



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 GST IN : 07AAACV0109N1ZE

NOTICE

Notice is hereby given that the First Extraordinary General Meeting of the Members of RRB Energy Limited for the financial year 2018-19 will be held on Thursday, 17 May 2018 at 11.00 A.M. at shorter notice at the Company's Registered Office cum Works at GA-1/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110 044 to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1

Increase in authorized Share Capital of Company

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

"RESOLVED as an Ordinary Resolution that pursuant to the provisions of Section 61(1) of the Companies Act, 2013 and other applicable provisions, if any, approval of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore and Fifty Lakhs) Equity Shares of face value of Rs. 10/- each to Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of face value of Rs. 10/- each by creation of further 50,00,000 (Fifty lakhs) equity shares of Rs. 10/- each, ranking pari passu with the existing equity shares of the Company and the existing Clause V of the Memorandum of Association of the Company be and is hereby altered as follows:

Clause V: "The Authorized Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of face value of Rs. 10/- each.

"RESOLVED further that Mr. Rakesh Bakshi, Chairman and Managing Director (DIN: 00392862), Mr. Sarvesh Kumar, President & Chief Operating Officer and Mr. Ravinder Kumar Sachdeva, Head Corporate and Company Secretary (Membership No. F3549) of the Company be and are hereby severally authorized to file the necessary form with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above Resolution."

contd....2/-

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



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(2)

ITEM NO. 2:

Issuance of further equity shares on Private Placement basis by way of Preferential Allotment

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

"RESOLVED as a Special Resolution that pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 including any statutory modification and Articles of Association of the Company, the approval of the Members be and is hereby accorded to create, offer and issue, by way of preferential allotment of shares, on private placement basis, 75,04,727 equity shares (having face value of Rs. 10/- each and at a premium of Rs.389.748 per share) for a total issue price of INR (Indian Rupees) 299,99,99,609/- (Two Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred and Nine only) (which price has been determined in accordance with the valuation report issued by Amrish Garg & Associates, Chartered Accountants, by way of preferential allotment of equity shares on private placement basis to Laxman Leafin Limited (having its registered office situated at 502, 4th Floor, Sri Siva Rama Towers #3-6-288/3, Hyderguda, Hyderabad-500029), on such other terms and conditions as the Board may think fit."

"RESOLVED further that for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this respect including but not limited to:

- executing all deeds, documents, writings in this connection.
- authorizing officials of the Company to act for and on behalf of the Company in this regard.
- making such modifications and alterations from time to time as it deems fit to give effect to the terms and conditions of issue of the equity shares on private placement basis.
- completing all formalities in respect of allotment of and issue of relevant share certificate(s).
- taking such steps to resolve all questions or difficulties incidental to the issue and allotment of equity shares in its absolute discretion without any fresh approval of the Members of the Company and the decision of the Board shall be final and conclusive."

contd....3/-

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