



NOTICE FOR THE ANNUAL GENERAL MEETING FOR FY 2018-19

NOTICE IS HEREBY GIVEN AT SHORTER NOTICE THAT AN ANNUAL GENERAL MEETING (MEETING NO.: AGM-2019/20) OF THE COMPANY WILL BE HELD ON **MONDAY, 30TH DAY OF SEPTEMBER, 2019** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 8203, GIDC SACHIN, SURAT-394520, GJ. AT 15:00 HRS. TO TRANSACT THE FOLLOWING:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rohan Ashwin Desai (DIN: 00038379) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Rakesh Malik (DIN: 08137948) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. ARAV & Co., Chartered Accountants, Surat as Statutory Auditor of the Company.

To consider and if thought fit, to pass following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 with other applicable Rules and Provisions made thereunder, M/s. ARAV & Co., Chartered Accountants (Firm Reg. No.: 125031W), Surat be and are hereby appointed as the Statutory Auditors of the Company, to hold office for the tenure of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting for the Financial Year ending on 31st March 2024, at such remuneration as may be fixed by the Board of Directors.”

Special Business:

5. To ratify the remuneration of Cost Auditor for the FY 2019-20.

To consider and if thought fit, to pass following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 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(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to the remuneration payable to M/s. Ashvin Ambaliya & Associates, Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, as set out in the Statement annexed to the Notice convening this Annual General Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the company 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
For **Aether Industries Limited**

Swati Abhishek Chaudhary
Company Secretary

Date: **12th September, 2019**

Place: **Surat**

Note:

1. A member entitled to attend, and vote is entitled to appoint a proxy and proxy may not be a member. Proxy in order to be effective should reach at the registered office of the company before 48 hours of the scheduled meeting time.
2. An explanatory statement pursuant to section 102 is attached herewith.

Explanatory Statement:

Agenda No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Ashwin Ambaliya & Associates as a cost auditor of the Company to conduct the audit of the cost records of biomass power plants and tower manufacturing plants of the Company for the financial year ending March 31, 2019, for a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020. Your Directors recommend Resolution at Item No. 5 as an Ordinary Resolution for approval of the members. None of the Directors or any Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution at out at Item No. 5.