NOTICE

NOTICE is hereby given that the **FIFTH ANNUAL GENERAL MEETING** of the members of Gita Renewable Energy Limited will be held on Wednesday, September 30, 2015, at 1.00 p.m.at the registered office of the company at Survey No.180 & 181,OPG Nagar, Periya Obulapuram village, Nagarajakandigai, Madharapakkam Road, Gummidipoondi – 601201 to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of financial statements**

   To receive, consider and adopt the financial statement of the Company for the year ended March 31, 2015, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. **Appointment of Auditors**

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

   "RESOLVED that pursuant to Section 139, 141 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board, the company do hereby appoint M/s.S.K.Gulecha & Associates, Chartered Accountants [Firm Registration No.01334S] Chennai, be and are hereby appointed as the Auditors of the company to hold office from the conclusion of this Fifth Annual General Meeting till the conclusion of Tenth Annual General Meeting subject to members' ratification at every Annual General Meeting and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31,2016 on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

3. **Appointment of Mr. Chandikeshwar Sharma as an Independent Director**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

   "RESOLVED that, pursuant to sections 149, 152 and other applicable provisions 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), Mr. Chandikeshwar Sharma (DIN: 06598312), Director of the Company who retires by rotation at this Annual General Meeting, be and is hereby appointed as an Independent director of the company, not liable to retire by rotation, to hold office for a term commencing from 30th September, 2015 to Seventh Annual General Meeting."

4. **Appointment of Mr. Sunil Kumar Singh as an Independent Director**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

   "RESOLVED that, pursuant to sections 149, 152 and other applicable provisions 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), Mr. Sunil Kumar Singh (DIN:05174226), who was appointed as an Additional Director of the Company in the category of an Independent Director by the Board of Directors the Company with effect from February 26,2015 and who holds office upto this Annual General Meeting, in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a period up to conclusion of Eighth Annual General Meeting of the company, not liable to retire by rotation."

5. **Appointment of Mr.R.Natarajan as the Chairman and Managing Director**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:

   "RESOLVED that pursuant to the provisions of sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time beingin force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and other sanction by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, consent of the Board is hereby accorded to appointment of Mr.R.Natarajan (DIN: 00595027) as the Chairman and Managing Director of the Company under the Companies Act, 2013 for a period of Five years with effect from March 31, 2015 at remuneration as recommended by the Nomination and Remuneration Committee but not exceeding the limits specified under Schedule V of the Companies Act, 2013 on terms and conditions as prescribed in the explanatory statement hereto;

   RESOLVED FURTHER that the Board of Directors be and is hereby authorized to increase, vary or amend the remuneration and other terms of the appointment from time to time provided that such revised remuneration shall also be in conformity with Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or relaxation granted thereunder;

   RESOLVED FURTHER that the Board of Directors beand is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Appointment of Ms.R.Saraswathi as a Director**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

   "RESOLVED that, pursuant to sections 149, 152 and other applicable provisions 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), Ms.R.Saraswathi (DIN:07140959), who was appointed as an Additional Director of the Company in the category of women Non-independent Non-executive Director by the Board of Directors the Company with effect from March 31,2015 and who holds office upto this Annual General Meeting, in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as a Women Non-Independent Non-executive Director of the Company liable to retire by rotation."

(By Order of the Board)
For Gita Renewable Energy Limited,

Date:May 29,2015
Place: Chennai

R.Natarajan
Chairman & Managing Director.

Notes:

1. The statement of material facts concerning the items of special business to be transacted at this AGM is annexed in terms of section 102 of the Companies Act,2013.
2. A member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself/ herself and the proxy need not be a member of the company.

   Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten per cent) of the total share capital of the Company.
3. Corporate members intending to send their representatives to attend their meeting are requested to send a certified true copy of the Board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. The proxy form for the AGM is enclosed.
5. Members desirous of getting any information in respect of accounts of the company are requested to send their queries in writing to the Company's Registered Office at least seven days before the date of the meeting so that the required information can be made available at the meeting.
6. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting and also the attendance slip duly filled infor easy identification of attendance at the meeting.
7. The Register of Members of the Company and Share Transfer Books will remain closed from 25th September, 2015 to 30thSeptember, 2015 (both days inclusive).
8. Members holding shares in Physical Form are requested to furnish their address, if any change is there, with Registrar & Transfer Agent of the Company, M/s.Cameo Corporate Services Limited, Chennai, quoting their Folio number and numbers of Shares held. Members holding Shares in Electronic Form may communicate their change of Address to their respective Depository Participants.
9. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" to allow paperless compliances by the corporate sector. MCA, by its Circular dated April 21, 2011, has now made permissible the service of documents through electronic mode to shareholders. To support the Green Initiative of the Government, it is proposed to send, henceforth, all Notices, Annual Report and other communications through e-mail. For the above purpose, we request you to send an e-mail confirmation to our designated ID investor@gitarenewable.com mentioning your name, DP / Customer ID or Folio number and your e-mail ID for communication.
10. **Voting through electronic means**

    I In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM)("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV The remote e-voting period commences on 26th September, 2015 (10.00 a.m.) and ends on 29th September, 2015 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th September, 2015, may cast their vote by remotee-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V The process and manner for remote e-voting are as under:

A In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "GREL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(iv) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vi) Select "EVEN" of "Gita Renewable Energy Limited".

(vii) Now you are ready for remote e-voting as Cast Vote page opens.

(viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(ix) Upon confirmation, the message "Vote cast successfully" will be displayed.

(x) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xi) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail tocsdhanapal@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th September, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25th September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr.S.Dhanapal, Senior Partner, M/s.S.Dhanapal, Practicing Company Secretaries, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “GREL e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gitarenewable.com/and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

12. Disclosure as required under Clause 49 of the Listing Agreement in respect of Directors seeking appointment/re-appointment at this AGM is enclosed hereto :

Mr. Chandikeshwar Sharma

Date of Birth/ Age	31.07.1951 (64 years)
Date of appointment	03.06.2013
Expertise in Specific functional areas	
Mr.C.K.Sharma has expertise in shipping and power industry and the company stands to benefit from his experiences.	
Educational Qualifications	M.B.A
Number of Shares held in the Equity Capital of the Company	Nil
Relationship with other Directors	Not related to any other director
Directorship in other Companies	Nil
Committee/executive positions held in Other companies	Nil

Mr. Sunil Kumar Singh

Date of Birth/ Age	06.08.1974 (41 years)
Date of appointment	26.02.2015
Expertise in Specific functional areas	
Mr.Sunil Kumar Singh is having good experience in Business Development Strategy Planning, Strategy Business Analysis, New Market Development, Key Account Management, Team Management, Corporate Liasioning and Contracting. The Company stands to benefit from his experiences.	
Educational Qualifications	M.B.A
Number of Shares held in the Equity Capital of the Company	Nil
Relationship with other Directors	He is not related to any Director
Directorship in other Companies	1. Chennai Ferrous Industries Limited 2. OPGS Power Gujarat Private Limited 3. OPG Industries Limited
Committee/executive positions held in Other companies	2

Ms.R. Natarajan

Date of Birth/ Age	02.06.1952 (63years)
Date of appointment	31.03.2015
Expertise in Specific functional areas	
Mr.R.Natarajan is having experience in various capacities as Administrative Head, Commercial Head, in the fields of Sugar manufacturing, Steel making and Property development. The Company stands to benefit from his experiences.	
Educational Qualifications	B.A
Number of Shares held in the Equity Capital of the Company	Nil
Relationship with other Directors	He is not related to any other
Directorship in other Companies	Chennai Ferrous Industries Limited
Committee/executive positions held in Other companies	2

Ms.R. Sarswathi

Date of Birth/ Age	16.04.1963 (52 Years)
Date of appointment	31.03.2015
Expertise in Specific functional areas	
Ms.R.Saraswathi is having experience in management and administration. The Company stands to benefit from her experiences.	
Educational Qualifications	M.A.
Number of Shares held in the Equity Capital of the Company	Nil
Relationship with other Directors	She is not related to any Director
Directorship in other Companies	Nil
Committee/executive positions held in Other companies	Nil

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No:3

Consequent to listing of shares at the stock exchange on March 20, 2015, the clauses of listing agreement entered into with stock exchange and Section 149 (4) of the Companies Act,2013 became applicable to the company. The section 149(10) of the companies Act, 2013 mandates the appointment of independent director for a tenure of five consecutive years and are eligible for appointment for more one more term of five years on passing of a special resolution by the company. According to Clause 49 of the Listing agreement, an independent director who served five years or more as on October 1, 2014 is eligible for an another term of five years from October 1, 2014.

In compliance of the above, Mr.Chandikeshwar Sharma, Director of the company who retires at this AGM is appointed as an independent director for a term commencing from September 30, 2015 to the conclusion of 7th AGM.

The company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing Mr.Chandikeshwar Sharma as a candidate for being appointed as an independent director, together with requisite deposit of Rs. one lac. Details of Mr.Chandikeshwar Sharma are furnished to the Explanatory statement pursuant to Clause 49 of the Listing Agreement that forms an integral part of this Notice.

The company has received a declaration from Mr.Chandikeshwar Sharma in terms of Section 149(7) that he meets the criteria of independence as provided in Section 149(6) of the Act. It is further confirmed that in the opinion of the Board, Mr.Chandikeshwar Sharma proposed to be appointed as an Independent director fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed director is independent of the management.

The Board of Directors recommends for the consent of members by way of ordinary resolution as set out in item no:3.

Except Mr.Chandikeshwar Sharma or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no.3.

Item No:4

Mr. Sunil Kumar Singh was appointed as an additional director of the company in the category of Independent director by the Board of Directors at the meeting held on March 26,2015. Mr.Sunil Kumar Singh holds office upto the ensuing Annual General Meeting of the company.

The company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing Mr. Sunil Kumar Singh as a candidate for being appointed as an independent director, together with requisite deposit of Rs. one lac. Details of Mr. Sunil Kumar Singh are furnished to the Explanatory statement pursuant to Clause 49 of the Listing Agreement that forms an integral part of this Notice.

The company has received a declaration from Mr. Sunil Kumar Singh in terms of Section 149(7) that he meets the criteria of independence as provided in Section 149(6) of the Act. It is further confirmed that in the opinion of the Board, Mr. Sunil Kumar Singh proposed to be appointed as an Independent director fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed director is independent of the management.

The Board of Directors recommends for the consent of members by way of ordinary resolution as set out in item no:4.

Except Mr. Sunil Kumar Singh or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no.4.

Item No:5

Mr.R.Natarajan as the Chairman and Managing Director was appointed as Chairman and Managing Director of the company by the Board of Directors at the meeting held on March 31,2015 for a period of Five years with effect from 31.03.2015 at remuneration as recommended by the Nomination and Remuneration Committee but not exceeding the limits specified under Schedule V of the Companies Act, 2013 on terms and conditions as prescribed below:

I. Salary:

Rs.50,000/- (Rupees Fifty Thousands only) per month inclusive of all benefits, perquisites, allowances determined by the Board from time to time.

II. Minimum Remuneration:

In the event of the Company having no profits or inadequate profits, in any financial year, in which his present term is completed, the payment of salary, perquisites and other allowances shall be restricted to Rs.50,000/- (Rupees Fifty Thousands only) per month.

The company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing Mr.R.Natarajan as a candidate for being appointed as a director, together with requisite deposit of Rs. one lac. Details of Mr.R.Natarajan are furnished to the Explanatory statement pursuant to Clause 49 of the Listing Agreement that forms an integral part of this Notice.

The Board of Directors recommends for the consent of members by way of special resolution asset out in item no:5.

Except Mr.R.Natarajan or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no.5.

Item No:6

Ms.R.Saraswathi was appointed as an additional director of the company in the category of women director by the Board of Directors at the meeting held on March 31,2015. Ms.R.Saraswathi holds office upto the ensuing Annual General Meeting of the company.

The company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing Ms.R.Saraswathi as a candidate for being appointed as a Women non-independent non-executive director, together with requisite deposit of Rs. one lac. Details of Ms.R.Saraswathi are furnished to the Explanatory statement pursuant to Clause 49 of the Listing Agreement that forms an integral part of this Notice.

The Board of Directors recommends for the consent of members by way of ordinary resolution as set out in item no:6.

Except Ms.R.Saraswathi or her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no.6.