar Link Road, Andheri (East),
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Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed a Director of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), as amended or re-enacted from time to time, read with Schedule V and rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), subject to such other consents, approval, permissions as may be required, consent of the Members be and is hereby accorded to regularize Mr. Sumit Pandey as a Whole-time Director designated as Chief Executive Officer (CEO) (whole-time Key Managerial Personnel) of the Company for a period of five years with effect from 15th July, 2021 to 14th July, 2026. ;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary, modify or otherwise vary the terms and conditions of the re-appointment of Mr. Sumit Pandey including remuneration from time to time as may be considered appropriate, subject to the overall limits specified in the Act;

RESOLVED FURTHER THAT Mr. Sumit Pandey, as a Chief Executive Officer, shall work under the superintendence, control and directions of the Board of Directors of the Company and the appointment of Mr. Sumit Pandey as Whole-time Director designated as Chief Executive Officer of the Company shall automatically be treated as withdrawn and cancelled if for any cause or reason Mr. Sumit Pandey ceases to be the employee of the Company;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Maharashtra, Mumbai to give effect to the above resolution.”

On behalf of the Board,

**Prashant Jain
Company Secretary
Membership No: F9634**

Place: Mumbai

Date: 5th October, 2021.

Registered Office

HinduJa House, 171, Dr. A. B. Road,
Worli, Mumbai – 400 018.

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NOTES

1. The explanatory statement is required under section 102(1) of the Companies Act, 2013 is attached hereto.
2. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular no. 20/2020 dated 5th May, 2020 and circular no. 02/2021 dated 13th January, 2021 permitted convening the Annual General Meeting through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”), the Annual General Meeting (“AGM”) of the Company is being held through VC / OAVM.
3. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA 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 and Attendance Slip are not annexed to this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Corporate Shareholders are required to send a scanned copy of its Board Resolution together with attested specimen signature(s) of the duly authorised representative(s), to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent by email to gaurav.bandekar@hindujarenewables.com.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. Guidelines for joining AGM through VC/OAVM are as under:
 - a) Members may note that the AGM of the Company will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company through separate email to their Email IDs.
 - b) The facility of joining the AGM through VC/OAVM will be opened 15 minutes before the scheduled start-time of the meeting.
 - c) Members can participate in the AGM through their desktops/smartphones/laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with high-speed internet connectivity.
 - d) Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.
 - e) For any assistance, query, any other information, Members may connect to Mr. Gaurav Bandekar on email gaurav.bandekar@hindujarenewables.com or mobile no. 9619254624.

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ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF
COMPANIES ACT, 2013**

Item No. 5

Mr. Sumit Pandey was appointed as an Additional Director of the Company at the meeting of the Board of Directors of the Company held on July 15, 2021 with immediate effect, pursuant to the provisions of Section 161 of the Companies Act, 2013. He will hold office up to the date of the ensuing Annual General Meeting (AGM). It is proposed to regularise his appointment as Director of the Company at this Annual General Meeting.

The Board recommends resolution no. 5 for your approval by way of Ordinary Resolution.

None of the Director except Mr. Sumit Pandey and Key Managerial Personnel or their relatives are in anyway interested or concerned in the proposed resolution.

Item No. 6

The Board of Directors of the Company at its meeting held on 15th July, 2021 appointed Mr. Sumit Pandey as Whole-time Director designated as Chief Executive Officer (CEO) (whole-time Key Managerial Personnel) for a period of five years with effect from 15th July, 2021 to 14th July, 2026. The approval of the members is being sought for regularization of Mr. Sumit Pandey as Whole-time Director designated as Chief Executive Officer (CEO) (whole-time Key Managerial Personnel).

Brief Profile of Mr. Sumit Pandey

Mr. Sumit Pandey is a renewable energy professional with in-depth expertise of the solar sector. He has been associated with the India grid connected solar since 2010. Prior to Hinduja Renewables, he was with UPC-AC Renewables India, where, as the Country Director, he was instrumental in setting up the platform and for developing over 600MWp.

He was also a Head of Project Development with Moser Baer Solar IPP business for over 6 years. He has a varied experience of 20 years across companies like SBI Caps, ICICI Bank and Dell Computers.

He is an alumnus of IIM Ahmedabad and a Mechanical Engineer from NIT, Trichy.

The Board recommends resolution no. 6 for your approval by way of Ordinary Resolution.

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None of the Director except Mr. Sumit Pandey and Key Managerial Personnel or their relatives are in anyway interested or concerned in the proposed resolution.

On behalf of the Board,

**Prashant Jain
Company Secretary
Membership No: F9634**

Place: Mumbai

Date: 5th October, 2021.

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ANNEXURE – A
Details of Director seeking re-appointment at the Annual General Meeting of the Company
[Pursuant to Secretarial Standard 2 on General Meeting]

Sr.	Particulars	Details	Details
1	Name of Director	Mr. Natarajan Chandrasekaran	Mr. Sumit Pandey
2	Director Identification Number (DIN)	01635415	08135457
3	Date of Birth	16/08/1950	20/04/1976
4	Age as on date of Appointment	70 years	45 years
5	Address	B-801, Safal Twins CHS Ltd., Punjabwadi, S.T. Road, Near Deonar Bus Depot, Deonar, Mumbai – 400088	Flat No A 602, Olive Heights, Plot no 36 B, Sector 56, Wazirabad (75), Gurgaon, Haryana-122003
6	Nationality	Indian	Indian
7	Date of Appointment on the Board	03/12/2020	15/07/2021
8	Qualifications	B.Sc. , Chartered Accountant (CA)	MBA from IIM Ahmedabad and a Mechanical Engineer from NIT, Trichy
9	Expertise in Specific functional area	Finance, Treasury and project management	Renewable energy professional with in-depth expertise of the solar sector
10	Experience	40 years	20 years
11	Terms and Conditions of appointment	Mr. N. Chandrasekaran has been appointed as a Non-executive Director of the Company with NIL remuneration and NIL sitting fees payable.	Mr. Sumit Pandey has been appointed as a Whole Time Director of the Company on the terms and condition as mentioned in the appointment letter.
12	Number of Shares held in the Company	NIL	NIL
13	List of Directorships held in other companies	As per the list annexed below	Appointed in Raajhans Solar Private Limited w.e.f. 29/07/2021 as an Additional Director
14	Relation with other Directors or KMPs	NIL	NIL
15	Number of Board Meetings attended during the year (2020-21)	4	NIL
16	Chairman / Member in the Committees of the Board of Companies in which She / He is Director	Member of Committee of Directors (COD) of Hinduja Renewables Pvt. Ltd.	NA
17	Remuneration Details (paid in 2020-21)	NA	NA

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Details of Directorship held by Mr. Natarajan Chandrasekaran in other companies

Sr No	Name of the Company	Designation
1	Hinduja Renewables Private Limited	Director
2	Hinduja Renewables One Private Limited	Director
3	Hinduja Rooftop Private Limited	Director
4	Hinduja Renewables Two Private Limited	Director
5	HR Kaveri Private Limited	Director
6	Prathama Solarconnect Energy Private Limited	Director
7	Hinduja Renewables Energy Private Limited	Director
8	Hinduja Properties Limited	Director
9	Hinduja e-ways Private Limited	Director
10	IndusInd Information Technology Limited	Director
11	Jayam Holdings Private Limited	Director
12	Hinduja Estates Private Limited	Director
13	Siddharth Textiles Private Limited	Additional Director

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