



RRB ENERGY LIMITED

(RELIABILITY DRIVEN BY TECHNOLOGY)

Registered Office cum Works:
GA-1/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi - 110 044, India. Telephone: +91-11-40552222, Fax: +91-11-40552200
E-mail: pawanshakthi@rrbenergy.com, Website: www.rrbenergy.com
CIN No : U29299DL1987PLCO29949

NOTICE

Notice is hereby given that the Second Extraordinary General Meeting of the Members of RRB Energy Limited for the financial year 2016-17 will be held on Monday, 27 March 2017 at 3.00 P.M., at the Registered Office of the Company at GA-1/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110 044 to transact the following business:

SPECIAL BUSINESS:

Item No.1

Reappointment of Mr. Rakesh Bakshi as the Chairman and Managing Director (DIN: 00392862) of the Company.

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

"RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 (including any amendments thereto, or re-enactments thereof), approval of the Members be and is hereby accorded to the re-appointment of Mr. Rakesh Bakshi as the Chairman and Managing Director of the Company at NIL remuneration for a period of three years with effect from 1 April 2017 to 31 March 2020."

"RESOLVED further that Mr. Ravinder Kumar Sachdeva, Head Corporate and Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary in relation to the reappointment and file such documents with the Registrar of Companies, National Capital Territory of Delhi and Haryana, as may be required including returns to the Central Government and do all such acts, deeds and things as may be required or considered necessary or incidental thereto."

By order of the Board of Directors

Ravinder Kumar Sachdeva
Head Corporate
and Company Secretary
House No. 416,
Sainik Vihar, Pitampura,
New Delhi-110 034
Membership No.F3549

Place: New Delhi
Date: 1 March 2017

contd....2/-



RRB ENERGY LIMITED

(RELIABILITY DRIVEN BY TECHNOLOGY)

Registered Office cum Works:
GA-1/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi - 110 044, India. Telephone: +91-11-40552222, Fax: +91-11-40552200
E-mail: pawanshakthi@rrbenergy.com, Website: www.rrbenergy.com
CIN No : U29299DL1987PLCO29949

(2)

Notes:

1. **A Member entitled to attend and vote at the Extraordinary General Meeting (the Meeting) is entitled to appoint a proxy to attend and on a poll, vote instead of himself/herself. A proxy need not be a Member. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty eight hours before the commencement of the Meeting (Proxy Form enclosed).**
2. **A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or members.**
3. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 with regard to the Special Business, to be transacted at the Meeting, is annexed hereto and forms part of the notice.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting room where the Meeting is proposed to be held.
6. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. Members may also note that the Notice of the Extraordinary General Meeting is available on the Company's website at www.rrbenergy.com
8. Route map to the venue of the Extraordinary General Meeting is annexed.

contd....3/-



RRB ENERGY LIMITED

(RELIABILITY DRIVEN BY TECHNOLOGY)

Registered Office cum Works:
GA-1/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi - 110 044, India. Telephone: +91-11-40552222, Fax: +91-11-40552200
E-mail: pawanshakthi@rrbenergy.com, Website: www.rrbenergy.com
CIN No : U29299DL1987PLCO29949

(3)

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

ITEM NO.1

The tenure of Mr. Rakesh Bakshi, Chairman and Managing Director (CMD) is due to expire on 31 March 2017 and the matter related to re-appointment of the CMD has been taken up.

Based on the effective capital of the Company as on 31 March 2016, as per Schedule V, the CMD can be paid yearly remuneration of Rs.84 lakhs if proposal is approved by the Nomination & Remuneration Committee (NRC) and by the Board and Rs.168 lakhs, if proposal is also approved by the Members by way of a Special Resolution. However, these limits are inapplicable in the case of unlisted Companies as per Rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 subject to compliance of certain conditions as mentioned therein. RRBEL, being an unlisted Company, can therefore, decide to pay remuneration as approved by the Board and the Members of the Company on compliance of the laid down conditions.

RRB Energy Limited (RRBEL/the Company) has been incorporated as a Public Limited Company and presently falls under the unlisted category of Companies. In terms of Rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Companies other than Listed Companies and subsidiary of a Listed Company may without Central Government approval pay remuneration to its managerial personnel, in the event of no profit or inadequate profit beyond ceiling specified in Section II, Part II of Schedule V (as amended vide Notification dated 12 September 2016) attached to the Companies Act, 2013, subject to complying with the following conditions namely:-

- (i) payment of remuneration is approved by a resolution passed by the Board and, in the case of a company covered under sub-section (1) of section 178 also by the Nomination and Remuneration Committee;
- (ii) the company has not committed any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person and in case of a default, the company obtains prior approval from secured creditors for the proposed remuneration and the fact of such prior approval having been obtained is mentioned in the explanatory statement to the notice convening the general meeting;

contd....4/-



RRB ENERGY LIMITED

(RELIABILITY DRIVEN BY TECHNOLOGY)

Registered Office cum Works:

GA-1/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi - 110 044, India. Telephone: +91-11-40552222, Fax: +91-11-40552200

E-mail: pawanshakthi@rrbenergy.com, Website: www.rrbenergy.com

CIN No : U29299DL1987PLCO29949

(4)

- (iii) an ordinary resolution or a special resolution, as the case may be, has been passed for payment of remuneration as per the limits laid down in item (A) or a special resolution has been passed for payment of remuneration as per item (B), at the general meeting of the company for a period not exceeding three years;
- (iv) a statement along-with a notice calling the General Meeting, shall contain the information as per sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V of the Act including reasons and justification for payment of remuneration beyond the said limit;
- (v) the Company has filed Balance Sheet and Annual Return which are due to be filed with the Registrar of Companies.

The Company has already obtained approval to the reappointment and payment of remuneration to Mr. Rakesh Bakshi as the Chairman and Managing Director for a further period of three years beyond 1 April 2017 from the Nomination and Remuneration Committee of Directors and the Board of Directors in their meetings held on 15 December 2016. The Company, is however, awaiting approval from the secured lenders to the payment of remuneration as proposed for the Chairman and Managing Director as the Company has been defaulting in payment of dues of the secured lenders during the financial years 2015-16 and 2016-17 (as on 31 January 2017). The Company, therefore, cannot pay remuneration to Mr. Rakesh Bakshi until approval of the secured lenders to the payment of remuneration is received. However, it is also important that the Company cannot remain headless and at least action has to be taken to appoint Mr. Rakesh Bakshi as the CMD at NIL remuneration. The issue of payment of remuneration to the CMD can be addressed subsequently once response from the secured lenders is received by the Company.

The proposed resolution does not relate to or effect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

The requisite information on the proposal, required to be furnished to the members, is given below:

contd....5/-

Corporate Office cum Works:

182/2, Bypass Road, Poonamallee, Chennai - 600 056. Tamil Nadu, India. Telephone: +91-44-26271111, Fax: +91-44-26491890 / 26271114

Email: pnml@rrbenergy.com Website : www.rrbenergy.com



RRB ENERGY LIMITED

(RELIABILITY DRIVEN BY TECHNOLOGY)

Registered Office cum Works:

GA-1/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi - 110 044, India. Telephone: +91-11-40552222, Fax: +91-11-40552200
E-mail: pawanshakthi@rrbenergy.com, Website: www.rrbenergy.com
CIN No : U29299DL1987PLCO29949

(5)

A. GENERAL INFORMATION:

1. Nature of industry

India has one of the largest programmes in the renewable energy sector covering a wide spectrum of resources such as wind, solar, biomass, small hydro etc. Out of these programmes, Wind Energy is one of the most highly successful programme, which is predominantly market driven. Globally India occupies the fifth position in the world with an installed wind power capacity of about 30,000 MW. It is estimated that 4500 MW of wind power capacity will be installed in the year 2016-17.

2. Date or expected date of commencement of commercial production

The Company was incorporated as a public limited Company on 1 December 1987 under the name of Vestas RRB India Ltd. and it received Certificate of commencement of business on 16 May 1988. The name of the Company was changed from Vestas RRB India Ltd. to RRB Energy Limited on 25 April 2008.

The main objective of the Company is to produce world class Wind Electric Generators (WEGs) in India for harnessing of power from wind. The Company offers custom built turnkey solutions in the area of harnessing wind energy for power generation, which includes site selection, micrositing, preparation of detailed project report, project engineering, erection, commissioning and after sales service of the wind power projects.

3. Financial Performance

Financial indicators of the Company are summarized below:

(Amount in Rs. Crore)

Sl. No.	Year	Turnover (Rs./Crore)	EBITDA (Rs./Crore)	Loss/Profit (Rs./Crore)
1.	2014-15	138.11	14.45	(21.85)
2.	2015-16	132.85	6.85	(29.04)
3.	2016-17* (1 April 2016 to 30 September 2016)	18.95	(6.04)	(17.79)

* Unaudited.

contd....6/-

Corporate Office cum Works:

182/2, Bypass Road, Poonamallee, Chennai - 600 056. Tamil Nadu, India. Telephone: +91-44-26271111, Fax: +91-44-26491890 / 26271114

Email: pnml@rrbenergy.com Website : www.rrbenergy.com



RRB ENERGY LIMITED

(RELIABILITY DRIVEN BY TECHNOLOGY)

Registered Office cum Works:
GA-1/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi - 110 044, India. Telephone: +91-11-40552222, Fax: +91-11-40552200
E-mail: pawanshakthi@rrbenergy.com, Website: www.rrbenergy.com
CIN No : U29299DL1987PLCO29949

(6)

4. Export performance and Net Foreign Exchange Collaborations

The Export realizations by the Company during the financial year 2015-16 resulted in earning of foreign exchange equivalent to Rs.13,35,61,953/-. The export realization for the financial year 2016-17 (as on 31 January 2017) is equivalent to Rs.15,72,16,530/-.

5. Foreign investments or Collaborators, if any

The Company has not made any Foreign Investments or entered into any Foreign Collaborations during the financial years 2015-16 and 2016-17 (As on 31 January 2017).

B. INFORMATION ABOUT THE APPOINTEE:

1. Background Details

Mr. Rakesh Bakshi is acknowledged as a pioneer in the field of non-conventional energy sources in India, having contributed extensively to harnessing and promoting renewable for everyday energy needs. Renewable play a significant role, especially in the context of the need for abating Global Warming and mitigating adverse Climate Change. Mr. Rakesh Bakshi has successfully promoted and implemented advanced climate friendly technologies past the demonstration phase, more particularly by converting renewable sources of energy into heat and power.

Mr. Rakesh Bakshi took over as the Managing Director of the Company with effect from 15 September 1993. He also became Chairman of the Company with effect from 29 June 2009 and is presently designated as the Chairman and Managing Director (CMD) of the Company.

CMD who is a LFIMA, FIE, FNAE and a First-class graduate in Mechanical Engineering had at a very young age recognized the great potential that alternative sources of energy offered and so committed all his energy and resources towards developing them.

contd....7/-



RRB ENERGY LIMITED

(RELIABILITY DRIVEN BY TECHNOLOGY)

Registered Office cum Works:
GA-1/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi - 110 044, India. Telephone: +91-11-40552222, Fax: +91-11-40552200
E-mail: pawanshakthi@rrbenergy.com, Website: www.rrbenergy.com
CIN No : U29299DL1987PLCO29949

(7)

CMD has also received various National/International honours and awards for his pioneering work in the continuous and ongoing Promotion of Renewable Energy Technologies (RETs). He has persistently advocated the use of RETs in the context of abating Global Warming and mitigating adverse Climate Change.

CMD has from time to time over the last many years received commendation letters for his unique and pioneering achievements from world renowned and world famous people. The National Institute of Technology (NIT), Kurukshetra has also decided to confer upon Mr. Rakesh Bakshi, the Honorary degree of Ph.D (Honoris Causa) at their 14th Annual Convocation being held on 4 March 2017.

2. Past Remuneration

- (a) The Government of India in the erstwhile Ministry of Company Affairs (now Ministry of Corporate Affairs) vide its letter No. 1/109/2005-CL.VII dated 2 August 2005 and 28 October 2005 had, in terms of Section 269 of the Companies Act, 1956 (Act), approved reappointment of Mr. Rakesh Bakshi as the Managing Director of the Company for a period of three years with effect from 1 April 2005. The remuneration approved was Rs.11,50,000/- (Rupees Eleven lakhs and fifty thousand only) per month plus PF, SAF, Gratuity and leave encashment and other benefits. The approval accorded by the Government of India was valid upto 31 March 2008.
- (b) The Members of the Company had approved a remuneration of Rs.16,50,000/- (Rupees Sixteen lakhs and fifty thousand only) per month with perquisites for Mr. Rakesh Bakshi, Chairman and Managing Director with effect from 1 April 2008 to 31 March 2011. The Ministry of Corporate Affairs, Government of India accorded approval to the reappointment of Mr. Rakesh Bakshi, Chairman and Managing Director for a period of three years with effect from 1 April 2008 to 31 March 2011 with an annual remuneration to the Chairman and Managing Director within the limits as prescribed in Schedule XIII of the Companies Act, 1956 or the last approved remuneration of the Ministry i.e. 11,50,000/- (Rupees Eleven lakhs fifty thousand only) per month plus PF, SAF, Gratuity and leave encashment, whichever is higher. Since the Company had continued payment of remuneration to Mr. Rakesh Bakshi, Chairman and Managing Director from 1 April 2008 on the lines approved by the Shareholders of the Company, the Company, on receipt of approval from the Ministry of Corporate Affairs, Government of India vide letter No. SRN No.A46325023-CL.VII dated 17 March 2010, had filed an

contd....8/-

