

### **ROUTE MAP**

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# A B Renewable Energy Private Limited

Registered Office: A 502, Kanakia Zillion, BKC Ammexe CST Road, LBS Marg, Kurla West, Mumbai-400070. Email id:- [dalal.faizaan@gmail.com](mailto:dalal.faizaan@gmail.com); Telephone no:- 022-26542118  
CIN No: U40300MH2011PTC225392

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Members of **A B RENEWABLE ENERGY PRIVATE LIMITED** shall be held on Friday the 3rd March, 2017 at 4.00 p.m. IST at the Registered Office of the Company at A/502, Kanakia Zillion, BKC Annex, LBS Marg, CST Road, Kurla west, Mumbai – 400 070, to transact the following business:

### **Special Business:**

#### **ITEM 1: INCREASE IN AUTHORISED CAPITAL:**

To pass with or without modifications following resolutions as Ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and 64 of the Companies Act, 2013 and rules made there under and other applicable provisions of the act, if any (including any amendment thereto or re-enactment thereof), read with Memorandum & Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 1,00,000/- (Rupees One lac Only) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- each (Rupees Ten Only) to Rs. 4,50,00,000/- (Rupees Four Crores Fifty lacs Only) divided into 45,00,000 (Forty-Five lacs) Equity Shares of Rs. 10/- each (Rupees Ten Only) ranking pari passu in all respect with the existing Equity Shares."

**"RESOLVED FURTHER THAT** any one Director of the Company be and is hereby authorized to do all such acts, deeds and things which are necessary to give effect to aforesaid resolution."

#### **ITEM 2: AMENDMENT OF CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To pass with or without modifications following resolutions as Ordinary resolution:

**"RESOLVED THAT** pursuant to provisions of Section 13 and 61 of Companies Act, 2013 and rules made thereunder and other applicable provisions of the act, if any (including any amendment thereto or re-enactment thereof), the consent of members of the company be and is hereby accorded to amend and substitute Clause V of Memorandum of Association of the company as under;

V. The Authorised Share Capital of the Company is Rs. 4,50,00,000/- (Rupees Four Crores Fifty lacs only) divided into 45,00,000 (Forty-Five lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**"RESOLVED FURTHER THAT** any one Director of the Company be and is hereby authorized to do all such acts, deeds and things which are necessary to give effect to aforesaid resolution."

#### **ITEM 3: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:**

To pass with or without modifications following resolutions as Special resolution:



**"RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, the draft Articles of Association submitted before the meeting, duly initialled by the Chairman for identification, be and hereby approved and adopted as the Articles of Association of the company in substitution for and to the exclusion of all the existing Articles of Association."

**"RESOLVED FURTHER THAT** any of the Director of the Company, be and is hereby authorized to file the amended copy of the Articles of Association of the Company and file such other documents as are required to be filed with the Registrar of Companies and do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution."

**ITEM 4: ISSUE OF 9,600 EQUITY SHARES (SHARES) ON PREFERENTIAL BASIS:**

To pass with or without modifications following resolutions as Special resolution:

**"RESOLVED THAT** in accordance with the provisions of section 42, 62(1)(c), and such other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under and amended from time to time, the Memorandum of Association and Articles of Association of the Company and subject to the approvals, consents, permissions and/or sanctions of the Registrar of Companies (the "RoC"), Government of India, Reserve Bank of India etc. or all concerned statutory and other appropriate authorities as may be necessary, if any, the consent of the members be and is hereby accorded to the Board of Directors for making offer(s) or invitation(s) to subscribe, issue and allot in one or more tranches up to 9,600 (Nine Thousand Six Hundred) Equity Shares at a price of Rs. 30/- (Rupees Thirty Only) per Equity Share having face value of Rs. 10/- (Rupees Ten only) each, to the following proposed allottees:

| Name of Proposed allottee(s) | Number of Equity Shares |
|------------------------------|-------------------------|
| Mr. Faizaan Dalal            | 4,800                   |
| Ms. Nafisa Dalal             | 4,800                   |

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things and sign, execute and deliver all such deeds, documents and writings, agreements if any as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate."

**ITEM 5: ISSUE OF 44,33,334 COMPULSORILY CONVERTIBLE DEBENTURES (CCDs) ON PREFERENTIAL BASIS:**

To pass with or without modifications following resolutions as Special resolution:

**"RESOLVED THAT** in accordance with the provisions of section 42, 62, 71, and such other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under and amended from time to time, the Memorandum of Association and Articles of Association of the Company and subject to the approvals, consents, permissions and/or sanctions of the Registrar of Companies (the "RoC"), Government of India, Reserve Bank of India etc. or all concerned statutory and other appropriate authorities as may be necessary, if any, the consent of the members be and is hereby accorded to Board of Directors to create, offer, issue and allot, in one or more tranches 44,33,334



(Forty-Four lacs Thirty-Three Thousand Three Hundred and Thirty Four) Unsecured Compulsorily Convertible Debentures ("CCDs"), at a price of Rs. 30/- (Rupees Thirty Only) per CCD having face value of Rs. 30/- (Rupees Thirty only) carrying a Coupon Rate of 0.01% per annum and having a term of 36 months from the date of allotment, each fully paid up, to Mr. Faizaan Dalal (22,16,667 CCDs) and Ms. Nafisa Dalal (22,16,667 CCDs) ("Proposed allottees"), including the conversion of existing outstanding loans of Proposed allottees into such CCDs in accordance with the Applicable Laws and as detailed in the Statement annexed hereto, by way of preferential allotment, in such manner as the Board may, in its absolute discretion, think fit and on the following terms and conditions (more particularly provided in an explanatory statement annexed to the notice):

1. The CCDs shall be unsecured and shall not be a marketable securities.
2. Each CCD shall be converted into 1 Equity Shares of face value of Re. 10/- each at a price Rs. 30/- per Equity Share without any monetary inflow into the Company.
3. The CCDs by themselves do not give Proposed allottees any right of a shareholder of the Company till the date of conversion of CCDs into Equity Shares.
4. The new Equity Shares issued on conversion of CCDs shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing issued and subscribed Equity Shares of the Company including as to dividend.

**"RESOLVED FURTHER THAT** the CCDs shall be compulsorily converted into Equity Shares after a period of 1 year of commencement of company supplying power to Uttarakhand Power Corporation Ltd (UPCL)."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the Equity Shares to be issued and allotted and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board, and to settle all queries or doubts that may arise in the proposed issue, pricing of the issue, allotment of the Equity Shares arising there from, and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

For A B RENEWABLE ENERGY PRIVATE LIMITED



Faizaan Dalal

Director

DIN: 02687406

Mumbai

03.03.2017

Registered Office:

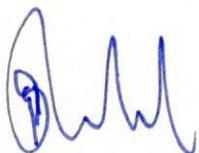
A/502, Kanakia Zillion, BKC Annex, LBS Marg,

CST Road, Kurla west, Mumbai - 400 070.

CIN: U40300MH2011PTC225392

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST COMMENCEMENT OF THE MEETING, SINCE MEETING HELD AT SHORTER NOTICE.
- 2) The Proposed Altered Memorandum referred to in the accompanying Notice and Explanatory Statement will also be available for inspection at the meeting and registered office of the Company.
- 3) An Explanatory Statement as required under Section 102 of the Companies Act, 2013 pertaining to the business contained in item above is annexed hereto.
- 4) Members / Proxies should fill the Attendance Slip for attending the Meeting.
- 5) In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.



**EXPLANATORY STATEMENT**  
(Pursuant to Section 102(1) of the Companies Act, 2013)

**ITEM 1 & 2:**

To meet the business requirements in general and for business expansion; the Company in process of fund raising including by way of issue of equity shares, and is therefore proposing to raise further capital. However, since the Authorized Share capital of the Company is not in line with our current requirement, the board of directors of the Company (Board), vide its resolution dated March 3, 2017 has proposed to increase the Authorized share capital of the Company. Pursuant to Sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed increase in the Authorized share capital.

**TO AMEND THE MEMORANDUM OF ASSOCIATION:** In order to reflect the increase Authorized share capital of the Company, and in order to confirm the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company must be amended. A draft of the amended Memorandum of Association with the Clause V was tabled and initialed for discussion. As Per section 13 of Companies Act, 2013, the alteration of the memorandum of association of the Company requires the approval of shareholders.

The resolution as set out in Item No. 1 & 2 of the Notice will be placed before the meeting for the approval of the members.

Your Directors recommend the approval of proposed resolution by the members by way of a Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the proposed resolution.

**ITEM 3:**

Pursuant to execution of Subscription cum Shareholders' Agreement ("SSHA"), the Company would be required to amend the Articles of Association to reflect the terms of that Agreement and also to streamline with the provisions of the Companies Act, 2013. Therefore, it is required to availed consent of the members as per the provisions of the Companies Act, 2013 and rules made there under to adopt the new set of Articles of Association in place of existing Articles of Association of the Company.

The Draft of the proposed Articles of Association to be amended available for inspection at the registered office of the Company before the start of the proceedings.

The resolution as set out in Item No. 3 of the Notice will be placed before the meeting for the approval of the members.

Your Directors recommend the approval of proposed resolution by the members by way of a Special Resolution.



Mr. Faizaan Dalal, Ms. Nafisa Dalal and Mr. Shahzaad Dalal may be concerned or interested, in the proposed resolution.

**ITEM 4 & 5:**

As per Section 42, 62, 71 and other applicable provisions of the Companies Act, 2013, read with the rules framed there under and amended from time to time, a company offering or making an invitation to subscribe to 9,600 Equity Shares and 44,33,334 0.01% Compulsorily Convertible Debentures ('CCDs') is required to obtain the prior approval of the Shareholders by way of a Special Resolution.

In order to meet the requirements of funds for expansion of business and for general corporate use, the Board of Directors is planning to issue Equity Shares and CCDs to raise the funds for aforesaid purpose. Given below is a statement of disclosures as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the Equity Shares and CCDs:

| Sr. No. | Particulars   | Equity Shares   | Compulsorily Convertible Debentures (CCDs) |
|---------|---|---|--|
| 1.      | Object of the Issue   | The objects of the issue for expansion of business and for general corporate use.   |  |
| 2.      | Number of Equity shares/CCDs to be issued   | 9,600 Equity Shares of Rs. 10/- each  | 44,33,334 CCDs of Rs. 30/- each            |
| 3.      | Price/Price band at/within which the allotment is proposed                                      | Rs. 30/- per Equity share   | Rs. 30/- per CCD                           |
| 4.      | Basis on which the price has arrived along with valuation Report                                | The Valuation report has been obtained from Mr. Jignesh Goradia & Associates, Chartered Accountants.  |  |
| 5.      | Relevant Date   | In the present case, the relevant date is 3rd March, 2017 (the date on which Board recommends for issue of Equity shares and CCDs).   |  |
| 6.      | Class or classes of persons to whom the allotment is proposed to be made                        | Mr. Faizaan Dalal, Director<br>Mrs. Nafisa Dalal, Director  |  |
| 7.      | Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer         | Mr. Faizaan Dalal and Ms. Nafisa Dalal, Directors of the Company intended to subscribe to the proposed Offer for Equity shares and CCDs. Mr. Shahzaad Dalal has not expressed his intention to subscribe to this offer. |  |
| 8.      | Proposed time within which the allotment shall be completed                                     | 30 days   |  |
| 9.      | Names of proposed allottees and the percentage of post preferential offer capital held by them: | As per " <u>Schedule A</u> "  |  |
| 10.     | Consequential changes, if any, in the Management Control of the Company                         | The proposed allotment of Equity  | The proposed allotment of CCDs             |

|     |  |   |   |
|-----|--|---|---|
|     |  | Shares shall not result in any change in Management Control of the Company. | shall not result in any change in Management Control of the Company, however, upon conversion of all the CCDs into Equity shares of the company, the management control may be change.  |
| 11. | The number of persons to whom allotment have already been made during the year, in terms of number of securities as well as price              |   | Not applicable  |
| 12. | Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer. | N.A.  | Part of the CCDs being issued against conversion of existing outstanding loans of Proposed allottees and the same has been issued at par with the allotment to be made in cash. The Valuation report of already mentioned above at Sr. No. 4 of this table. |
| 13. | The pre issue and post issue shareholding pattern of the company   |   | As per " <u>Schedule B</u> "  |

- Schedule A:

| Sl. No.      | Name of Proposed Allottee | Category | Post Issue*         |                |
|--------------|---------------------------|----------|---------------------|----------------|
|              |                           |          | Total Equity Shares | %              |
| 1            | Mr. Faizaan Dalal         | Director | 22,21,467           | 49.887%        |
| 2            | Ms. Nafisa Dalal          | Director | 22,21,467           | 49.887%        |
| <b>TOTAL</b> |                           |          | <b>44,42,934</b>    | <b>99.774%</b> |

\*including assumption of conversion of 44,33,334 CCDs into Equity Shares of the Company.

- **Schedule B:**

|   | <b>Category</b>          | <b>Pre Issue</b>                   |               | <b>Post Issue*</b>                 |               |
|---|--------------------------|------------------------------------|---------------|------------------------------------|---------------|
|   |                          | <b>Total<br/>Equity<br/>Shares</b> | <b>%</b>      | <b>Total<br/>Equity<br/>Shares</b> | <b>%</b>      |
| A | Promoters' holding       |                                    |               |                                    |               |
| 1 | Indian                   |                                    |               |                                    |               |
|   | Individual               | NIL                                | NIL           | NIL                                | NIL           |
|   | Bodies Corporate         | 10,000                             | 100.00        | 10,000                             | 0.23          |
|   | Sub Total                | 10,000                             | 100.00        | 10,000                             | 0.23          |
| 2 | Foreign Promoters        | NIL                                | 0.00          | NIL                                | 0.00          |
|   | Sub Total (A)            | 10,000                             | 100.00        | 10,000                             | 0.23          |
| B | Non - Promoters' holding |                                    |               |                                    |               |
| 1 | Institutional Investors  | NIL                                | 0.00          | NIL                                | 0.00          |
| 2 | Non-Institution :        |                                    |               |                                    |               |
|   | Private Corporate Bodies | NIL                                | 0.00          | NIL                                | 0.00          |
|   | Indian Public            | NIL                                | 0.00          | 44,42,934                          | 99.77         |
|   | Other (Including NRIs)   | NIL                                | 0.00          | NIL                                | 0.00          |
|   | Sub Total (B)            | NIL                                | 0.00          | 44,42,934                          | 99.77         |
|   | <b>GRAND TOTAL</b>       | <b>10,000</b>                      | <b>100.00</b> | <b>44,52,934</b>                   | <b>100.00</b> |

\*including assumption of conversion of 44,33,334 CCDs into Equity Shares of the Company.

**THE FOLLOWING ARE THE TERMS & CONDITIONS OF 0.01% COMPULSORILY CONVERTIBLE DEBENTURES (CCDs):**

1. The tenure of CCDs are 36 months.
2. The CCDs are unsecured.
3. The CCDs shall not be marketable security.
4. The CCDs shall be convertible by the Company within 30 days from the completion of 12 months of commencement of company supplying power to Uttarakhand Power Corporation Ltd. (UPCL).
5. The CCDs shall carry interest at the rate of 0.01% p.a. subject to deduction of tax at source as may be applicable.
6. Upon conversion of CCDs into Equity Shares, the Company shall deliver the original Share Certificates to the CCD holders and the CCD certificates will be get cancelled automatically without any further action.
7. The face value of 44,33,334 CCDs is Rs. 30/- (Rupees Thirty Only) each and shall be converted by the Company within 30 days from the completion of 12 months of commencement of company supplying power to Uttarakhand Power Corporation Ltd. (UPCL). Each CCD shall be converted in to 1 Equity share fully paid-up against 1 CCD fully paid-up.

8. If any bonus or right issue or any other change in the capital structure of the Company like spilt in the face value of shares, consolidation in the face value of shares etc. is made by the Company during the tenure of CCDs, the entitlement of the holder for conversion in to Equity shares shall increase or decrease as the case may be, on pro-rata basis, subject to payment of price for right issue by the investors proportionately but only at the time of election of conversion of the CCDs into Equity shares.
9. CCDs shall not be sold/ transferred to a person unless a specific prior approval of the Company is obtained for such transfer; the transfer so approved shall be effected on submission of the duly executed transfer deed along with the relevant CCD certificate to the Company. The decision of the Board shall be final as to accepting / rejecting the application seeking approval for such sale/transfer.
10. The aforesaid Terms & Conditions of the CCDs can be changed with the prior approval of CCDs holder and after completing the necessary formalities.

The approval of the Members is being sought by way of a Special Resolution under Sections 42, 62, 71 and other applicable provisions of the Companies Act, 2013 read with the rules made there under and as amended from time to time, to enable the Company to offer or invite subscriptions for Equity Shares and CCDs, during the period of 1 (One) year from the date of passing of the resolution at Item No. 4 & 5.

The resolution as set out in Item No. 4 & 5 of the Notice will be placed before the meeting for the approval of the members.

Your Directors recommend the approval of proposed resolution by the members by way of a Special Resolution.

Mr. Faizaan Dalal, Ms. Nafisa Dalal and Mr. Shahzaad Dalal, Directors of the Company are concerned or interested, financially or otherwise, in the proposed resolution.

**For A B RENEWABLE ENERGY PRIVATE LIMITED**



**Faizaan Dalal**  
Director  
**DIN: 02687406**

03.03.2017

Registered Ofice:

A/502, Kanakia Zillion, BKC Annex, LBS Marg,  
CST Road, Kurla west, Mumbai – 400 070.  
CIN: U40300MH2011PTC225392

**A B RENEWABLE ENERGY PRIVATE LIMITED**

**ATTENDANCE SLIP**

**Extra Ordinary General Meeting on Friday, 3rd March, 2017 at 4.00 p.m. IST at the registered office of the Company at A/502, Kanakia Zillion, BKC Annexe, LBS Marg, CST Road, Kurla west, Mumbai - 400 070.**

Regd. Folio No. \_\_\_\_\_

DP ID \_\_\_\_\_

Client ID/Ben. A/C \_\_\_\_\_

No. of shares held \_\_\_\_\_

Name of the Member: \_\_\_\_\_ Signature:

Name of the Proxy holder: \_\_\_\_\_ Signature:

Note: Please fill this attendance slip and hand it over at the entrance of the hall

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U40300MH2011PTC225392

Name of the company: A B RENEWABLE ENERGY PRIVATE LIMITED

Registered office: A/502, Kanakia Zillion, BKC Annexe, LBS Marg, CST Road, Kurla west, Mumbai - 400 070.

Name of the member (s): Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature: .....,

or

failing him

2. Name: .....

Address:

E-mail Id:

Signature: .....,

or

failing him

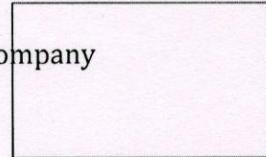
3. Name: .....  
E-mail Id:

Address:  
Signature:.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on the Friday of 3rd March, 2017 at 4.00 p.m. at the registered office of the Company at A/502, Kanakia Zillion, BKC Annexe, LBS Marg, CST Road, Kurla west, Mumbai - 400 070, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Increase in Authorised Capital
2. Alteration of Capital clause of the Memorandum of Association of the Company
3. Adoption of new set of Articles of Association of the Company
4. Issue of 9,600 Equity Shares on Preferential basis
5. Issue of 44,33,334 Compulsorily Convertible Debentures (CCDs) on Preferential basis



Affix Revenue Stamp

Signed this ..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)