



GITA RENEWABLE ENERGY LIMITED

CIN : L40108TN2010PLC074394

Registered Office : Survey. No.180 & 181, OPG Nagar, Periya Obulapuram Village,
Nagaraja Kandigai, Madharpakkam Road, Gummidipoondi - 601 201, Thiruvallur District, Tamil Nadu
Telefax : 044 27991450 E-mail : investor@gitarenewable.com Web : www.gitarenewable.com

Date: 14th October, 2020

**Bombay Stock Exchange,
Floor 25, P.J Towers,
Dalal Street,
Mumbai – 400 001.**

Dear Sirs,

Sub: Notice of Extra-Ordinary General Meeting to be held on 06.11.2020

We are hereby enclosing the Notice of Extra-ordinary General Meeting (EGM) of Members of Gita Renewable Energy Limited to be held on 06.11.2020 at 12.00 noon, through Video conference.

Please take into records.

Thanking You,

For Gita Renewable Energy Limited

R. Natarajan,
Managing Director

GITA RENEWABLE ENERGY LIMITED

Registered Office: Survey No. 180 & 181, OPG Nagar Periya Obulapuram Village, Nagaraja Kandigai,
Madharapakkam Road, Gummidipoondi – 601 201
CIN: L40108TN2010PLC074394

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of Members of Gita Renewable Energy Limited will be held on Friday, the 6th November 2020 at 12.00 Noon through Video Conference/ Other Audio-Visual Means (OVAM) to transact the following business:

SPECIAL BUSINESS:

ITEM NO: 1

SALE OF UNDERTAKING ON A SLUM SALE BASIS:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the enabling provisions in the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as the “Board” which term shall be deemed to include any duly constituted Committee of the Board) to sell and transfer the 10MW Waste Heat Recovery Power Plant together with Building situated at OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Gummidipoondi, Tamil Nadu 601201, together with the use of all the licenses, permits, consents and approvals whatsoever and all related assets and the related liabilities on the terms and conditions laid down in the Business Transfer Agreement (“BTA”) proposed to be entered between the parties, through slum sale on a going concern basis to OPG Renewable Energy Private Limited for a lump sum consideration of Rs. 2.38 crores (Rupees Two Crores and Thirty-eight Lakhs only) subject to certain adjustments after finalization, as agreed between the parties in terms of the BTA.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the sale and transfer and to execute necessary documents, deeds, undertaking, agreements and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution and resolve any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit in the interest of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors or to the Company Secretary of the Company, as may be deemed necessary to give effect to this resolution.”

ITEM NO.2:**APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION:**

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and pursuant to the recommendations of the Audit Committee and the Board of Directors at their respective meetings, consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into Business Transfer Agreement (“BTA”) and any other related agreement with OPG Renewable Energy Private Limited for effecting the sale and transfer of 10MW Waste Heat Recovery Power Plant of the Company together with Building situated at OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Gummidipoondi, Tamil Nadu 601201 together with the use of all the licenses, permits, consents and approvals whatsoever, and all related assets situated thereat and the related liabilities through slump sale on a going concern basis to OPG Renewable Energy Private Limited which in aggregate shall not be less than Rs. 2.38 Crores (Rupees Two Crores and Thirty-eight Lakhs only).

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby, severally, authorised to do such acts, deeds, things and execute all such documents, undertaking as may be necessary to give effect to this resolution.”

ITEM NO.3:**RECLASSIFICATION OF APPLICANTS FROM PROMOTER CATEGORY TO PUBLIC CATEGORY**

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

“RESOLVED THAT pursuant to provisions of Regulation 31A(2) read with Regulations 31A(7) of the SEB(Listing Obligations and Disclosure Requirements) Regulations 2015 including any amendments made thereto or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of the company be and is hereby given to reclassify the following shareholders/applicants holding 371,629 Equity shares of the Company constituting 9.04 % of the issued and paid-up share capital of the Company from ‘Promoter/Promoter group’ category to ‘Public’ category since these shareholders/applicants are neither involved in the Management nor hold any controlling stake in the Company and also not entered into any Shareholders Agreement with the Company nor it have got any Veto rights or special information Rights or Special Rights as to voting power or control of the Company:

S.No	Name of the Shareholders/Applicants	Number of Shares held	Percentage of holding
1	ARVIND GUPTA	242,009	5.89
2	VANDANA GUPTA	57,536	1.40

3	ALOK GUPTA	17,068	0.42
4	GITA DEVI	32,828	0.80
5	RAVI GUPTA (HUF)	11,542	0.28
6	ARVIND KUMAR (HUF)	8,150	0.20
7	NIVEDITA GUPTA	1,741	0.04
8	ARVIND KUMAR GUPTA	714	0.02
9	SUBHASH CHANDRA SARAFF	41	0.00
	Total	371,629	9.04

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the officer(s) authorized by the Board be and is/are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

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

Sd/-

Date: 09.10.2020
Place: Chennai

R. NATARAJAN
Chairman & Managing Director.
DIN: 00595027

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO.1

In line with the strategic directions outlined by the Board of Directors of the Company (the “Board”) of Gita Renewable Energy Limited (the “Company”), the Board at its meeting held on 9th October 2020 approved the sale of the 10MW Waste Heat Recovery Power Plant together with Building situated at OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Gummidipoondi, Tamil Nadu 601201, together with the use of all the licenses, permits, consents and approvals whatsoever and all related assets and the related liabilities on the terms and conditions laid down in the Business Transfer Agreement (“BTA”) proposed to be entered into between the Company and OPG Renewable Energy Private Limited.

The Board is of the opinion that the 10MW Waste Heat Recovery Power Plant has not been operated for the preceding 5 years due to various business reasons and higher cost of preventive maintenance than the estimated benefits from operating it in the current scenario. Further, the plant has exhausted its benefits available under the Income Tax Act and other allied regulations and hence the Board is of the opinion that sale and transfer of the 10MW Waste Heat Recovery Power pursuant to the BTA would primarily benefit the Company as follows: (i) unlocking value for the Company by sale of its assets; (ii) strengthening the balance sheet of the Company; and (iii) pursuing growth opportunities in line with its strategic directions.

In terms of Section 180(1)(a) of the Companies Act, 2013, members’ approval is required for the company to sell or otherwise dispose-off the whole or substantially the whole of the undertaking of the company. An undertaking is defined to mean an undertaking in which the investment of a company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year. Given that, the sale and transfer of the 10MW Waste Heat Recovery Power Plant requires approval of the members by a special resolution under Section 180(1)(a) of the Act. The approval of the members of the Company is accordingly being sought for the proposed transaction under the provisions of sections 180(1)(a) and 110 of the Companies Act, 2013 read with applicable Rules at this Extraordinary General Meeting to be held.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the Special Resolution for approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Special Resolution set out at Item No. 1 of this Notice, save and except to the extent of their Common Directorship in the entity mentioned in the said Resolution.

ITEM NO. 2

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) provides for obtaining approval of the members of the company for entering into any material related party transaction with the related party. Further, in terms of the provisions of Section 188(1) of the Companies Act, 2013 read with Rules framed

thereunder, for entering into a related party transaction where the transaction value exceed the thresholds prescribed, prior approval the members of the company by way of an Ordinary Resolution is required. Accordingly, in terms of the provisions of the SEBI LODR Regulations and the Companies Act, 2013, approval of the members of the Company is being sought by way of an Ordinary Resolution set out at Item No. 2 of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, is as under:

Name of the Related Party	OPG Renewable Energy Private Limited
Nature of Transactions as per Section 188 of the Companies Act, 2013	Transfer of Business Undertaking
Name of Director or Key Managerial Personnel who is related, if any	<ul style="list-style-type: none"> • Mr. Ramamoorthy Natarajan, • Mr. Suresh Kedia
Nature of Relationship	Common directorship
Material Terms and particulars of the contract or arrangement	Sale and transfer of the 10MW Waste Heat Recovery Power Plant to OPG Renewable Energy Private Limited on a slump sale basis for a lump sum consideration.
Monetary value	Rs. 2.38 Crores [Rupees Two Crores and Thirty-eight Lakhs only]
Any other information relevant or important for the Members to take decision on the proposed resolution	Not Applicable

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 2 of the Notice shall be entitled to vote on this Ordinary Resolution. Your Directors recommend the Ordinary Resolution proposed at Item No. 2 of this Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Ordinary Resolution set out at Item No. 2 of this Notice, save and except to the extent of their Common Directorship, in the entity mentioned in the said Resolution.

Item No.3:

The members are aware that at the 8th Annual General Meeting held on 28th September 2018 passed a Special Resolution for reclassification of certain Shareholders holding 2132215 Equity shares of the company constituting 51.85% of the issued and paid-up share capital of the Company from 'Promoter/promoters group' category to 'Public' category. Subsequently an Application was filed with Bombay Stock Exchange (BSE) seeking approval of reclassification. BSE had not considered the application stating that the aggregate shareholding by the Applicants in altogether exceeded 10% of the total voting rights of the company. On 27.08.2020, the Board received a request from Radiant Solutions Private Limited for re-classification from 'Promoter/promoters group' category to 'Public' category. It had also recommended for the approval of members and the same was approved by an ordinary resolution passed in the 10th Annual General Meeting held on 30.09.2020.

The Board of Directors has received a request from M/s. Radiant Solutions Private Limited to withhold the process of re-classification of their status of Promoter/promoter group to public. Further, on 9th October 2020, the Board has received request from the below mentioned shareholders/applicants, for re-classification of their status of Promoter/promoter group to public. The Board of Directors, subject to the approval of Members in the ensuing Extraordinary General Meeting and the Stock Exchange (BSE), in their meeting held on 9th October 2020, considered and approved the re-classification of status of the aforesaid promoter belonging to promoter group to public:

S.No	Name of the Shareholders/Applicants	Number of Shares held	Percentage of holding
1	ARVIND GUPTA	242,009	5.89
2	VANDANA GUPTA	57,536	1.40
3	ALOK GUPTA	17,068	0.42
4	GITA DEVI	32,828	0.80
5	RAVI GUPTA	11,542	0.28
6	ARVIND KUMAR (HUF)	8,150	0.20
7	NIVEDITA GUPTA	1,741	0.04
8	ARVIND KUMAR GUPTA	714	0.02
9	SUBHASH CHANDRA SARAFF	41	0.00
	Total	371,629	9.04

The Board of Directors confirms that the following conditions of reclassification are complied with:

1. Applicant does not hold individually, more than 10% of the total voting rights of the company
2. Applicant does not directly or indirectly, exercise Control over the affairs of the company.
3. Applicant does not have any special Rights through formal or informal arrangement/agreements.
4. Applicant does not and shall not act as Key Management Personnel for a period of more than 3 years from the date of shareholders' approval.
5. Applicant has not represented on the board of directors (including not having a nominee director) of the listed entity
6. Applicant is not a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
7. Applicant is not a fugitive economic offender, the company may accept the request made by the applicant and approve the reclassification of the applicant from Promoter category to Public Category.

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.

Your Directors recommend the Ordinary Resolution proposed at Item No. 3 of this Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Ordinary Resolution set out at Item No. 3 of this Notice.

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

Date: 9th October, 2020
Place: Chennai

Sd/-
R. NATARAJAN
Chairman & Managing Director.
DIN: 00595027

Notes:

- 1 In compliance with the provisions of the Ministry of Corporate Affairs (“MCA”) Circular Nos. 14/2020, 17/2020, 20/2020 and 33/2020 dated 8th April 2020, 13th April 2020, 5th May 2020 and 28th September 2020 respectively, and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company will be conducting this Extraordinary General Meeting (“EGM” or “Meeting”) through Video Conferencing/Other Audio Visual Means (“VC” / “OAVM”).

National Securities Depository Limited (NSDL) shall be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-voting during the EGM. The procedure for participating in the meeting through VC/OAVM is explained at Note below.

- 2 Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the members has been dispensed with. Accordingly the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- 3 Corporate members intending to authorize their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs.madhavanmk@gmail.com with a copy marked to evoting@nsdl.co.in.
- 4 The Members can join the EGM 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 EGM through VC/OAVM will be made available for 1000 members on first come 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 EGM without restriction on account of first come first served basis.
- 5 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.

- 6 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.
- 7 In compliances with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Company will not be dispatching physical copies of financial statements and Notice of EGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with M/s. Cameo Corporate Services Limited, Chennai, by following due procedure.

Members may note that the Notice of the Extra-ordinary General Meeting will also be available on the Company's website www.gitarenewable.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com .

- 8 Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 9 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/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 venue voting on the date of the EGM/AGM will be provided by NSDL.

1) **Voting by Members:**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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 Extra-ordinary 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 Extra-ordinary General Meeting.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password 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.	Your User ID is:
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Demat (NSDL or CDSL) or Physical	
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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines 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.co.in.

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 toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

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

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. 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.
2. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. 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.
7. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@gitarenewable.com from November 3, 2020 (9:00 a.m. IST) to November 5, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Other Instructions

- The e-voting period commences on 2nd November 2020 (9.00 a.m) and will end on 5th November 2020 (5.00 p.m). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on 29th October 2020, 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.
- Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 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 29th October 2020 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 e-Voting on the day of the EGM.
- Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of Extra-ordinary General Meeting and holding shares as of the cut-off date, i.e. 29th October 2020, 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.
- 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 e-Voting on the day of the EGM.
- The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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 48 hours from 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.
- 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.