

NOTICE

Notice is hereby given that the **10th (Tenth) Annual General Meeting ('AGM')** of the Members of **Ather Energy Private Limited ("Company")** is to be held on **Thursday, 24th of August 2023**, at 10 AM (IST) through **Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**, to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.**

SPECIAL BUSINESS:

2. **Appointment of Mr. Pankaj Sood (DIN: 05185378) as Nominee Director of the Company**

To consider and if thought fit, to pass the following resolution, **as an ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Pankaj Sood (DIN: 05185378) who was appointed as an Additional Director by the Board of Directors on November 11, 2022 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of the Annual General Meeting, be and is hereby appointed as Director (Nominee) of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable to give effect to the above resolutions including filing of necessary forms with the jurisdictional Registrar of Companies and to comply with all other requirements in this regard."

3. **Appointment of Mr. Ram Kuppuswamy (DIN:09817635) as a Director of the Company**

To consider and if thought fit, to pass the following resolution, **as an ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Ram Kuppuswamy (DIN:09817635), who was appointed as an Additional Director by the Board of Directors on January 27, 2023 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of the Annual General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable to give effect to the above resolutions including filing of necessary forms with the jurisdictional Registrar of Companies and to comply with all other requirements in this regard.”

4. **Approval for maintenance of statutory registers and records at the Corporate office**

To consider and if thought fit, to pass the following resolution, **as a special resolution**:

“RESOLVED THAT pursuant to provisions of Section 94 of Companies Act, 2013 (‘the Act’) and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for keeping all statutory registers required to be maintained under the Act along with copies of annual return at the Corporate office of the Company at 13th Floor, Tower D, IBC Knowledge Park, #4/1, Bannerghatta Main Road, Bangalore 560029, instead of the Registered office of the Company.

RESOLVED FURTHER THAT any one Director of the Company or Company Secretary be and is hereby severally authorised to file the copy of the abovementioned resolution with the Registrar and to do all such acts, deeds, matters and things as may be necessary to give effect to the abovementioned resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR ATHER ENERGY PRIVATE LIMITED**

Sd/-

Puja Aggarwal
Company Secretary
Membership No. - A49310

Date: July 28, 2023
Place: Bengaluru

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) allowed Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the physical presence of the members at the meeting. Accordingly, the MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No 33/2020 dated September 28, 2020, Circular 02/2021 dated January 13, 2021, Circular 02/2022 dated May 5, 2022 and Circular 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue.

2. In accordance with circular issued by MCA and provisions of the Companies Act, 2013 ('the Act'), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Corporate office address of the Company. The detailed procedure for participation in the meeting through VC/OAVM is provided in this notice.
3. The Members can visit <https://atherenergy.zoom.us/j/83587199404?pwd=d2l0SFZXSINzRUhKVWw4c2ZJU2VZQT09> to attend the **10th AGM** on August 24, 2023. In case of any assistance while using the technology, the members may reach out to cs@atherenergy.com
4. As per the provisions of Clause 3.A. IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 2,3,4 and 5 of the accompanying Notice considered to be unavoidable by the Board and hence, form part of this Notice.
5. 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.
6. As per the provisions under the MCA Circulars, Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum.
7. 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.
8. In terms of Articles of Association of the Company, all general meetings, shall be convened by giving at least clear twenty-one days' prior notice either in writing or through electronic mode.
9. The following documents will be available for inspection by the Members electronically during the **10th AGM**. Members seeking to inspect such documents can send email to cs@atherenergy.com
 - (a) Register of Directors and Key Managerial Personnel and their shareholding
 - (b) Documents if any referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.
10. The members can convey their vote to cs@atherenergy.com in case where a demand for poll is made by any member on any resolution during the meeting.

11. As the 10th 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.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR ATHER ENERGY PRIVATE LIMITED**

Sd/-

Puja Aggarwal
Company Secretary
Membership No. - A49310

Date: July 28, 2023
Place: Bengaluru

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 2:**

The Board of Directors based on the nomination received from one of its investor i.e. Caladium Investment Pte. Ltd. had appointed Mr. Pankaj Sood as an Additional Director of the Company w.e.f. 11th November, 2022, subject to the approval of Members in the General Meeting as a Director of the Company.

In terms of Section 161 of the Companies Act, 2013, Mr. Pankaj Sood holds office only up to the date of this AGM and is eligible for appointment as a Director (Non-executive – Nominee). Mr. Pankaj Sood is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Mr. Pankaj Sood heads the Private Equity (Direct Investments) business of GIC Singapore in India and Africa. He joined GIC in 2010 and with an overall experience of over 22 years in private equity and M&A transactions in India. Prior to GIC, Mr. Pankaj Sood was an investment banker in India in Kotak Investment Bank, Ernst & Young and SBI Capital Markets. Mr. Pankaj Sood is a post-graduate from Indian Institute of Management Calcutta (1999) and has a bachelor's degree in Chemical Engineering from Indian Institute of Technology Kharagpur (1996).

Except Mr. Pankaj Sood, no Director, Key Managerial Personnel and their relatives are in any way financially or otherwise concerned or interested in the passing of this ordinary resolution as set out in this Notice.

The Board recommends the ordinary resolution set out at Item No. 2 of the Notice for your approval.

ITEM NO. 3:

The Board of Directors based on the nomination received from one of its investor i.e. Hero MotoCorp Ltd, appointed Mr. Ram Kuppuswamy as an Additional Director of the Company w.e.f. 27th January, 2023, subject to the approval of Members in the General Meeting as a Director of the Company.

In terms of Section 161 of the Companies Act, 2013, Mr. Ram Kuppuswamy holds office only up to the date of this AGM and is eligible for appointment as a Director (Non-executive). Mr. Ram Kuppuswamy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Mr. Ram Kuppuswamy is the Chief Procurement and Head Transformation – Strategic Sourcing & Supply Chain Management at Hero MotoCorp Ltd. He is a global supply chain, commercial, and operations leader with over 20 years of experience working in Fortune 100 technology companies and has been associated with brands like Airtel, Nokia/Microsoft, AT Kearney, and VMware. In his current assignment in Hero MotoCorp, Mr. Ram is leading all the supply chain and procurement requirements for the Organization and leading a team of over 400 professionals covering Strategic sourcing, In-

bound logistics, Supplier Development, Supplier Relationship Management, Vendor Up-gradation and Materials Management.

Except Mr. Ram Kuppuswamy and Mr. Niranjan Gupta, no Director, Key Managerial Personnel and their relatives are in any way financially or otherwise concerned or interested in the passing of this ordinary resolution as set out in this Notice.

The Board recommends the ordinary resolution set out at Item No. 3 of the Notice for your approval.

ITEM NO. 4:

The Company proposes to maintain its statutory registers, annual return and other records of the Company at Corporate office at 13th Floor, Tower D, IBC Knowledge Park, #4/1, Bannerghatta Main Road, Bangalore 560029.

In terms of the provisions of the 94 of the Companies Act, 2013, statutory registers, annual return and other records can be maintained at any place in India other than registered office address of the Company subject to approval of Members of the Company by way of Special Resolution.

Accordingly, approval of the Members is being sought for maintenance of statutory registers, annual return and other records of the Company at Corporate office.

No Director, Key Managerial Personnel and their relatives are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out in this Notice.

The Board recommends the special resolution set out at Item No. 5 of the Notice for your approval.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR ATHER ENERGY PRIVATE LIMITED**

Sd/-

Puja Aggarwal
Company Secretary
Membership No. - A49310

Date: July 28, 2023
Place: Bengaluru