

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; Telephone no:- 022-26542118
CIN No: U40300MH2011PTC225392

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of A B RENEWABLE ENERGY PRIVATE LIMITED will be held on 1st March, 2017 at 11.00 A.M. At Registered Office of the Company to transact the following as Special business:-

SPECIAL BUSINESS:

ITEM NO. 1.

Borrowing money(ies) for the purpose of business of the Company:

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

“RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) for the time being in force) and Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the Board to borrow from time to time, for the purpose of the Company’s business, such sum or sums of money (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) not exceeding aggregate amount of Rs. 50 Crores (Rupees Fifty Crores only) at any given point of time, irrespective of the aggregate amount borrowed being lower or higher than the aggregate of paid-up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient, proper in respect of the above and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable as may be required to give effect to the aforesaid resolution.”



ITEM NO. 2.

Creation of security on the properties of the Company, both present and future, in favour of lenders:

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

“RESOLVED THAT pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) for the time being in force) and Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors to pledge, mortgage and/or charge all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 50 Crores (Rupees Fifty Crores only) at any time.


RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient, proper in respect of the above and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable as may be required to give effect to the aforesaid resolution.”

ITEM NO 3

Loan and Investment by the Company

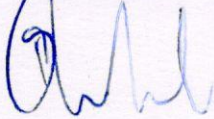
To consider and, if thought fit, to pass with or without modifications(s), the following as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the members be accorded to the Board of Directors to give loan or give guarantee or provide any security, invest/acquire the securities of anybody corporate by way of subscription/purchase or otherwise, up to a sum of Rs.50 Crores (Rupees Fifty Crores Only), notwithstanding that the aggregate of the loans given or guarantee provided or investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.



RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient, proper in respect of the above and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable as may be required to give effect to the aforesaid resolution.”

FOR A B RENEWABLE ENERGY PRIVATE LIMITED



Faizaan Shahzaad Dalal

Director

DIN: 02687406

Place: Mumbai

Date: 27.01.2017

Registered Office: A/502, Kanakia Zillion, BKC Annexe, LBS Marg,
CST Road, Kurla West, Mumbai, 400070

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra Ordinary General Meeting in respect of item no (No. of Special Business) is annexed hereto and forms part of notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF 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 fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Notice of Extra Ordinary General Meeting, Proxy Form and Attendance Slip are being sent to Members.
4. Relevant documents referred to in the accompanying Notice will be available for inspection to the members at the Registered Office of the Company between 11.00 a.m. to 4.00 p.m. on all working days except Saturdays and Sundays up to the date of the meeting.

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

ITEM NO. 1 and 2:

This is to inform you that Vishal techno Commerce Limited has won the bid for Setting of Grid Connect Solar PV Power Projects upto 170 MW Aggregate Capacity for Procurement of Power on Long Term Basis from Uttarakhand Power Corporation Limited. Pursuant to Power Purchase Agreement dated 29th March, 2016 between Vishal techno Commerce Limited and Uttarakhand Power Corporation Limited, Vishal techno Commerce Limited being the holding Company of your Company has assigned the abovementioned project to your Company (subsidiary Company). For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 50 crores (Rupees Fifty Cores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

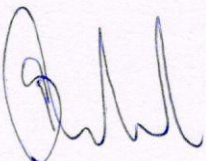
In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board recommends the Resolution as set out at Item No. 1 and 2 of the Notice as a Special Resolution for approval by the Members.

ITEM NO 3

As per provisions of section 186 of the Companies Act 2013, no company can provide a loan or guarantee or provide any security or acquire the shares of other Company exceeding the prescribed limits of up to sixty percent of its paid up share capital, free reserves and Securities Premium Account or hundred percent of its free reserves and Securities Premium Account, whichever is more; unless the proposal is previously authorized by special resolution passed in general meeting.



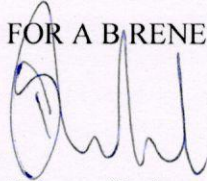
To optimally utilize the fund which may be available with the Company, it is proposed to take an enabling authorization for investment of funds.

Hence it is proposed to set the limit of the Company under Section 186 of the Companies 2013 to Rs. 50 Crores (Rupees Fifty Crores Only).

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board recommends the Resolution as set out at Item No. 3 of the Notice as a Special Resolution for approval by the Members.

FOR A B RENEWABLE ENERGY PRIVATE LIMITED



Faizaan Shahzaad Dalal

Director

DIN: 02687406

Place: Mumbai

Date: 27.01.2017

Registered Office: A/502, Kanakia Zillion, BKC Annexe, LBS Marg,
CST Road, Kurla West, Mumbai, 400070