



# 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 Thirty First Annual General Meeting of the Members of RRB Energy Limited will be held on Thursday, 26 September 2019 at 4.00 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:

### **ORDINARY BUSINESS:**

1. To consider and adopt the audited Financial Statement of the Company for the financial year ended 31 March 2019 and the Reports of the Board of Directors and Auditors thereon and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 134 of the Companies Act, 2013, the Financial Statement comprising of the Balance Sheet as at 31 March 2019, the Profit and Loss Account, Cash Flow Statement for the year ended 31 March 2019 along with the schedules and notes appended thereto and the reports of the Board and Auditors thereon, be and are hereby adopted."

2. To appoint a Director in place of Mrs. Promilla Bakshi, who retires by rotation and being eligible, seeks reappointment.

### **SPECIAL BUSINESS:**

3. Ratification of the remuneration of the Cost Auditor for the financial year 2019-20 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company for the electricity generated by Wind Electric Generators and manufacture of Wind Electric Generators, Blades, Controllers and parts thereof of the Company for the financial year ended 31 March 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

contd....2/-

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(2)

"RESOLVED further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To appoint Mrs. Pitchumani Aarathi (DIN:07659777) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs. Pitchumani Aarathi (DIN:07659777), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company for a period of five years from 20 October 2018 to 19 October 2023, be and is hereby appointed as an Independent Director of the Company for a period of five years w.e.f. 20 October 2018 to 19 October 2023 pursuant to Section 160 of the Companies Act, 2013 and she is not liable to retire by rotation."

"RESOLVED further that the Board of Directors and/or Head Corporate and Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To appoint Mr. Durai Raja (DIN:02775118) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Durai Raja (DIN:02775118), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company for a period of five years from 20 October 2018 to 19 October 2023, be and is hereby appointed as an Independent Director of the Company for a period of five years w.e.f. 20 October 2018 to 19 October 2023 pursuant to Section 160 of the Companies Act, 2013 and he is not liable to retire by rotation."

contd....3/-

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(3)

"RESOLVED further that the Board of Directors and/or Head Corporate and Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board of Directors

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

Place: New Delhi  
Date: 23 August 2019

contd....4/-

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Notes:

- 1. A Member entitled to attend and vote at the Annual 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. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and Public Holidays up to the date of the Thirty First Annual General Meeting of the Company.
7. 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.
8. Members may also note that the Notice of the Thirty First Annual General Meeting is available on the Company's website at [www.rrbenergy.com](http://www.rrbenergy.com)
9. Route map to the venue of the Annual General Meeting is annexed.

contd....5/-

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(5)

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

**ITEM NO. 3**

The Board, on the recommendation of the Audit Committee, had accorded approval to the appointment and payment of remuneration of the Cost Auditor at an yearly fee of Rs.1,30,000/- (Rupees One lakh and thirty thousand only) exclusive of Goods and Service Tax and out of pocket expenses to conduct the audit of the cost records maintained by the Company for the electricity generated by Wind Electric Generators and manufacture of Wind Electric Generators, Blades, Controllers and parts thereof for the financial year 2019-20.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2019-20.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Your Directors recommend the Resolution for the approval of Members of the Company.

Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and Public Holidays up to the date of the Thirty First Annual General Meeting of the Company.

**ITEM NO. 4**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 90 of the Articles of Association of the Company, the Board of Directors, had approved appointment of Mrs. Pitchumani Aarathi (DIN:07659777) as an Additional Director in the capacity of Independent Director for a period of five years i.e. from 20 October 2018 to 19 October 2023 subject to the confirmation of the Members at the ensuing Annual General Meeting.

contd...6/-

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(6)

The Company had also received the following forms/declarations from Mrs. Pitchumani Aarathi (DIN:07659777) with regard to the said appointment:

- Consent to act as a Director in Form DIR-2 pursuant to Section 152(5) of the Companies Act, 2013;
- Intimation in Form DIR-8 to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013;
- Declaration of Meeting the criteria of Independence by the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013; and
- Form MBP-1 providing a Notice of Interest pursuant to Section 184(1) of the Companies Act, 2013.

Mrs. Pitchumani Aarathi (DIN:07659777), is a professional holding degree of Bachelors in Business Administration (BBA) and Masters in Business Administration (MBA) from Chennai. She holds experience in HR matters and is also a Director with Skapare Corporate Solutions Pvt. Ltd. The professional experience possessed by her would definitely be beneficial for the operations of the Company. The details of Mrs. Pitchumani Aarathi (DIN:07659777) are as follows:

Sl. No.	Particulars	Details
1.	Name of the Director	Mrs. Pitchumani Aarathi
2.	Age	36
3.	Qualifications	Masters in Business Administration (MBA) from Chennai
4.	Experience	Over 12 years
5.	Terms and conditions of appointment (along with the remuneration)	As an Additional Director in the capacity of Independent Director. She will not be entitled of any remuneration other than the following:  (a) Sitting fee @Rs.25,000/- (Rupees Twenty five thousand only) for participation in the each meeting of the Board or Committees thereof. (b) Reimbursement of all travelling, hotel and other incidental expenses incurred regarding above.
6.	Shareholding in the Company	She does not hold any shares in the Company.
7.	Relationship with other Directors	She is not related to any Directors of the Company.
8.	Relationship with Manager of the Company	She is not directly or indirectly related to any of the Manager of the Company.
9.	The number of meetings attended during the year	Board Meeting: 3 Audit Committee: 3 Independent Directors: 1
10.	Other Directorship, Membership and Chairmanship of Committees of other Board	She is a member in the Audit Committee & Nomination & Remuneration Committee of the Company.

contd...7/-

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(7)

Keeping in view her professional experience and knowledge, it will be in the interest of the Company that Mrs. Pitchumani Aarathi (DIN:07659777) is appointed as an Independent Director of the Company.

In the opinion of the Board, the Independent Director proposed to be appointed fulfills the conditions specified in the Act and the rules made thereunder and that the proposed Director is independent of the management. A copy of the Letter of Appointment issued to Mrs. Pitchumani Aarathi (DIN:07659777) as an Additional Director in the capacity of Independent Director, setting out the terms and conditions, is available for inspection by the Members at the Registered Office of the Company.

Your Directors recommend the Resolution for the approval of Members of the Company.

Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and Public Holidays up to the date of the Thirty First Annual General Meeting of the Company.

Save and except Mrs. Pitchumani Aarathi (DIN:07659777), none of the other Directors, Key Managerial Personnel and relatives of these persons are deemed to be concerned or interested in the proposed Resolution.

## **ITEM NO. 5**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 90 of the Articles of Association of the Company, the Board of Directors, had approved appointment of Mr. Durai Raja (DIN:02775118) as an Additional Director in the capacity of Independent Director for a period of five years i.e. from 20 October 2018 to 19 October 2023 subject to the confirmation of the Members at the ensuing Annual General Meeting.

The Company had also received the following forms/declarations Mr. Durai Raja (DIN:02775118) with regard to the said appointment:

- (a) Consent to act as a Director in Form DIR-2 pursuant to Section 152(5) of the Companies Act, 2013;
- (b) Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;
- (c) Declaration of Meeting the criteria of Independence by the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013; and
- (d) Form MBP-1 providing a Notice of Interest pursuant to Section 184(1) of the Companies Act, 2013.

contd....8/-

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(8)

Mr. Durai Raja (DIN:02775118) has varied and rich experience of working with State Government of Tamil Nadu, Army and possess administrative experience, being the former Vice Chancellor of the Tamil Nadu Dr. M.G.R. Medical University, Chennai. He has held various higher posts and has received number of awards and commendations. The vast professional experience possessed by him would definitely be beneficial for the operations of the Company. The details of Mr. Durai Raja (DIN:02775118) are as follows:

Sl. No.	Particulars	Details
1.	Name of the Director	Mr. Durai Raja
2.	Age	82 years
3.	Qualifications	M.S (Ortho), F.A.I.S, F.R.C.S. AD HOMINEM, DSC Honoris Causa
4.	Experience	43 years
5.	Terms and conditions of appointment (along with the remuneration)	As an Additional Director in the capacity of Independent Director. He will not be entitled of any remuneration other than the following:  (a) Sitting fee @Rs.25,000/- (Rupees Twenty five thousand only) for participation in the each meeting of the Board or Committees thereof.  (b) Reimbursement of all travelling, hotel and other incidental expenses incurred regarding above.
6.	Shareholding in the Company	He does not hold any shares in the Company.
7.	Relationship with other Directors	He is not related to any Directors of the Company.
8.	Relationship with Manager of the Company	He is not directly or indirectly related to any of the Manager of the Company.
9.	The number of meetings attended during the year	Board Meeting: 2 Audit Committee: 2 Independent Directors:1
10.	Other Directorship, Membership and Chairmanship of Committees of other Board	He is a member in the Audit Committee & Nomination & Remuneration Committee of the Company.

Keeping in view his rich experience and knowledge, it will be in the interest of the Company that Mr. Durai Raja (DIN:02775118) is appointed as an Independent Director of the Company.

contd....9/-

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