

SHORTER NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of **FIRST ENERGY PRIVATE LIMITED** will be held on Friday, July 28, 2023, at 12.00 noon at the Registered Office of the Company at Therm ax House, 14, Mumbai-Pune Road, Wakdewadi, Pune - 411003 to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2023, 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 of year ended March 31, 2023, along with the Auditors’ Report thereon are hereby considered, approved and adopted.”

2. To appoint a Director in place of Mr. Rajendran Arunachalam (DIN: 08446343) 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. Rajendran Arunachalam (DIN: 08446343) who retires by rotation and being eligible for the re-appointment be and is hereby re-appointed as a Director of the Company.”

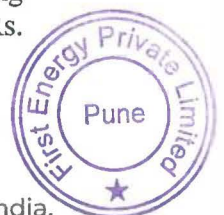
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (Firm Registration No. 012754N/N500016) be and are hereby appointed as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Twentieth Annual General Meeting to be held in FY 2028-29 at the remuneration as determined by the Board.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 61 and any other applicable provisions of the Companies Act, 2013 and relevant rules framed there under, the existing Authorized Share Capital of the Company be and is hereby increased from Rs. 325,00,00,000/- (Rupees three hundred and twenty five crores only) divided into equity



First Energy Private Limited: A Thermax Group Company

Registered Office: Thermax House 14, Mumbai Pune Road, Wakdewadi, Pune 411 003, India.

Corporate Office: Unit No. 601, 6th Floor, Cello Platina, F.C Road, Shivajinagar, Pune 411 005, India.

CIN: U40200PN2008FTC139032 Helpline: +91 20 6727 0200 Email: enquiry@feplglobal.com

shares of Rs. 10/- each to Rs. 525,00,00,000/- (Rupees five hundred and twenty five crores only) divided into equity shares of Rs. 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company be substituted with the following Clause V.

“The Authorized Share Capital of the Company is Rs. 525,00,00,000/- (Rupees Five Hundred and Twenty Five Crores only) consisting of 52,50,00,000/- (Fifty Two Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT any Director, CEO or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

By Order of the Board of Directors
First Energy Private Limited

Place: Pune
Date: July 28, 2023


Sampada Sakhare
Company Secretary
ACS51029



NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote, on poll instead of himself and a proxy need not be a member of the company. The instrument appointing the proxy, to be effective, must be lodged at the company's registered office not less than 48 hours before the time of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM authorization letter to the Company.
4. The meeting has been called at shorter notice after obtaining Members' approval for the same.



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 the 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. Rajendran Arunachalam (DIN: 08446343) is required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment.

Information about the appointee:

Brief resume:

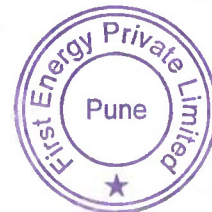
Mr. Rajendran Arunachalam joined Thermax in March 2019.

He joined Thermax from Gabriel India Ltd., where he was the CFO heading Finance, Secretarial, Legal & IT functions of the company during 2013 to 2019. Prior to Gabriel, he handled multiple responsibilities with Tata AutoComp Systems - as CFO of their joint venture with Hendrickson and as Senior General Manager of the Corporate Treasury and Accounts for the TACO Group from 2008 to 2013.

This is his second innings at Thermax. He started his career in Thermax Ltd. in 1993 as a Management Trainee. In his tenure spanning 15 years, he worked in Post-Harvest Equipment Division, Corporate Treasury, Thermax Energy Performance Services and as a Divisional Finance Controller of Chemical and Power businesses.

He is a Certified Public Accountant (AICPA), has done his Masters in Management Studies (MMS), Integrated Program of Engineering & Management from BITS Pilani. He has also completed his Advanced Management & Leadership Program from the Oxford University in the UK in 2016.

He was first appointed to the Board of the Company on July 27, 2019. During FY 2022-23, he attended all the Board meetings of the Company. During FY 2022-23, 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 Instrumentation Limited	Audit Committee - Member
Thermax Babcock & Wilcox Energy Solutions Limited.	Audit & Risk Management Committee- Member Nomination & Remuneration Committee- Chairman Corporate Social Responsibility Committee - Chairman
Thermax Bioenergy Solutions Private Limited	-
Thermax Onsite Energy Solutions Limited	Audit Committee- Member
First Energy Private Limited	-
Thermax Inc. USA	-
Thermax Engineering Singapore PTE Ltd	-
Danstoker A/S	-
PT Thermax International Indonesia	-

Shareholding in the Company: Nil

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

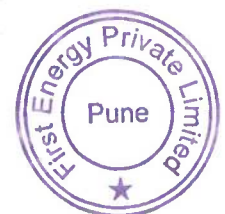
None of the directors or key managerial personnel of the Company or their relatives, except Mr. Rajendran Arunachalam, are, directly or indirectly concerned or interested, financially or otherwise, in the Company.

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

Item No. 3

The Board at its meeting held on May 10, 2023, has recommended the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company for the period of five years from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting to be held in FY 2028-29 at the remuneration as determined by the Board.

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.

Item No. 4

In view of new order intakes, the Company is required to increase the Authorised Share Capital of the Company from Rs. 325,00,00,000/- (Rupees three hundred and twenty five crores only) divided into equity shares of Rs. 10/- each to Rs. 525,00,00,000/- (Rupees five hundred and twenty five crores only) divided into equity shares of Rs. 10/- each.

In terms of Sections 13 and 61 of the Companies Act, 2013, the consent of the Members by way of ordinary resolution is required for alternation of the Memorandum of Association of the Company.

Your Directors recommend passing of this resolution by way of an ordinary resolution. None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out in the Notice.

By Order of the Board of Directors
First Energy Private Limited

Place: Pune
Date: July 28, 2023


Sampada Sakhare
Company Secretary
ACS51029

