NOTICE

Notice is hereby given that the Eighth Annual General Meeting (AGM) of Gita Renewable Energy Limited will be held on Friday, 28th September 2018, at 1.00 P.M. at the registered office of Company situated at Survey No. 180 & 181 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 Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and the Auditors thereon.

2. **Appointment of Mrs.Saraswathi as a Director liable to retire by rotation**

   To appoint a Director in place of Mrs.Saraswathi (DIN: 07140959) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **Appointment of Independent Director –Mr. Suresh Kedia**

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

   "RESOLVED that, pursuant to sections 149, 152 and other applicable provisions of the Companies Act, 2013 and read with Schedule IV and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.Suresh Kedia (DIN: 06596808), Non-Executive Independent Director who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director for a term of five years commencing from the conclusion of the 8th AGM till the 13th AGM, not liable to retire by rotation.

   RESOLVED FURTHER that, Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

4. **Reclassification of certain Shareholders from Promoter Group category to Public category.**

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

   "RESOLVED that in accordance with Regulation 31A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI, Stock Exchange, RBI and other appropriate statutory authorities, as may be necessary, consent of the members of Company is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the 'Applicants') forming part of the Promoter Group from 'Promoter & Promoter Group category' to 'Public category', with effect from the date of this Special Resolution:

Name of Applicants	No. of shares	%
Arvind Gupta	2,42,009	5.89
Ravi Gupta HUF	11,542	0.28
Arvind Gupta HUF	8,150	0.20
Sudha Gupta	2,37,742	5.78
Vandana Gupta	57,536	1.40
Avantika Gupta	3,67,525	8.94
Nivedita Gupta	1,741	0.04
Alok Gupta	17,068	0.42
Samriddhi Gupta	10,674	0.26
Renu Devi Jalan	1,14,285	2.78
Gita Devi	32,828	0.80
Abhishek saraff	84,242	2.05
Subhash Chandra Saraff	41	0.00
Arvind Kumar Gupta	714	0.02
Roop Chand Betala	14,285	0.35
Dhanvarsha Enterprises And Investments Pvt. Limited	1,79,972	4.38
Goodfaith Vinimay Private Limited	1,43,034	3.48
Sri Hari Vallabhaa Enterprises And Investments Pvt. Limited	98,179	2.39
Assam Mercantile Company Limited	75,020	1.82
Indian Corporate Business Centre Ltd	49,914	1.21
Opg Business Centre Private Limited	1,00,000	2.43
Radiant Solutions Private Limited	2,85,714	6.95
Total	2,132,215	51.85

RESOLVED FURTHER that the approval of the Company is hereby also given for re-classification of the following entities, if any, to the 'Public Category':

- All bodies corporate in which ten percent or more of the equity share capital is held by the applicants, either individually or jointly, but not by the remaining promoter group entities or a firm or Hindu Undivided Family in which none of the existing promoters except the applicant(s) is/are member(s);
- Any body corporate in which a body corporate as provided in (i) above holds ten percent or more, of the equity share capital;
- Any Hindu Undivided Family or firm in which the aggregate shareholding of the applicants, either individually or jointly (but not by the remaining promoter group entities), is equal to or more than ten percent of the total;
- Any Hindu Undivided Family or firm in which the aggregate shareholding of the applicants, either individually or jointly (but not by the remaining promoter group entities), is equal to or more than

ten percent of the total;

RESOLVED FURTHER that the aforesaid applicants have fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A(5) of the SEBI Listing Regulations:

- that none of the aforementioned shareholders have any special rights through formal or informal agreements;
- that none of the aforementioned shareholders hold, individually or in aggregate, more than 10% of the paid-up equity capital of the Company; and
- that none of the aforementioned shareholders or any person nominated by them, shall act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

RESOLVED FURTHER that on approval of the SEBI Board/ Stock Exchange / such other authorities as the case may be upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER that pursuant to the fulfilment of the above three conditions as per Regulation 31A(5) of the SEBI Listing Regulations, the above applicants shall cease to be part of the "Promoter Group" of the Company with effect from the date of this Special Resolution.

RESOLVED FURTHER that any of the Directors of the Company or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges, wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution."

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

Date: 4st September 2018
Place: Chennai

R. NATARAJAN
Chairman & Managing Director.
DIN: 00595027

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 3:

The Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Mr. Suresh Kedia, (DIN: 06596808) as Non-Executive Independent Director of the company at their respective meetings held on 4th September 2018.

Mr. Suresh Kedia has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Suresh Kedia as Non-Executive Independent Director is recommended for member's approval.

The terms and conditions of appointment of Mr. Suresh Kedia shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

The company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing Mr. Suresh Kedia as a candidate for being appointed as an independent director, together with requisite deposit

Details of Mr.Suresh Kedia are furnished to the Explanatory statement pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 t that forms an integral part of this Notice.

Except Mr. Suresh Kedia, no other directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item 4:

The Company is in receipt applications from the following persons belonging to promoter group for re-classifying them under the Public Category:

Name of Applicants	No. of shares	%
Arvind Gupta	2,42,009	5.89
Ravi Gupta HUF	11,542	0.28
Arvind Gupta HUF	8,150	0.20
Sudha Gupta	2,37,742	5.78
Vandana Gupta	57,536	1.40
Avantika Gupta	3,67,525	8.94
Nivedita Gupta	1,741	0.04
Alok Gupta	17,068	0.42
Samriddhi Gupta	10,674	0.26
Renu Devi Jalan	1,14,285	2.78
Gita Devi	32,828	0.80

Abhishek saraff	84,242	2.05
Subhash Chandra Saraff	41	0.00
Arvind Kumar Gupta	714	0.02
Roop Chand Betala	14,285	0.35
Dhanvarsha Enterprises and Investments Private Limited	1,79,972	4.38
Goodfaith Vinmay Private Limited	1,43,034	3.48
Sri Hari Vallabhaa Enterprises And Investments Private Limited	98,179	2.39
Assam Mercantile Company Limited	75,020	1.82
Indian Corporate Business Centre Limited	49,914	1.21
OPG Business Centre Private Limited	1,00,000	2.43
Radiant Solutions Private Limited	2,85,714	6.95
Total	21,32,215	51.85

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein.

Considering explanations, representations, declarations given by the applicants and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 4th September 2018 have approved all the applications for reclassification from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

It is recommended passing of resolution as Special Resolution in Item No. 4 of the Notice hereof.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

1. Notes

1) The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under Item No: 3 & 4 above is annexed hereto. The relevant details of Directors seeking re-appointment under Item No. 3 & 4 above pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations, 2015"] and Secretarial Standard on General Meetings is also annexed.

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 him/her and the proxy need not be a member of the company.

3) Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share

capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be complete and received at the registered office of the Company at Survey No. 180 & 181 OPG Nagar, Periya Obulapuram village, Nagaraja kandigai, Madharapakkam Road, Gummidipoondi – 601201 not less than 48 hours before the commencement of this Annual General Meeting.

4) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

5) Members/ Proxies/ Authorized Representatives 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.

6) 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.

7) The Register of Members and Share Transfer Books of the Company will be closed from 21st September 2018 to 28th September 2018 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2017-18.

8) Members holding shares in Physical Form are requested to furnish their address / or changes in address if any 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.

9) 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 the Registrar & Transfer Agent. Members holding shares in electronic form may submit the same to their respective depository participant.

10) Section 20 of the Companies Act, 2013, permits service of documents on Members by a company through electronic mode. Therefore in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report 2017-18 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant unless any Member has requested for a physical copy of the Report. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2017- 18 are being sent by the permitted mode. Members may note that the Annual Report 2017-18 will also be available on the Company's website i.e. www. www. gitarenewable.com

11) Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.

12) To support the ‘Green Initiative’, Members who have not registered their e-mail addresses are requested to register the same with Company/ RTA Cameo Corporate Services Limited

Updation of Members Information

13) The Securities and Exchange Board of India (“SEBI”) has mandated the submission of PAN by every participant in the securities market. vide its circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 . Accordingly The format of the Register of Members prescribed under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), e-mail addresses, bank details for payment of dividend, etc.

    A form for capturing the above details is sent along with this report. Members holding shares in physical form are requested to submit the filled-in form to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant(s).

14) The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only therefore Members holding shares in physical form are requested to convert their holding to dematerialized form .A letter requesting the respective members for dematerialization of their physical shares before 5th December 2018 is sent along with this report.

15) **Voting by Members:**

    In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members the facility to cast their votes electronically, through e-voting services provided by National Securities Depository Limited (“NSDL”), on resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting (“remote e-voting”). Instructions for remote e-voting are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.

16) The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting 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 Annual General Meeting.

17) 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.

18) Members can opt for only one mode of voting, i.e. either by e-voting or voting at Annual General Meeting. In case Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast at Annual General Meeting shall be treated as invalid.

19) The Board of Directors has appointed Mr.M.K.Madhavan, Proprietor, M/s.M.K.Madhavan & 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.

II. REMOTE E- VOTING PROCEDURE

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

1) 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.
2) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
3) Click on Shareholder – Login
4) Insert user ID and password as initial password/PIN noted in step (i) above. Click Login.
5) 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.
6) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
7) Select "EVEN" of "Gita Renewable Energy Limited".
8) Now you are ready for remote e-voting as Cast Vote page opens.
9) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10) Upon confirmation, the message "Vote cast successfully" will be displayed.
11) 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 letters. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.madhavanmk@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] :

1) 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**

2) Please follow all steps from Sl. No. 2 to Sl. No. 11 above, to cast vote.

III. OTHER INSTRUCTIONS

1) The e-voting period commences on Monday 21st September 2018 (10:00 a.m. IST) and ends on Thursday, 27th September 2018 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on 24tht September 2018, i.e. the 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, the member shall not be allowed to change it subsequently or cast vote again.
2) 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).
3) The voting rights of Members shall be in proportion to their share(s) of the paid up equity share capital of the Company as on the cut-off date i.e. on 21st September 2018 Friday and as per the Register of Members of the Company. 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 through ballot form.
4) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e. 21st September 2018 Friday, may obtain the login ID and password by sending a request at evoting@nsdl co.in. 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 forget your password, you can reset your password by using “Forget User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No. 1800-222-990 or email at evoting@nsdl.co.in.
5) Please note, only 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 shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Annual General Meeting through e-voting or ballot paper
6) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days, and including the date of the Annual General Meeting of the Company.
7) The Scrutinizer shall, immediately 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 authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
8) 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.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMEN IN THE EIGHTH ANNUAL GENERAL MEETING

[Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Mr. Suresh Kedia

Name of the Director	Mr. Suresh Kedia
Category	Non-Executive independent Directo
Director Identification Number (DIN)	06596808
Date of birth	16.08.1961
Qualifications	B.Com
Directorships held in other companies	Chennai Ferrous Industries Limited
Chairmanships/ Memberships of statutory committees across Companies	Chennai Ferrous Industries Limited Chairman of Stakeholders Relationship Committee Chairman of Nomination & Remuneration Committee Member of Audit Committee
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company	Nil

Mrs.Saraswathi

Name of the Director	Mrs.Saraswathi
Category	Non-Executive Non independent Director
Director Identification Number (DIN)	07140959
Date of birth	16.04.1963
Date of appointment/ re-appointment	31.03.2015
Qualifications	M.A.
Expertise in specific functional areas	Mrs.Saraswathi has experience in management and administration.
Directorships held in other companies	• Brics Hydro Power Private Limited • Brics Power Generation Private Limited
Chairmanships/ Memberships of statutory committees across Companies	Nil
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company	Nil