



NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of **FIRST ENERGY PRIVATE LIMITED** will be held at shorter notice on Wednesday, July 27, 2022 at 11.30 a.m. at Unit No.601,6th Floor, Cello Platina, F.C. Road, Shivajinagar, Pune 411005 to transact following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Directors’ Report and the Audited Financial Statements as on year ended 31st March 2022 along with the Auditors Report thereon are hereby considered, approved and adopted.”

2. To appoint a director in place of Mr. Hemant Mohgaonkar (DIN:01308831), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Hemant Mohgaonkar (DIN:01308831). who retires by rotation and being eligible for the re-appointment be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To consider the appointment of Mr. Ashish Bhandari as a Director of the Company 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 Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashish Bhandari (DIN: 05291138) who was appointed as an Additional Director by the Board of Directors of the Company on November 3, 2021 and who holds office under Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting be and is hereby appointed as a Non-Executive Director, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors, CFO or the Company Secretary of the Company be and are hereby severally authorised to file necessary form(s) with the Ministry of Corporate Affairs and to do all such other necessary acts, deeds and things in this regard.”



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4. To consider the appointment of M/s. Price Waterhouse Chartered Accountants LLP as the Statutory Auditors of the Company 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 139 and 140 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), including any statutory modification(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors, M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) be and is hereby appointed as statutory auditor of the Company for the financial year 2022-23, to fill casual vacancy caused by the resignation of B.K. Khare & Co., Chartered Accountants, (ICAI Firm Registration No. 105102W) from the conclusion of this Annual General Meeting until the conclusion of 15th Annual General Meeting to be held in FY 2023-24 at the remuneration as determined by the Board with the immediate effect.”

By Order of the Board of Directors
of **First Energy Private Limited**

Place: Pune
Date: July 27, 2022


Sampada Sakhare
Company Secretary
ACS51029

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/ herself. Such proxy need not be a member of the Company. Proxy form, in order to be effective must reach the registered office of the Company at least 48 hours before commencement of the meeting.
2. Corporate members are requested to send duly certified copy of the board resolution, pursuant to section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
3. The explanatory statement pursuant to section 102 (1) of the companies act, 2013 in respect of the special business is annexed hereto.



EXPLANATORY STATEMENT

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

Item No. 2

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company’s Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Accordingly, Mr. Hemant Mohgaonkar (DIN:01308831), is required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment.

Information about the appointee:

Brief resume:

Mr. Hemant Mohgaonkar was first appointed on the Board on the Company on July 15, 2015.

Mr. Hemant Mohgaonkar (DIN:01308831) is with Thermax Limited as the Business Unit Head for Cooling & Heating business and Member - Executive Council since May 2010. A Mechanical Engineer from Nagpur, Hemant completed his Masters in Business Management from Symbiosis Institute of Business Management and Diploma in General Management from Netherlands’ Maastricht School of Management.

In a total career spanning 32 years, Hemant worked with Indian Seamless Metal Tubes, Tata Auto Comp Systems Ltd and then Thermax. His experience encompasses functional areas viz Manufacturing, Sales, New Projects, Strategic Planning, M&A and leading businesses for various Tata Auto Comp Joint ventures. As President and member of Executive Board at Tata Auto Comp Systems Ltd, Hemant was responsible for Interiors and Plastic Division, Automotive Composite business, and Tata GS Yuasa battery business. At Thermax, Mr. Hemant Mohgaonkar is responsible for the Global Cooling, Heating & Onsite Energy / Environmental Services business, Channel Business Group and International Business Group

During FY 2021-22, he has attended all the Board meetings of the Company. During FY 2021-22, he was not paid any commission and sitting fees.

Other Directorships and Chairmanship(s) and Membership(s) of committees:

Directorships	Chairmanship(s) and Membership(s) of committees*
Thermax Onsite Energy Solutions Limited	Nomination and Remuneration Committee - Member





Shareholding in the Company: Nil

Mr. Hemant Mohgaonkar is not disqualified from being appointed as a director in terms of section 164 of the Act.

None of the directors or key managerial personnel of the Company or their relatives, except Mr. Hemant Mohgaonkar are, directly or indirectly concerned or interested, financially or otherwise, in the Company.

The Board recommends item no. 2 for consideration and approval of the shareholders.

Item No. 3

Mr. Ashish Bhandari (DIN: 05291138) was appointed as an Additional Director by the Board of Directors of the Company on November 3, 2021. Pursuant to Section 161 of the Companies Act, 2013, Mr. Ashish Bhandari (DIN: 05291138) holds office up to the conclusion of this Annual General Meeting.

Information about the appointee:

Brief resume:

Mr. Ashish Bhandari (DIN: 05291138) was first appointed on the Board of the Company on November 3, 2021

Mr. Ashish Bhandari is an engineering graduate from the Indian Institute of Technology, Mumbai and received his Master’s degree in Business Administration from Duke University. He is currently the Joint Managing Director of Thermax Limited. Prior to that, he was working with Baker Hughes (formerly a GE Company) where he was the Vice President – India and South Asia region.

Other Directorships and Chairmanship(s) and Membership(s) of committees:

Directorships	Chairmanship(s) and Membership(s) of committees*
Thermax Limited	Stakeholders’ Relationship Committee -Member Strategic Business Development Committee-Member
Thermax Babcock & Wilcox Energy Solutions Limited	Nomination and Remuneration Committee -Member
Thermax Onsite Energy Solutions Limited	-
Thermax Foundation	





Shareholding in the Company: Nil

Mr. Ashish Bhandari is not disqualified from being appointed as a director in terms of section 164 of the Act.

None of the directors or key managerial personnel of the Company or their relatives, except Mr. Ashish Bhandari are, directly or indirectly concerned or interested, financially or otherwise, in the Company.

The Board recommends item no. 2 for consideration and approval of the shareholders.

Item No. 4

M/s B.K. Khare & Co Chartered Accountants, (ICAI Firm Registration No. 105102W) have resigned from the position of Statutory Auditors due to unavoidable circumstances, resulting in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Sections 139 and 140 of the Companies Act, 2013 (“the Act”). The casual vacancy caused by the resignation of auditors can only be filled up by the Company in a general meeting. Board proposes that M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B.K. Khare & Co., Chartered Accountants, (ICAI Firm Registration No. 105102W) from the conclusion of the this Annual General Meeting until the conclusion of the next Annual General Meeting at the remuneration as determined by the Board with the immediate effect.

M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, an Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons, or their relatives, in any way, are concerned or interested in the said resolution.

By Order of the Board of Directors
of **First Energy Private Limited**

Sampada Sakhare
Company Secretary
ACS51029

Place: Pune
Date: July 27, 2022

