

Correspondence Office:  
406, Hubtown Solaris,  
N. S. Phadke Marg, Andheri (E),  
Mumbai - 400069  
T : +91-22-6140 8000

Registered Office:  
910/19, Suryakiran,  
Kasturba Gandhi Marg,  
New Delhi – 110 001  
T: +011-68172100  
E: [avaadasolarise@avaada.com](mailto:avaadasolarise@avaada.com)  
[www.avaadaenergy.com](http://www.avaadaenergy.com)

## NOTICE

NOTICE is hereby given that the 4<sup>th</sup> annual general meeting of the members of Avaada Solarise Energy Private Limited (“the Company”) will be held on Monday, September 26, 2022 at 10.55 a.m at 406, 4<sup>th</sup> Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai – 400069, 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.
2. To appoint M/s Deloitte Haskins & Sells (FRN: 015125N), the Chartered Accountants as the Statutory Auditors of the Company to hold the office for further period of five years i.e. from the financial year 2022-23 to financial year 2026-27.

### SPECIAL BUSINESS:

3. To appoint Mr. Rajesh Bihari Dwivedi (DIN: 09133422) 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. Rajesh Bihari Dwivedi (DIN: 09133422) 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 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.”

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**4. To appoint Mr. Gopal Goel (DIN: 09133443) 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. Gopal Goel (DIN: 09133443) 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 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.”

**5. 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.



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**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 Solarise Energy Private Limited**

A handwritten signature in blue ink, appearing to read "Aadishri Sahasrabuddhe", is written over a circular stamp.

**Aadishri Sahasrabuddhe  
Company Secretary**

**Place: Noida**

**Date: May 30, 2022**

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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. 3, 4 and 5 is annexed hereto and forms part of the Notice.

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

### Item No. 3:

In terms of Section 161 of the Companies Act, 2013, Mr. Rajesh Bihari Dwivedi (DIN: 09133422) 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: -

<b>Nationality</b>	Indian
<b>Date of Birth</b>	February 1, 1973
<b>Qualifications</b>	M.Tech- Control System from NIT Allahabad and B.E- Electronics & Telecom from Govt Engineering College, Rewa
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Mr. Rajesh Dwivedi is heading Operations and Maintenance at Avaada Group.</li> <li>- He has overall 23+ years of experience in operation and maintenance, design engineering, project erection &amp; commissioning etc.</li> <li>- He has previously worked with NTPC, Lanco Infratech &amp; L&amp;T.</li> </ul>
<b>Date of Appointment on the Board</b>	December 9, 2021
<b>Terms and Conditions of Appointment</b>	Appointed as Non-Executive Director
<b>Details of remuneration sought to be paid</b>	None
<b>Last drawn remuneration</b>	None
<b>Shareholding in the Company</b>	None

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Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	3
Directorship in Other Companies	<ol style="list-style-type: none"> <li>1. Avaada MHVidarbha Private Limited (formerly known as 'Avaada MHYavat Private Limited')</li> <li>2. Avaada Sunlight Private Limited</li> <li>3. Avaada RJJamsar Private Limited (formerly known as 'Azure Power Forty Six Private Limited')</li> <li>4. Avaada RJBikaner Private Limited</li> <li>5. Avaada RJGreen Private Limited</li> <li>6. Avaada IndSolar Private Limited</li> <li>7. Avaada InSustainable Private Limited</li> <li>8. Avaada KNYadgir Private Limited</li> </ol>
Chairman/Members in Committee of Board of Companies in which he/she is a Director	None

Mr. Rajesh Bihari Dwivedi (DIN: 09133422) is not disqualified from being appointed as the Director in terms of Section 164 of the Act.

The Board is of opinion Mr. Rajesh Bihari Dwivedi (DIN: 09133422) 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.

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Save and except Mr. Rajesh Bihari Dwivedi (DIN: 09133422), none of the other Directors or Key Managerial Personnel 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 No. 4:

In terms of Section 161 of the Companies Act, 2013, Mr. Gopal Goel (DIN: 09133443) 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: -

<b>Nationality</b>	Indian
<b>Date of Birth</b>	November 2, 1980
<b>Qualifications</b>	Chartered Accountant (C.A.) from Institute of Chartered Accountants of India (ICAI) and LLB, Gold Medallist from C.C.S. University Meerut
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Mr. Goel is heading Taxation function of the Avaada Group.</li> <li>- He has overall experience of more than 21 years in the field taxation including Corporate Income Tax, International Tax, Transfer Pricing, VAT, GST etc.</li> <li>- He has previously worked with L&amp;T, Punj Lloyd and Isolux Corsan etc.</li> </ul>
<b>Date of Appointment on the Board</b>	December 9, 2021
<b>Terms and Conditions of Appointment</b>	Appointed as Non-Executive Director
<b>Details of remuneration sought to be paid</b>	None

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<b>Last drawn remuneration</b>	None
<b>Shareholding in the Company</b>	None
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None
<b>Number of Meetings of the Board attended during the year</b>	3
<b>Directorship in Other Companies</b>	<ol style="list-style-type: none"> <li>1. Avaada MHVidarbha Private Limited (formerly known as 'Avaada MHYavat Private Limited')</li> <li>2. Avaada RJBikaner Private Limited</li> <li>3. Avaada RJGreen Private Limited</li> <li>4. Avaada IndSolar Private Limited</li> <li>5. Avaada Clean Sustainable Energy Private Limited</li> <li>6. Avaada Insustainable Private Limited</li> <li>7. Avaada KNYadgir Private Limited</li> </ol>
<b>Chairman/Members in Committee of Board of Companies in which he/she is a Director</b>	None

Mr. Gopal Goel (DIN: 09133443) is not disqualified from being appointed as the Director in terms of Section 164 of the Act.

The Board is of opinion Mr. Gopal Goel (DIN: 09133443) 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. 4 of the notice by way of an ordinary resolution.



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Save and except Mr. Gopal Goel (DIN: 09133443), 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. 4 of the Notice.

#### Item No. 5:

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 applicable provisions of the Companies Act, 2013, the Board of Directors in their meeting held on May 30, 2022 had approved the re-appointment of M/s HCB & Co., the Cost Accountants as the Cost Auditors for the financial year ending March 31, 2023 at an annual 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. 5 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 Solarise Energy Private Limited**

  
**Aadishri Sahasrabudhe  
Company Secretary**

Place: Noida  
Date: May 30, 2022

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**ATTENDANCE SLIP**

*To be handed over at the entrance of the Meeting Hall*

4<sup>th</sup> annual general meeting

Monday, September 26, 2022 at 10.55 a.m.

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

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 4<sup>th</sup> annual general meeting of the Company held at 406, 4<sup>th</sup> Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai – 400069 on Monday, September 26, 2022 at 10.55 a.m.

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**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]

<b>CIN</b>	U40300DL2018PTC338280
<b>Name of the Company</b>	Avaada Solarise Energy Private Limited
<b>Registered Office</b>	910/19, Suryakiran, Kasturba Gandhi Marg, New Delhi - 110 001
<b>Name of the member(s)</b>	
<b>Registered Address</b>	
<b>E-mail ID</b>	
<b>Folio No./Client ID</b>	
<b>DP ID</b>	

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 4<sup>th</sup> annual general meeting of the Company to be held on Monday, September 26, 2022 at 10.55 a.m at 406, 4<sup>th</sup> Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai - 400069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No. of resolution	Particulars	For	Against
<b>Ordinary Business:</b>			
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		
2.	To appoint Deloitte Haskins & Sells, the Chartered Accountants (FRN:015125N) as the Statutory Auditors of the Company to hold the office for further period of five years i.e. from the financial year 2022-23 to financial year 2026-27		
<b>Special Business:</b>			
3.	To appoint Mr. Rajesh Bihari Dwivedi (DIN: 09133422) as the Director of the Company		
4.	To appoint Mr. Gopal Goel (DIN: 09133443) as the Director of the Company		
5.	To ratify remuneration of M/s HCB & Co., the Cost Accountants as the Cost Auditors of the Company for the Financial Year 2022-23		

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.*