

HISAR BIOGAS PRIVATE LIMITED

CIN: U40107HR2022PTC106224
No. 5, Industrial Development Colony,
Hisar, Haryana – 125005
Contact: 9830460660 |
Email: mohitgupta@gpsrenewables.com

NOTICE

Notice is hereby given that the **First Annual General Meeting** (“AGM” / “Meeting”) of HISAR Biogas Private Limited (“Company”) will be held on **Thursday, 28th September 2023 at 10.30 A.M** (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs’ General Circular No. 14/2020 dated 8 April, 2020, General Circular No.17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No.33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December, 2020, General Circular No.10/2021 dated 23 June 2021, General Circular Number 20/2021 dated 8 December 2021 and General Circular No.3/2022 dated 5 May 2022 and General Circular No. 10/2022 dated 28 December 2022 to transact the following business and registered office of the Company shall be deemed to be the venue of the Meeting:

ORDINARY BUSINESS:

- 1. To receive, consider and Adopt Audited Financial Statements comprising of Balance Sheet as at 31 March 2023, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Directors Report and the Auditors Report thereon for the Financial Year 2022-23. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. Appointment of Statutory Auditors for the period of five years and to fix their remuneration:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. B S R & Co. LLP., Chartered Accountants bearing Firm Registration Number 101248W/W-100022 (Registered with The Institute of Chartered Accountants of India) be and are hereby appointed as the Statutory Auditors for the period of five years to hold office from the conclusion of the First Annual General Meeting until the conclusion of the Sixth Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors.

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RESOLVED FURTHER THAT the said audit fee may be paid to the Auditors on a progressive billing basis on the basis of the schedule of work to be agreed between the auditor and the Board of Directors/Authorized Personnel.”

SPECIAL BUSINESS

3. To consider the appointment of Mr. Rahul Gangadharan Kurup as Nominee Director of the company.

To consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force), the appointment of Mr. Rahul Gangadharan Kurup(DIN:07496119) as Nominee Director be and is hereby approved.”

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to sign, execute and submit all necessary documents, forms and applications with the relevant authorities and to do all such acts, deeds, and things (including updating the statutory registers of the Company), as may be necessary or expedient to give effect to aforementioned resolution.”

By Order of the Board

For on behalf of HISAR BIOGAS PRIVATE LIMITED

Sd/-

Director: Sreekrishna Sankar

DIN: 05275764

Add: B5-1302 South City Apartment Bannerghatta Road,
Arekere Mico Layout Bangalore South Bangalore - 560076

Date: 19.08.2023

Place: Bengaluru

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

ITEM NO. 3:

To consider the appointment of Mr. Rahul Gangadharan Kurup as Nominee Director of the company.

In accordance with Shareholders Agreement dated January 25, 2022 executed agreement between the GPS Renewables Private Limited (ultimate holding company), SLV-SME Fund (“Investor”), Mr. Mainak Chakraborty and Mr. Sreekrishna Sankar (“Promoters”), Mr. Rahul Kurup Gangadharan was nominated for appointment as Directors on behalf of the Investor on the Board of the company.

Brief profile and other requisite details in respect of Mr. Rahul Gangadharan Kurup are annexed to the Notice as **Annexure 1** to the Notice.

The Board in its meeting held on August 19, 2023 has approved the appointment of Rahul Gangadharan as Nominee Director on the Board of the Company.

The Directors recommend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the members of the Company to be passed as an Ordinary Resolution.

Except Mr. Rahul Gangadharan Kurup, who is interested in Item No. 3, none of the other Directors of the Company or their relatives are concerned or interested in the Resolution.

For on behalf of HISAR BIOGAS PRIVATE LIMITED

Sd/-

Director: Sreekrishna Sankar

DIN: 05275764

Add: B5-1302 South City Apartment Bannerghatta Road,
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ANNEXURE 1

Profile and other Details of the Director seeking appointment is as under:

Name	Mr. Rahul Gangadharan Kurup
Age	41
Qualifications	Master of Management Studies
Experience	17+ years of experience in Fund management, investment banking, Corporate Advisory. In past he was associated with Banyan Tree Finance, Morpheus capital, IndAsia Fund Advisors and Crisil etc
Terms of appointment	Appointed as Nominee Director by SVL-SME Fund further to the shareholders' agreement entered to by the Company and SVL-SME Fund.
Details of remuneration	Nil.
Date of first appointment	Not applicable.
Shareholding in the Company	Nil.
Relationship with other director / manager / KMP of the Company	NA
Number of meetings attended from the date of appointment till the date of Notice of this AGM	N/a
Directorships of other board	1. HHP Two Private Limited 2. HHP One Private Limited
Membership / Chairmanship of Committees of other boards	NA

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Notes:

The shareholders are requested to note that:

1. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June 2021, General Circular Number 20/2021 dated 8th December, 2021 and General Circular No.3/2022 dated 5th May 2022 and General Circular No. 10/2022 dated 28 December 2022 (collectively referred to as 'Circulars'), has introduced certain measures enabling Companies to convene their Annual General Meetings (AGM/ Meeting) through VC or Other Audio-Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice has been sent to members of the Company through electronic means and no physical copy of the Notice has been sent by the Company to any member.
2. In accordance with the aforementioned MCA Circulars, the members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
 - a. The link for joining the Meeting has been separately sent to each shareholder.
 - b. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the Meeting i.e., 10.15 A.M. IST and 15 minutes after the expiry of the said scheduled time i.e., 10.45 AM IST
 - c. Participation of single member shall only be allowed at a time.
 - d. Participants are allowed to pose the questions concurrently.
 - e. Members are requested to e-mail at or call at the below-mentioned details in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC:
Ms. Pragyan Shree
E: Mail: compliance@gpsrenewables.com
Mobile No: +91 8840990534
3. In view of the MCA Circulars, no proxy shall be appointed by the Members. However, Corporate Members are required to send to the Company, a Certified Copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts

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and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC which can be accessed through the shared link.

5. All other relevant documents referred to in the accompanying Notice shall be made open for inspection by the Members only in electronic form at the Meeting on all working days.
6. A Member is entitled to attend the Meeting through VC and vote at the Meeting by show of hands. In case of Body Corporate being member, such Body Corporate is entitled to attend and vote at the Meeting by appointing its representative.
7. Representation Forms in order to be valid must be shared to the email ID (compliance@gpsrenewables.com) before the commencement of the Meeting.
8. Members attending the Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the Meeting will be held through VC the Route Map is not annexed in this Notice as stated in the MCA Circulars.

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To,

All the Shareholders
All the Directors
Statutory Auditor

Members, Directors and the Statutory Auditor entitled to attend the Meeting is requested to attend Meeting via VC . The Link to join the Meeting is below along with contact details for any further queries.

Link: Google meet meeting invite is shared to everyone

E-mail: compliance@gpsrenewables.com