

SHORTER NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of **FIRST ENERGY PRIVATE LIMITED** will be held at shorter notice on **Monday, July 29, 2024, at 5.45 p.m.** at the Corporate Office of the Company Unit no 601, Cello Platina, F.C. Road, Model Colony, Pune - 411005 to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024, 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 Standalone and Consolidated Financial Statements as of year ended March 31, 2024, along with the Auditors’ Report thereon are hereby considered, approved and adopted.”

2. To appoint a director in place of Mr. Ashish Bhandari (DIN: 05291138) 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. Ashish Bhandari (DIN: 05291138) 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 Mrs. Meher Pudumjee (DIN: 00019581) as a Non-Executive 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), Mrs. Meher Pudumjee (DIN: 00019581) who was appointed as an Additional Director by the Board of Directors of the Company on September 30, 2023 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 Director, liable to retire by rotation.

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



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.”

By Order of the Board of Directors
First Energy Private Limited

Place: Pune
Date: May 6, 2024


Sampada Sakhare
Company Secretary
ACS51029



NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at this AGM, is annexed herewith.
2. 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.
3. 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.
4. 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 of the Company.
5. The statutory registers and relevant documents as required under the Act shall be available for inspection by members during the AGM.
6. As the Company is a wholly owned subsidiary the Company is exempted w.r.t provisions relating to the publication of route map for the AGM Venue.
7. Members who wish to seek any clarification on the financial statements may write to the Company secretary at sampada.sakhare@feplglobal.com.



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. Ashish Bhandari (DIN: 05291138) 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. Ashish Bhandari was the Vice President – India and South Asia region at Baker Hughes (formerly a GE company). He joined GE in 2005 in Houston, USA and relocated to Gurgaon in 2011. He is credited with building GE Oil and Gas into one of GE's biggest businesses in India and for the successful integration of Baker Hughes and GE Oil and Gas during a time of significant transition. Over his 15-year GE career, Mr. Bhandari has worked in a variety of industrial businesses including GE Enterprise Solutions, GE Energy, and GE Oil and Gas. He has been instrumental in consolidating legacy businesses and at the same time looking at new technologies and opportunities for growth.

His prior work experience includes Schlumberger, consulting with McKinsey & Co. and two start-ups overseas.

Mr. Bhandari completed his Bachelor of Technology in Electrical Engineering (B Tech) from the Indian Institute of Technology, Mumbai. He received his master's degree in business administration from Duke University.

He was first appointed to the Board of the Company on November 3, 2021. During FY 2023-24, he attended all the Board meetings of the Company. During FY 2023-24, he was not paid any commission or sitting fees.

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

Directorships	Chairmanship(s) and Membership(s) of committees
Thermax Limited	Stakeholder’s Relationship Committee – Member Strategic Business Development Committee- Member
Thermax Babcock & Wilcox Energy Solutions Limited.	Nomination & Remuneration Committee- Member
Thermax Onsite Energy Solutions Limited	-
First Energy Private 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 said resolution.

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

Item No. 3

Mrs. Meher Pudumjee (DIN: 00019581) was appointed as an Additional Director by the Board of Directors of the Company on September 30, 2023. According to Section 161 of the Companies Act, 2013, Mrs. Meher Pudumjee (DIN: 00019581) holds office up to the conclusion of this Annual General Meeting.

Information about the appointee:

Brief resume:

Mrs. Meher Pudumjee is the Chairperson of Thermax Ltd, a company focused on providing energy and environment solutions.

A postgraduate in Chemical Engineering from the Imperial College of Science & Technology, London, Meher joined Thermax as a trainee engineer in August 1990. A year later, along with her husband Pheroze Pudumjee, they took over the responsibility of turning around a Thermax subsidiary company in the UK.

After her return to India in September 1996, she was appointed to the Board of Directors. With her newly acquired interest in Finance, she worked closely with the treasury and working capital management functions of Thermax. She was involved with overseeing a Joint Venture Company in the area of drinking water as well as the Air Pollution Control businesses of the company. In January 2001 she became a non-executive director and was appointed Vice Chairperson in 2002. During this period she played an active role in the turnaround of Thermax.

She took over as Chairperson on October 5, 2004, after the retirement of Mrs. Anu Aga.

Mrs. Pudumjee represented India at the Asian Business Women's Conference in Osaka in 2006. The World Economic Forum in 2008 selected her as a Young Global Leader for her professional accomplishment, commitment to society and potential to contribute to shaping the future of the world. She was selected CEO of the Year, 2009 by Business Standard.

Mrs. Pudumjee served as the Chairperson of Pune Zonal Council of the Confederation of Indian Industry (CII). When a member of CII's Young Indians, she chaired the National Employability initiative.

During FY 2023-24, she attended all the Board meetings of the Company. During FY 2023-24, she was not paid any commission or sitting fees.

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

Directorships	Chairmanship(s) and Membership(s) of committees
Thermax Limited	Corporate Social Relationship Committee - Chairperson Stakeholder's Relationship Committee - Member Strategic Business Development Committee - Member Nomination & Remuneration Committee - Member
Thermax Foundation	-
Pidilite Industries Limited	Corporate Social Relationship Committee - Member
RDA Holdings Pvt. Ltd.	-
Shakti Sustainable Energy Foundation	-
ARA Trusteeship Company Pvt. Ltd.	-
Socomp Solutions Private Limited	-
Pudumjee Trustees pte. Ltd.	-
Akanksha Foundation	-

Shareholding in the Company: Nil

Mrs. Meher Pudumjee 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 Mrs. Meher Pudumjee, are directly or indirectly concerned or interested, financially or otherwise in the said resolution.

The Board recommends item no. 3 for consideration and approval of the shareholders.

By Order of the Board of Directors
First Energy Private Limited

Place: Pune
Date: May 6, 2024


Sampada Sakhare
Company Secretary
ACS51029

