

COASTAL ENERGEN PRIVATE LIMITED

Registered Office: 7th Floor, Buhari Towers, 5 Moores Road, Chennai – 600006

CIN: U40102TN2006PTC060009

Notice of the 15th Annual General Meeting

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of Coastal Energen Pvt Ltd will be held on Thursday, at September 30th 2021 at 11.00 a.m hours (IST) thru Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company comprising of the Balance Sheet as on March 31, 2021, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2021, together with the Report of the Directors and Auditors thereon.

SPECIAL BUSINESS

2. Re-appointment of Mr.Amulya Charan (DIN 00007370) as a Non-Executive-Independent Director

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Amulya Charan (DIN 00007370), in respect of whom the Company has received a notice in writing from a member proposing his candidature as a Non-executive Independent Director of the Company, be and is hereby reappointed as a Non-executive Independent Director of the Company, for a term of five (5) consecutive years from the date of this annual General Meeting to the conclusion of the 20th Annual General Meeting of the Company”

3. Appointment of Mr. MK.Parameswaran (DIN 06668018) as an Executive Director designated as Senior Vice President & Station Director of the Company

To consider appointment of Mr.MK.Parameswaran (DIN: 06668018) as an Executive Director, designated as Senior Vice President & Station Director of the Company for the period from January 08, 2021 to January 07, 2023 and, in this regard, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company, Mr.MK.Parameswaran (DIN: 06668018) who was appointed as an additional director by the Board of Directors by Circular Resolution dated 23rd March 2021 and who holds office as such up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Mr.MK.Parameswaran (DIN: 06668018) as an Executive Director designated as Senior Vice President & Station Director of the Company for a period of two years effective from January 08, 2021 to January 07, 2023 on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Ratification of Remuneration to the Cost Auditors

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. BY & Associates, Cost Accountants (Firm’s Registration No. 003498), appointed as the Cost Auditors of the Company by the Board of Director for the conduct of the audit of the cost records of the Company for the financial year 2021 at a remuneration of 1,00,000 (Rupees One Lakh) plus reimbursement of the travelling and other out-of- pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors



Rathna Prabha

Company Secretary

FCS: 8105

Date: September 02, 2021

Place: Chennai

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

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 5 to 8 of the accompanying Notice dated September 02, 2021.

In respect of Item no. 2

Mr. Amulya Charan (DIN: 00007370) was appointed as Non-Executive Independent Director on the Board of the Company w.e.f. October 10, 2015. However, his appointment was not made under the provisions of Section 149 of the Companies Act 2013. Through General Circular No. 14/2014 dated June 09, 2014, it was mandated that the appointment of Independent Directors shall be made expressly under the said Section 149 for a fixed term. The Board of Directors in its meeting held on September 02, 2021 and on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Amulya Charan as Non-Executive Independent Director of the Company for a term of 5 (five) years with effect from September 2, 2021 to August 31, 2026.

In the opinion of the Board, Mr. Amulya Charan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for their re-appointment as Non-Executive Independent Directors of the Company and is independent of the management. The copy of the letter for re-appointment of Mr. Amulya Charan as Non-Executive Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that his association would be of immense benefit to the Company and accordingly, the Board recommends the resolution(s) in relation to re-appointment of Mr. Amulya Charan as Independent Director, for the approval by the shareholders of the Company.

Save and except Mr. Amulya Charan none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution(s) set out at Item No. 2. The Board of Directors accordingly recommends the Special Resolution set out at Item No. 2 of the Notice for the approval of the members.

In respect of Item no.3

Board of directors of the Company through resolution passed by circulation on March 23, 2021 has appointed Mr.MK.Parameswaran (DIN:06668018) as Additional Director of the

Company and he holds office of the Director till the conclusion of next Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr.MK.Parameswaran as Director of the Company. Brief profile of Mr.MK.Parameswaran is given below for reference of the member:

Mr.MK.Parameswaran (DIN: 06668018) had been appointed as Senior Vice President & Station Director of Coastal Energen Private Limited effective from January 8, 2021. Mr. M.K. Parameswaran is an Electrical Engineer with PG Diploma in Management and M.Sc. Valuation in Plant & Machinery. He brings with him over 40 years of experience in power plant Operations and Maintenance to Coastal Energen. He started his career with Britannia Industries, subsequently moved to NTPC where he had worked for over 28 years and in Reliance Power for over 7 years. Prior to joining Coastal Energen, he was with IL & FS Tamilnadu Power for 4 years as Station Head.

It is proposed to seek Member's approval for the appointment of Mr.MK.Parameswaran as an Executive Director, designated as Senior Vice President & Station Director of the Company.

Mr.MK.Parameswaran is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent for the said appointment. The terms of appointment are set out in the Contract of Employment dated 6th January, 2021 and may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Act.

Save and except Mr.MK.Parameswaran none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the Members.

In respect of Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company. On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. BY & Associates, Cost Accountants as the Cost Auditor of the Company for the

financial year 2021 at a remuneration of ` 100,000/- (Rupees One Lakh) plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently by the Members, in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice. Accordingly, the Board recommends the Ordinary Resolution at item no. 4 of this Notice for the approval of the Members.

By Order of the Board of Directors



Rathna Prabha

Company Secretary

FCS: 8105

Date: September 02, 2021

Place: Chennai

NOTES:

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Act read with the MCA Circulars, the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business as set out in the Notice is annexed hereto.
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held pursuant to the applicable MCA, through VC/OAVM, 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 to this Notice.
5. Corporate/Institutional Members (i.e. other than Individuals, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Company Secretary by email through her registered email address to Rathnaprabha.s@coastalenergen.com.
6. The Member's log-in to the Video Conferencing platform shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice
8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Private Limited ("KFintech") (formerly known as "Karvy Fintech Private Limited") having their office at Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

By order of the Board



Rathna Prabha

Company Secretary

FCS: 8105

Date: September 02, 2021

Place: Chennai