

**NOTICE**

Notice is hereby given that the Sixth Annual General Meeting of Gita Renewable Energy Limited will be held on Friday, September 30, 2016, at 1.00 p.m. at the Registered Office of the Company at OPG Nagar, Periya Obulapuram village, Nagaraja kandigai, 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, 2016, 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 Directors

To appoint a Director in place of Ms.R. Saraswathi, (DIN:07140959), who retires by rotation and, being eligible, offers herself for re-appointment and her term would be up to September 30, 2017.

3. Ratification of Auditor's Appointment

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, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members of the company at 5th Annual General Meeting held on September 30, 2015, the appointment of M/s.S.K. Gulecha & Associates, Chartered Accountants [Firm Registration No.013340S], Chennai, as the auditors of the Company to hold office till the conclusion of 10th Annual General Meeting, be and is hereby ratified 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, 2017 on the recommendation of the Audit Committee of the Company."

(By Order of the Board)
For **GITA RENEWABLE ENERGY LIMITED,**

Date: May 28, 2016
Place: Chennai

R. NATARAJAN
Chairman & Managing Director.

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being sent by the permitted mode. Members may note that this Notice and the 6th Annual Report for the financial year ended 2015-16 will also be available on the Company's website viz. www.gitarenewable.com.

10. 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.

On this confirmation, we would, henceforth, send all Notices, Annual Report and other communications through e-mail. Copies of the said documents would be available in the Company's website, www.gitarenewable.com for your access at no cost for the benefit of all stakeholders concerned. We request you to support the Green Initiative of the Government by opting for electronic mode of receiving our corporate communications.

11. The route map showing directions to reach the venue of the AGM is annexed.

12. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

13. The Board of Directors has appointed Mr.S.Dhanapal, Senior Partner, M/s.S. Dhanapal & associates Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

14. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

15. 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.

PROCEDURE FOR E-VOTING

16. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for 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)]:

- Open the PDF file viz: "GREL e-voting.pdf" attached to the e-mail, using 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 provided in the PDF is an initial password.

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Notes:

- 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 him/her 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 carrying Voting Rights. A member holding more than 10% of the total Share Capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member or shareholder.
- 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.
- 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.
- 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.
- 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 in for easy identification of attendance at the meeting.
- The Register of Members of the Company and Share Transfer Books will remain closed from September 23, 2016 to September 30, 2016 (both days inclusive).
- 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 number of Shares held. Members holding Shares in Electronic Form may communicate their change of Address to their respective Depository Participants.
- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.gitarenewable.com (under 'Investors' section). Members holding shares in physical form may submit the same to Registrar & Transfer Agent. Members holding shares in electronic form may submit the same to their respective depository participant.
- The Notice of the AGM along with the 6th Annual Report for the financial year ended 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are

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- Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- Click on Shareholder - Login
- Insert user ID and password as initial password/PIN noted in step (i) above. Click Login.
- Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please make a note of the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- Select "EVEN" of "Gita Renewable Energy Limited".
- Now you are ready for remote e-voting as Cast Vote page opens.
- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once you have voted on the resolution, you will not be allowed to modify your vote.
- 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 together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csdhanapal@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:

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

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

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

C. Other Instructions

- The e-voting period commences on September 26, 2016 (10.00 a.m. IST) and ends on September 29, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 23, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained

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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 Meeting through electronic voting system or poll paper.

- (iii) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.
- (iv) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting, 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 make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer'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 and declare the result of the voting forthwith.
- (v) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.gitarenewable.com and on the website of NSDL www.evoting.nsdl.com after the results are declared by the chairman or a person authorised by him in writing and the same shall be communicated to the Stock Exchange.
- (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.

17. Disclosure as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements Regulations), 2015 in respect of Directors seeking appointment/ re-appointment at the Sixth Annual General Meeting is provided below.

Re-Appointment of Ms.R. Saraswathi (Item No. 2)

Ms.R. Saraswathi, aged 53 years was appointed as a Non-Executive Non-Independent Director at the 5th Annual General Meeting of the company held on September 30, 2015 liable to retire by rotation.

In terms of Section 152(6) of the Companies Act, 2013, Ms.R. Saraswathi shall retire by rotation at the 6th Annual General Meeting (AGM) of the company and being eligible offers herself for re-appointment.

Ms.R. Saraswathi is a Management graduate and having experiences in general management and administration.

Ms.R. Saraswathi is not related to any other director of the company and does not holds shares in the Equity Share Capital of the company.

Ms.R. Saraswathi does not hold any Directorship in other companies and does not holds any Committee/executive positions in other companies.