NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 15th Annual General Meeting of the Members of **GITA RENEWABLE ENERGY LIMITED** (herein after referred to as "the Company") for the Financial Year 2024-25 will be held on **Thursday, the 25th day of September, 2025 at 04:00 PM** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following:

ORDINARY BUSINESS

Item No.1- ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FY 2024-25.

To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, the Auditor's Report and the Board's Report thereon, by passing the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, the Auditor's Report and the Board's Report thereon be and are hereby considered and adopted."

Item No.2- RE-APPOINTMENT OF MRS. SARASWATHI (DIN: 07140959) AS A DIRECTOR, RETIRING BY ROTATION.

To appoint a Director in place of Mrs. Saraswathi (DIN: 07140959), who retires by rotation and is eligible, offers herself for re-appointment by passing the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Mrs. Saraswathi (DIN: 07140959), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No.3- APPOINTMENT OF M/S. AAYUSH BOHRA A & CO, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITOR OF THE COMPANY.

To consider and appoint M/s. Aayush Bohra A & Co, Chartered Accountants, as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of this Annual General Meeting till the Annual General Meeting to be held in the year 2030 by passing 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 read with the Companies (Audit and Auditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as per the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Aayush Bohra A & Co, Chartered Accountants (FRN No.026932S) (Peer Review No. 020418) be and is hereby appointed as the Statutory Auditors of the Company, in the place of the retiring Statutory Auditors, M/s. S K Gulecha & Associates, Chartered Accountants (013340S), to hold the office for a term of five years from the conclusion of 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company to be held in the year 2030, at such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

SPECIAL BUSINESS

Item No. 4: APPOINTMENT OF M/s. M. K. MADHAVAN & ASSOCIATES., PRACTICING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITORS AND FIX THEIR REMUNERATION.

To consider passing the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendations of the Audit Committee and the Board of Directors, M/s. M.K. Madhavan & Associates, Practicing Company Secretaries, be and is hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from April 1, 2025 to March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditors, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 5- RE-APPOINTMENT OF MR. R NATARAJAN (DIN: 00595027) AS THE MANAGING DIRECTOR OF THE COMPANY.

To re-appoint Mr. R Natarajan (DIN: 00595027) as the Managing Director of the Company for a term of five consecutive years (2025-2030) by passing the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. R Natarajan (DIN: 00595027) as the Managing Director of the Company, for a period of 5 (five) years with effect from 01st April, 2025 to 31st March, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members be and is hereby accorded for the continuation of directorship beyond the age of 70 years and for the re-appointment of Mr. R Natarajan (DIN: 00595027) as the Managing Director.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for his continuation as the Managing Director, not liable to retire by rotation for a period of five years commencing from 01st April, 2025 to 31st March, 2030 (inclusive of both days)."

By order of the Board of Directors
For Gita Renewable Energy Limited

Place:- Gummidipoondi
Date:-25th August 2025

Manas Ranjan Sahoo
Company Secretary & Compliance Officer

Registered Office:
Sy.No.180 &181, OPG Nagar
Periya Obulapuram Village,
Nagaraja Kandigai, Madharapakkam Road,
Gummidipoondi, 601201. Tamil Nadu
CIN:- L40108TN2010PLC07439
Website:- https://www.gitarenewable.com
Email:- company.secretarial@gitarenewable.com
investor@gitarenewable.com

Notes

1. The Ministry of Corporate Affairs ("MCA") has allowed conducting General Meetings through VC/ OAVM without the physical presence of the Members. Accordingly, the MCA issued Circular Nos. 14/ 2020 dated April 08, 2020, 17/ 2020 dated April 13, 2020, 20/ 2020 dated May 05, 2020, 02/ 2021 dated January 13, 2021, 19/ 2021 dated December 08, 2021, 21/ 2021 dated December 14, 2021, 02/ 2022 dated May 05, 2022 and 10/ 2022 dated December 28, 2022, 09/ 2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being circular No. 09/2024 dated September 19, 2024 and other relevant circulars issued from time to time ("MCA Circulars"), prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the MCA Circulars, the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") the AGM of the Members is to be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participating in the meeting through VC/ OAVM is annexed herewith and also available at the Company's website i.e., https://www.gitarenewable.com. The deemed venue for the AGM shall be the Registered Office of the Company.

2. **As per the Act, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.**

3. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed to this notice.

4. Members who desire a change/ correction in the Bank account details, should intimate the same to their concerned depository participants ("DPs") and not to the Company's Registrar and Share Transfer Agent ("RTA"). Members are also requested to give the MICR Code of their banks to their DPs. The Company or its RTA will not be able to entertain any direct request from Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as would be furnished by the DPs.

5. As per the circulars issued by the MCA and SEBI, the Business Responsibility and Sustainability Report ("BRSR") for the Financial Year 2024-25 does not apply to the Company.

6. Members may note that the Notice of this AGM and the Annual Report will also be available on the Company's website i.e. www.gitarenewable.com, websites of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com and also on the website of National Securities Depository Limited ("NSDL") i.e. www.evoting.nsdl.com.

7. The voting results will be declared within 2 (Two) working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.gitarenewable.com and on the website of NSDL e-voting i.e. www.evoting.nsdl.com and the same shall also be communicated to BSE, where the equity shares of the Company are listed.

8. Shareholders are requested to read the "General Shareholder Information" section of the Annual Report for useful information.

9. The Audited Financial Statements of the Company and its subsidiary companies are available on the Company's website i.e. www.gitarenewable.com.

10. Non-resident Indian Members are requested to inform the concerned DPs, immediately:
    i. The change in the residential status on return to India for permanent settlement.
    ii. the particulars of the NRE Account with a Bank in India, if not furnished earlier.

13. Members are requested to make all correspondence in connection with shares held by them by writing directly to the Company or its RTA, quoting their DP ID-Client ID.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act 2013.

15. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 19nd 2025 to Thursday, September 25th 2025 (both days inclusive).

16. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has announced a special 6-month window for investors to re-lodge transfer deeds for physical shares. This applies to requests submitted before April 1, 2019, but returned, rejected, or left unprocessed due to document-related issues. The window will remain open from July 7, 2025, to January 6, 2026.

Instructions on Participation at the AGM and Voting

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. 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.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gitarenewable.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

8. The Board of Directors of the Company has appointed M/s. M K Madhavan & Associates Practising Company Secretary (Peer Review Certificate Number 1221/2021), Chennai as the 'Scrutiniser' to scrutinise the remote e-Voting and e-Voting at the AGM process in a fair and transparent manner.

9. The Scrutiniser shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

10. As per Regulation 44 of the SEBI (LODR) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchanges within two working days of the conclusion of the AGM. The results declared along with Scrutiniser's report shall be placed on the Company's website www.chennaiferrous.com and the website of NSDL www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchange.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

*The remote **e-voting period** begins **on Monday, The September 22nd, 2025 at 09.00 A.M. and ends on Wednesday, The September 24th 2025 at 05:00 P.M**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. Thursday, The September 18th, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being on **Thursday, The September 18th, 2025.***

[How do I vote electronically using NSDL e-Voting system?]

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for the CDSL Easi / Easiest facility can login through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The users to log in Easi /Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment

i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL INSTRUCTIONS FOR SHAREHOLDERS

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.madhavanmk@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mahatre , Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investor@gitarenewable.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@gitarenewable.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@gitarenewable.com. The same will be replied by the company suitably.

6. Shareholders who would like to send their questions only without registering for Speaker Shareholder are also requested to do so in advance atleast 3 days prior to the meeting (by 2.00 p.m. on Monday, September 22, 2025), mentioning their name demat account number/folio number, email id, mobile number at investor@gitarenewable.com.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No 3: APPOINTMENT OF M/S. AAYUSH BOHRA A & CO, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY.

This explanatory statement is given pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, although not mandated under section 102 Companies Act, 2013.

The Company propose to rotate the Statutory Auditors at the ensuing Annual General Meeting through the appointment of another firm of Chartered Accountants, M/s. Aayush Bohra A & Co., Chartered Accountants as the Statutory Auditors of the Company. M/s. Aayush Bohra A & Co., (Peer Review No. 020418) (ICAI Firm Registration No. 026932S), is a registered Firm with the ICAI and primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients. Being eligible for appointment under the provisions of the Act, they have furnished their consent to act as the Statutory Auditors, in terms of provisions of the Act and also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria prescribed under Section 141 of the Act. The Board of Directors, on the recommendation of the Audit Committee, at its meeting, proposed the appointment of M/s. Aayush Bohra A & Co., Chartered Accountants, as the Statutory Auditors of the company for a period of 5 years from the conclusion of this Annual General Meeting till the AGM to be conducted in the year 2030.

S.no	Details as per Regulation 36 of SEBI (LODR) Regulations, 2015	
1.	Proposed fees payable to the statutory auditor(s)	As may be decided by the Board of Directors
2.	Terms of Appointment	From the conclusion of this Annual General Meeting till the Annual General Meeting to be conducted in the year 2030.
3.	Material Change in the fee payable to such auditor	There is no material change

Item No. 4: APPOINTMENT OF M/s. M. K. MADHAVAN & ASSOCIATES., PRACTICING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITORS AND FIX THEIR REMUNERATION.

Pursuant to Regulation 15 of the SEBI (LODR) Regulations, 2015, the Company is not required to conduct an audit under Regulation 24A of the SEBI (LODR) Regulations, 2015. However, the Company is obligated to carry out the audit in accordance with Section 204 of the Companies Act, 2013. In the interest of maintaining high standards of corporate governance, the Board recommends the appointment of M/s. M K Madhavan & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five years, from 1st April 2025 to 31st March 2030. The Company will not avail any services prohibited under SEBI (LODR) Regulations, 2015 read with SEBI circular dated 31st December, 2024 from the secretarial Auditors. M/s. M. K. Madhavan & Associates., Practicing Company Secretaries is a Chennai based sole proprietorship concern with over a decade of experience in compliance, governance, and regulatory advisory. The firm specializes in IPO readiness, SEBI compliance, Companies Act advisory, and investor governance for listed and large unlisted entities.

S.no	Details as per Regulation 36 of SEBI (LODR) Regulations, 2015	
1.	Proposed fees payable to the statutory auditor(s)	As may be decided by the Board of Directors
2.	Terms of Appointment	01.04.2025-31.03.2030
3.	Material Change in the fee payable to such auditor	There is no material change

Memorandum of interest:

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution. The Board recommends the Resolution at Item 4 for approval of shareholders as an Ordinary resolution.

ITEM NO. 5: RE-APPOINTMENT OF MR. R NATARAJAN (DIN: 00595027) AS THE MANAGING DIRECTOR OF THE COMPANY.

The Company has appointed Mr. R Natarajan, Managing Director of the Company for a period of five years from 01st April, 2020. As his term is being expired on 31st March, 2025, based on the evaluation of performance of the previous term and recommendation of the Nomination and Remuneration Committee, the Board has recommended the re- appointment of Mr. R Natarajan (DIN: 00595027) for a term of five years to the shareholders for their approval with effect from 01st April, 2025 to 31st March, 2030. The Company has received the notice under section 160 of the Companies Act, 2013, proposing his candidature for the office of Directors of the Company. Mr. R Natarajan attained the age of 70 years and in order to continue his directorship, a Special resolution has to be passed. The Board Proposed to retain him in light of vast immense knowledge and enriched technical experience which he has been contribution immensely in the growth of the Company.

Memorandum of interest:

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution. The Board recommends the Resolution at Item 5 for approval of shareholders as the Special Resolution.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of the Director	Mrs. Saraswathi	Mr. Ramamoorthy Natarajan
DIN	07140959	00595027
Category	Non-Executive Director	Managing Director
Date of Birth	16/04/1963	02/06/1952
Age	62	73
Qualifications	MBA	Graduated in Business Administration
Experience	Mrs. Saraswathi has around 25 years of experience in administration and management. She also has wide experience in accounts, finance, consulting, public relation etc.,	Mr. R Natarajan has around 45 years of experience in administration, finance, banking, public relation, consulting. he also served as plant head. He is also serving as the managing Director of Chennai Ferrous.
Terms and Conditions of re-appointment along with the details of remuneration	NA	As approved by the Members
Remuneration last drawn	NA	NIL
Details of remuneration sought to be paid	Nil	Nil
Date of first appointment on the Board	31.03.2015	31.03.2015
Directorships in other Companies	Nil	1. Chennai Ferrous Industries Limited 2. Avanti Metals Private Limited 3. ASAS Industries Private Limited 4. OPG Renewable Energy Private Limited 5. Poleman Steels Private Limited 6.Tamilnadu Enterprises & Investments Private Limited
No. of. Shares held in the Company (including shareholding as a beneficial owner)	Nil	Nil
Membership/ Chairmanship of committees of other Boards	Nil	Chennai Ferrous Industries Limited CSR Committee- Member Stakeholders relationship Committee-member
Listed entities from which the director has resigned from directorship in the past three years	Nil	Nil
Number of Board meetings attended during the year	5/5	5/5

Inter-se relationship with any other Director or KMP of the Company	None	None

By order of the Board of Directors
For Gita Renewable Energy Limited

Place:- Gummidipoondi
Date:-25th August 2025

Manas Ranjan Sahoo
Company Secretary & Compliance Officer

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