

Delhi Office:
910/19, Suryakiran,
Kasturba Gandhi Marg,
New Delhi – 110 001
T: +011-68172100

Registered Office:
C-11, Sector-65,
Gautam Buddha Nagar,
Noida, UP-201301
T: +91-120-6757000
E: avaadasataramh@avaada.com

NOTICE

NOTICE is hereby given that the 3rd annual general meeting of the members of **Avaada SataramH Private Limited** will be held on Tuesday, September 27, 2022 at 03.15 p.m. at the registered office of the Company situated at C-11, Sector-65, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited annual financial statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. To appoint Mr. Sandeep Mahesh (DIN: 08193555) as the Director of the Company:

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

“RESOLVED THAT Mr. Sandeep Mahesh (DIN: 08193555) who was appointed as an additional director by the board of directors in their meeting held on December 9, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 and who holds office only upto the date of this annual general meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds and things which are necessary to give effect to the said resolution.”

3. To appoint Mr. Swapan Kumar Panda (DIN: 08193071) as the Director of the Company:

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

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“**RESOLVED THAT** Mr. Swapan Kumar Panda (DIN: 08193071) who was appointed as an additional director by the board of directors in their meeting held on December 9, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 and who holds office only upto the date of this annual general meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds and things which are necessary to give effect to the said resolution.”

4. To ratify remuneration of M/s HCB & Co., the Cost Accountants as the Cost Auditors of the Company for the Financial Year 2022-23:

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 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the members of the Company hereby ratify the remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) payable to M/s HCB & Co., the Cost Accountants (Firm Registration Number-000525), who has been appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2022-23.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and matters that may be required in this regard.”

**By Order of the Board
For Avaada SataramH Private Limited**

Place: Noida
Date: May 30, 2022

**Hemangi Trivedi
Company Secretary**

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting in respect of Item nos. 2,3 and 4 is annexed hereto and forms part of the Notice.
4. A route map showing directions to reach the venue of the 3rd annual general meeting of the Company is given at the end of this Notice.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 2:

In terms of Section 161 of the Companies Act, 2013, Mr. Sandeep Mahesh (DIN: 08193555) was appointed as an additional director of the Company at the board meeting held on December 9, 2021 to hold up to the date of the ensuing annual general meeting of the Company. His brief profile is as follows:-

Nationality	Indian
Date of Birth	August 31, 1970
Qualifications	B.E. –Civil from IIT Roorkee.
Experience	<ul style="list-style-type: none"> • Mr. Mahesh is working as a Vice President - Civil Engineering from last 7+ years. • He has overall 27+ years of experience in design engineering, project engineering, project development, project costing, project coordination, basic and detailed engineering, cost optimization of civil / structural drawings. • He is currently responsible for detailed civil engineering, purchase requisitions, technical specifications, evaluation of vendor technical bids, billing of materials, etc. • He has previously worked with Reliance, Kumagai Skanska HCC Itocgu Group- Delhi Metro, National Industrial Development Corporation.
Date of Appointment on the Board	December 9, 2021
Terms and Conditions of Appointment	Appointed as Non-Executive Director
Details of remuneration sought to be paid	None
Last drawn remuneration	None

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Shareholding in the Company	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	1
Directorship in Other Companies	<ol style="list-style-type: none"> 1. Avaada Infra Private Limited 2. Avaada RJHN Private Limited 3. Avaada Bankabihar Private Limited 4. Avaada MHAmravati Private Limited 5. Lachura Solar Private Limited 6. Welspun Green Energy Private Limited 7. Avaada Clean Sustainable Energy Private Limited 8. Avaada Solar Energy Private Limited 9. Avaada Sunshine Energy Private Limited 10. Avaada BankaBH Private Limited 11. Avaada IndiClean Private Limited
Chairman/Members in Committee of Board of Companies in which he/she is a Director.	None

Mr. Sandeep Mahesh (DIN: 08193555) is not disqualified from being appointed as the Director in terms of Section 164 of the Act and has given his consent to act as the Director.

The Board is of opinion Mr. Sandeep Mahesh (DIN: 08193555) possesses appropriate skills, experience and knowledge that will enable him to discharge his duties, roles and functions as the Director.

The Board of Directors recommends the passing of the resolution at item no. 2 of the notice by way of an ordinary resolution.

Save and except Mr. Sandeep Mahesh (DIN: 08193555), none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 2 of the Notice.

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Item No. 3:

In terms of Section 161 of the Companies Act, 2013, Mr. Swapan Kumar Panda (DIN: 08193071) was appointed as an additional director of the Company at the board meeting held on December 9, 2021 to hold up to the date of the ensuing annual general meeting of the Company. His brief profile is as follows:-

Nationality	Indian
Date of Birth	September 10, 1967
Qualifications	B.E.- Civil from Jalpaiguri Government Engineering College, North Bengal University in 1990
Experience	<ul style="list-style-type: none"> Mr. Swapan Kumar Panda is associated with the Group for around 10 years and is currently working as a Sr. Vice President – Strategic Business and is responsible strategic business including third party EPC. He has overall 30 years of experience in procurement, contracts & commercials, pre-post tendering, strategic planning, proposal, estimation, supply chain management, inventory management, vendor management, etc. He has previously worked with Punj Lloyd, Reliance etc.
Date of Appointment on the Board	December 9, 2021
Terms and Conditions of Appointment	Appointed as Non-Executive Director
Details of remuneration sought to be paid	None
Last drawn remuneration	None
Shareholding in the Company	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

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Number of Meetings of the Board attended during the year	1
Directorship in Other Companies	<ol style="list-style-type: none"> 1. Avaada Infra Private Limited 2. Gobindsagar Energy Private Limited 3. Avaada MHSustainable Private Limited 4. Viraj Solar Maharashtra Private Limited 5. Avaada HNAdampur Private Limited 6. Matatila Energy Private Limited 7. Avaada MHSolar Private Limited 8. Avaada Electro Private Limited 9. Avaada Sunshine Private Limited 10. Avaada Inclean Private Limited 11. Avaada BankaBH Private Limited
Chairman/Members in Committee of Board of Companies in which he/she is a Director.	None

Mr. Swapan Kumar Panda (DIN: 08193071) is not disqualified from being appointed as the Director in terms of Section 164 of the Act and has given his consent to act as the Director.

The Board is of opinion Mr. Swapan Kumar Panda (DIN: 08193071) possesses appropriate skills, experience and knowledge that will enable him to discharge his duties, roles and functions as the Director.

The Board of Directors recommends the passing of the resolution at item no. 3 of the notice by way of an ordinary resolution.

Save and except Mr. Swapan Kumar Panda (DIN:08193071), none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 3 of the Notice.

Item 4:

As the turnover of the Company during the Financial Year ended March 31, 2022 had exceeded Rs. 50 crores, in accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit Rules) 2014 and other



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applicable provisions of the Companies Act, 2013, the Board of Directors in their meeting held on May 30, 2022 had approved the appointment of M/s HCB & Co., the Cost Accountants as the Cost Auditors for the financial year ending March 31, 2023 at remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only).

Further, in accordance with the said provisions of the Companies Act, 2013 and rules thereunder, the remuneration payable to the Cost Auditors as approved by the Board, needs to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by approving the passing of an ordinary resolution as set out at Item No. 4 of the Notice.

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

**By Order of the Board
For Avaada SataramH Private Limited**

**Place: Noida
Date: May 30, 2022**

**Hemangi Trivedi
Company Secretary**

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ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall
3rd Annual General Meeting
Tuesday, September 27, 2022 at 03.15 p.m.

Name of the Member(s)	
Registered address	
E-mail ID	
Folio No./DP ID-client ID	
No. of Shares	

I/We certify that I/We am/are the registered Member(s)/Proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the 3rd annual general meeting of the Company to be held at the registered office of the Company situated at C-11, Sector-65, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301 on Tuesday, September 27, 2022 at 03.15 p.m.

Member's/Proxy Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

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Form no. MGT-11
Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration Rules, 2014]

CIN	U40100UP2019PTC124019
Name of the Company	Avaada SataramH Private Limited
Registered Office	C-11, Sector-65, Gautam Buddha Nagar, Noida, UP-201301
Name of the member(s)	
Registered Address	
E-mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1.	Name	Address	Signature: _____ or failing him
2.	Name	Address	Signature: _____ or failing him
3.	Name	Address	Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd annual general meeting of the Company to be held on Tuesday, September 27, 2022 at 03.15 p.m. at the registered office of the Company situated at C-11, Sector-65, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301 and at any adjournment thereof in respect of such resolutions as are indicated below:



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Sr. No. of resolution	Particulars	For	Against
Ordinary Business:			
1.	To receive, consider and adopt the audited annual financial statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon		
Special Business			
2.	To appoint Mr. Sandeep Mahesh (DIN: 08193555) as the Director of the Company		
3.	To appoint Mr. Swapan Kumar Panda (DIN: 08193071) as the Director of the Company		
4.	To ratify remuneration of M/s HCB & Co., the Cost Accountants as the Cost Auditors of the Company for the Financial Year 2021-22		

Signed this _____ day of _____ 2022

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present. Only noting is required since they were appointed last year

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Route map and prominent land mark for easy location for venue of the 3rd annual general meeting of the Company

Date: September 27, 2022

Time: 03.15 p.m.

Venue: C-11, Sector-65, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301

From Delhi International Airport to to said venue

