



(A Mini Ratna Category-I PSU)

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भारतीय अक्षय ऊर्जा विकास संस्था लिमिटेड

(भारत सरकार का प्रतिष्ठान)

Indian Renewable Energy Development Agency Limited

(A Government of India Enterprise)

कॉर्पोरेट कार्यालय : तीसरा तल, अगस्त क्रांति भवन, भीकाजी कामा प्लेस, नई दिल्ली-110066

Corporate Office : 3rd Floor, August Kranti Bhawan, Bhikaiji Cama Place, New Delhi-110066

दूरभाष / Tel. : +91-11-26717400-12 फैक्स / Fax : +91-11-26717416 ई-मेल / E-mail : cmd@ireda.in

वेबसाइट / Website : www.ireda.in CIN : U65100DL1987GOI027265



### NOTICE

Notice is hereby given that the 18<sup>th</sup> Extraordinary General Meeting (EGM) of the Members of Indian Renewable Energy Development Agency Limited (IREDA) will be held on **Tuesday, April 26, 2022 at 5.00 P.M.** at IREDA's Registered Office at Core-4A, First Floor, East Court, India Habitat Centre, Lodi Road, New Delhi-110003 to transact the following special business:-

**1. Appointment of Shri Shabdsharan Brahmbhatt (DIN: 09483059) as a Part-time Non-official Director (Independent Director) of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 (“Act”), SEBI (LODR) Regulations, Articles of Association of the Company and MNRE letter dated January 21, 2022, Shri Shabdsharan Brahmbhatt (DIN: 09483059) be and is hereby appointed as a Part-time Non-official Director (Independent Director) of the Company w.e.f. January 28, 2022 (i.e. the date of allotment of DIN) for a period of three years from the date of notification of their appointment or until further orders in terms of MNRE Order dated January 21, 2022.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary and expedient to give effect to the above resolution.”

**2. Appointment of Mr. Chennakesava Murthy Jaganath (DIN: 09556253) as a Part-time Non-official Director (Independent Director) of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 (“Act”), SEBI (LODR) Regulations, Articles of Association of the Company and MNRE letter dated March 28, 2022, Mr. Chennakesava Murthy Jaganath (Dr. Jaganath C. Jodidhar) (DIN: 09556253) be and is hereby appointed as a Part-time Non-official Director (Independent Director) of the Company w.e.f. March 31, 2022 (a/n) (i.e. the date of allotment of DIN) for a period of three years from the date of notification of their appointment or until further orders in terms of MNRE Order dated March 28, 2022.”

पंजीकृत कार्यालय : प्रथम तल, कोर-4ए, ईस्ट कोर्ट, भारत पर्यावरण केन्द्र कॉम्प्लेक्स, लोदी रोड, नई दिल्ली-110003

Regd. Office : 1st Floor, Core - 4A, East Court, India Habitat Centre, Lodhi Road, New Delhi - 110003

दूरभाष / Phone : +91-11-24682206-19 फैक्स / Fax : +91-11-24682202

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शाश्वत ऊर्जा • ENERGY FOR EVER

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary and expedient to give effect to the above resolution.”

**By Order of the Board of Directors of  
INDIAN RENEWABLE ENERGY DEVELOPMENT AGENCY LIMITED**

**Place:** New Delhi  
**Date:** April 21, 2022

  
**(Surender Suyal)**  
**Company Secretary**  
Membership No.: A11900

**Notes:**

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A BLANK PROXY FORM IS ANNEXED.** However, proxy so appointed shall not have any right to speak at the meeting.
3. The meeting has been convened by giving a shorter notice as required under the Companies Act, 2013. The consent of the shareholders has been obtained.
4. Attendance Slip and Route Map to the venue of EGM are annexed hereto

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following statement sets out the material facts relating to the special business mentioned in the Notice.

### **1. Appointment of Shri Shabdsharan Brahmhatt (DIN: 09483059) as a Part-time Non-official Director (Independent Director)**

IREDA is a Wholly owned Government company and as per its Articles of Association, prior approval of the President of India shall be required for all Board Level appointment. In accordance with Regulation 17(1C) of SEBI LODR Regulations, effective from January 1, 2022, approval of the shareholders, for appointment of a person on the Board of Directors, is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Further in accordance with Regulation 25 (2A) of SEBI (LODR) Regulations, the appointment, re-appointment or removal of an Independent Director shall be subject to the approval of the shareholders by way of special resolution.

Ministry of New and Renewable Energy (MNRE) vide its letter dated January 21, 2022 has informed about the appointment of Shri Shabdsharan Brahmhatt, as Part-time Non-Official Director (Independent Director) on the Board of IREDA for a period of three years with immediate effect. However, in compliance with the provisions of the Companies Act, 2013, appointment of Shri Shabdsharan Brahmhatt shall be effective from the date of allotment of DIN i.e., January 28, 2022. The Board of Directors of the Company had approved the appointment of Shri Shabdsharan Brahmhatt, as Part-time Non-Official Director (Independent Director) on the Board of IREDA w.e.f. January 28, 2022 (i.e. the date of allotment of DIN) for a period of three years from the date of notification of their appointment or until further orders in terms of MNRE Order dated January 21, 2022 subject to approval of the shareholders. He is entitled to receive sitting fee for attending Board or Board Level Committee meetings of IREDA, as decided by the Board from time to time. Further, payment / reimbursement towards Boarding, Lodging and Travel expenses in respect of attending such Board or Committee meetings, would be borne by the Company.

Shri Shabdsharan Brahmhatt holds Bachelor's Degree in Law as well as in Commerce. He is a Social Worker and a Lawyer.

In terms of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, as amended, the Independent Directors are not liable to retire by rotation. The Company has received consent and declaration in writing from Shri Shabdsharan Brahmhatt that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. Further declarations and undertaking provided by Shri Shabdsharan Brahmhatt has been taken on record by the Board of Directors of the Company.

Except Shri Shabdsharan Brahmhatt, none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Special Resolution.

The Board recommends the resolution at item no. 1 of the notice for approval of the Members of the Company.

**2. Appointment of Mr. Chennakesava Murthy Jaganath (DIN: 09556253) as a Part-time Non-official Part-time Director (Independent Director) of the Company.**

IREDA is a Wholly owned Government company and as per its Articles of Association, prior approval of the President of India shall be required for all Board Level appointment. In accordance with Regulation 17(1C) of SEBI (LODR) Regulations, effective from January 1, 2022, approval of the shareholders, for appointment of a person on the Board of Directors, is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Further in accordance with Regulation 25 (2A) of SEBI (LODR) Regulations, the appointment, re-appointment or removal of an independent Director shall be subject to the approval of the shareholders by way of special resolution.

Ministry of New and Renewable Energy (MNRE) vide its letter dated March 28, 2022 has informed about the appointment of Dr. Jaganath C. Jodidhar, as Part-time Non Official Director (Independent Director) on the Board of IREDA for a period of three years with immediate effect. However, in compliance with the provisions of the Companies Act, 2013, appointment of Mr. Chennakesava Murthy Jaganath (known as Dr. Jaganath C. Jodidhar) (DIN: 09556253) shall be effective from the date of allotment of DIN i.e., March 31, 2022 (a/n). The Board of Directors of the Company had approved the appointment of Mr. Chennakesava Murthy Jaganath on the Board of IREDA w.e.f. March 31, 2022 (a/n) (i.e. the date of allotment of DIN) for a period of three years from the date of notification of their appointment or until further orders in terms of MNRE Order dated March 28, 2022, subject to approval of the shareholders. He is entitled to receive sitting fee for attending Board or Board Level Committee meetings of IREDA, as decided by the Board from time to time. Further, payment / reimbursement towards Boarding, Lodging and Travel expenses in respect of attending such Board or Committee meetings, would be borne by the Company.

Dr. Jaganath is Consultant Physician and Diabetologist in Narayan Hospital, Thindlu and Prolife Hospital, Byatarayanpura, Bangalore. He has completed MBBS and MD (Internal Medicine). He is a Treasurer of Indian Medical Association, Yelhanka Branch. In addition to that, he is also a Social Worker and actively participates in providing free Medical services/consultations to the needy people.


In terms of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, as amended, the Independent Directors are not liable to retire by rotation. The Company has received consent and declaration in writing from Mr. Chennakesava Murthy Jaganath that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. Further declarations and undertaking provided by Mr. Chennakesava Murthy Jaganath has been taken on record by the Board of Directors of the Company.

Except Shri Mr. Chennakesava Murthy Jaganath, none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Special Resolution.

The Board recommends the resolution at item no. 2 of the notice for approval of the Members of the Company.

**By Order of the Board of Directors of  
INDIAN RENEWABLE ENERGY DEVELOPMENT AGENCY LIMITED**

**Place:** New Delhi  
**Date:** April 21, 2022

  
**(Surender Suyal)**  
**Company Secretary**  
Membership No.: A11900

**INDIAN RENEWABLE ENERGY DEVELOPMENT AGENCY LTD.**

(A Government of India Enterprise)

**CIN: U65100DL1987GOI027265**

Regd. Office : Core-4'A', First Floor, East Court, India Habitat Centre, Lodi Road, New Delhi - 110003  
Phone: 011-24682214 Fax: 91-11-24682202. Website: [www.ireda.in](http://www.ireda.in) Email: [emd@ireda.in](mailto:emd@ireda.in)

**ATTENDANCE SLIP**

**18<sup>th</sup> Extra Ordinary General Meeting to be held on Tuesday, April 26, 2022, at 5.00 P.M.  
at Registered Office at Core-4A, First Floor, East Court, India Habitat Centre, Lodi  
Road, New Delhi-110003**

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No.-Client ID NO.	
NO. OF SHARES HELD	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I, hereby record my presence at 18<sup>th</sup> Extra-Ordinary General Meeting of the Company held on Tuesday, April 26, 2022, at 5.00 P.M.

Signature of Member/Proxy

\*Applicable in case of shares held in Physical Form.

### PROXY FORM

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

#### INDIAN RENEWABLE ENERGY DEVELOPMENT AGENCY LTD.

(A Government of India Enterprise)

CIN: U65100DL1987GOI027265

Regd. Office : Core-4 'A', First Floor, East Court, India Habitat Centre, Lodi Road, New Delhi - 110 003

Telephone: 011-24682206-19/ Fax: +91-11-24682202. Website: [www.ireda.in](http://www.ireda.in) Email: [cmd@ireda.in](mailto:cmd@ireda.in)

Name of the member (s) :  
Registered address :  
E-mail Id:  
Folio No. and DP Id-Client Id:

I/We \_\_\_\_\_ being the member (s) of \_\_\_\_\_ Shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_ E-mail id: \_\_\_\_\_  
Address : \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
2. Name : \_\_\_\_\_ E-mail id : \_\_\_\_\_  
Address : \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on **Tuesday, April 26, 2022, at 5.00 P.M. at Registered Office at Core-4A, First Floor, East Court, India Habitat Centre, Lodi Road, New Delhi-110003** and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Subject	For	Against
<b>SPECIAL BUISNESS:</b>			
1.	Appointment of Shri Shabdsharan Brahmhatt (DIN: 09483059) as a Part-time Non-official Director (Independent Director) of the Company.		
2.	Appointment of Mr. Chennakesava Murthy Jaganath (DIN: 09556253) as a Part-time Non-official Director (Independent Director) of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

Affix  
Revenue  
Stamp

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# ROUTE MAP OF VENUE OF EGM

