NOTICE

Notice is hereby given that the **11th (Eleventh) Annual General Meeting ('AGM')** of the Members of **Ather Energy Limited ("Company")** is to be held on **Friday, 27th of September 2024**, at **4:00 PM** (IST) **through Video Conferencing (VC) / Other Audio-Visual Means (OAVM),** to transact the following business:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolution(s) as an Ordinary Resolution(s):

1. **To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and of the Auditors thereon**

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted."

2. **To appoint a Director in the place of Mr. Niranjan Kumar Gupta (DIN: 07806792), who retires by rotation and being eligible, offers himself for re-appointment**

   "RESOLVED THAT pursuant to Section 152(6) of Companies Act, 2013 read with the Rules frame there under (including any statutory modification(s) or re-enactments thereof for the time being in force) Mr. Niranjan Kumar Gupta (DIN: 07806792), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

BY ORDER OF THE BOARD OF DIRECTORS
FOR ATHER ENERGY LIMITED

Sd/-
Puja Aggarwal
Company Secretary and Compliance Officer
Membership No. - A49310

Date: September 03, 2024
Place: Bengaluru

NOTES:

1. Pursuant to general circular No.09/2023 dated September 25, 2023, and other circulars issued by the Ministry of Corporate Affairs ("MCA") companies are allowed to hold General Meetings through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the Annual General Meeting ("AGM") of the Company is being held through VC. The deemed venue for the AGM shall be the Corporate Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is provided in this notice.

2. The Members can visit https://atherenergy.zoom.us/j/84524399978?pwd=H3Q5Fv6iI4Iskgatv8JyQnc6ot7K7R.1 to attend the **11th AGM** on September 27, 2024. Members who need assistance before or during the AGM, can email to cs@atherenergy.com

3. Generally, 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 and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.

4. As per the provisions under the MCA Circulars, members attending the AGM through VC shall be counted for the purpose of reckoning the quorum.

5. Body Corporates whose authorised representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company at cs@atherenergy.com, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

6. In terms of Articles of Association of the Company, all general meetings, shall be convened by giving at least twenty-one clear days' prior notice either in writing or through electronic mode.

7. The following documents will be available for inspection by the Members electronically during the **11th AGM.** Members seeking to inspect these documents can send email to cs@atherenergy.com
   (a) Register of Directors and Key Managerial Personnel and their shareholding
   (b) Register of Contracts or Arrangements in which the Directors are interested

8. The members can convey their vote to cs@atherenergy.com in case a demand for poll is made by any member on any resolution during the meeting.

9. As the 11th AGM is being held through VC, the route map is not annexed to this Notice. In case of any queries regarding the Annual Report, the Members may write to cs@atherenergy.com to receive an email response.

10. Additional information on Director recommended for appointment/ reappointment as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is enclosed as Annexure-1.

BY ORDER OF THE BOARD OF DIRECTORS
FOR ATHER ENERGY LIMITED

Sd/-
Puja Aggarwal
Company Secretary and Compliance Officer
Membership No. - A49310

Date: September 03, 2024
Place: Bengaluru

ANNEXURE -1

Details of Directors seeking Re-appointment at the 11th Annual General Meeting

Name	Niranjan Kumar Gupta
DIN (Directors Identification Number)	07806792
Designation/category of the Director	Non- Executive Director (Nominee of Hero MotoCorp Ltd)
Date of Birth (Age in years)	January 30, 1971 (53 years)
Date of the first appointment on the Board	November 3, 2020
Qualification	Bachelors degree in commerce from University of Calcutta. He has also passed the final examinations held by the Institute of Chartered Accountants of India, Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India.
Experience	He was previously associated with Unilever as a Global Finance Director, Vedanta Group as the chief financial officer for the aluminium and power vertical.
Shareholding in the Company including shareholding as a beneficial owner	Nil
Relationship with the other Directors	None
Terms & conditions of the re-appointment	Re-appointed as Non-executive Director liable to retire by rotation
Directorships held in other companies including equity listed companies.	HMC MM Auto Limited
Memberships / Chairmanships of committees of other companies	None
Number of meetings of the Board attended during the financial year	Mr. Niranjan has attended 8 Board meetings out of 11 Board meetings held during FY 2023-24
Details of remuneration paid in FY23-24	Nil
Details of Remuneration sought to be paid	Nil