

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY WILL BE HELD WITH THE CONSENT OF THE MEMBERS ON MONDAY, 26TH APRIL, 2021 AT 03:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY 401, 4TH FLOOR, SALCON RASVILAS BUILDING, SAKET DISTRICT CENTRE, SAKET, NEW DELHI-110017, TO TRANSACT THE FOLLOWING BUSINESSES:

Kindly note that in pursuance to the provisions of Companies Act, 2013, rules made there under, and circulars and notifications in this regard you also have an option to participate in the meeting through audio-visual mode via Teams Meeting. In case you wish to participate through same, please inform before the date of board meeting. In absence of any intimation, it shall be assumed that you shall attend the meeting in person.

We are seeking for your advance confirmation to avail this facility. You may confirm to the undersigned at attending the meeting through audio-visual Mode.

SPECIAL BUSINESS:

To consider and if thought fit to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

ITEM NO: 1: APPROVAL OF BORROWING LIMIT OF INR 250 CRORES

“RESOLVED THAT in supersession of the resolution adopted at the by the Members at all the earlier meeting passed in this regard and subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from company’s bankers in the ordinary course of business) shall not be in excess of an aggregate amount exceeding a sum of INR 250 crores (Rupees Three Hundred Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of aforesaid borrowing, Mr. Sanjeev Mehra and Mr. Gauri Shankar Mishra , directors of the company, be and are hereby severally authorized to sign, get registered and deliver on behalf of the company all documents and forms relating to the above credit lines and to secure the facilities by hypothecation of present and future assets of the company do create an equitable

mortgage on the fixed assets of the company in favour of the Banks/Financial Institutions/NBFC's by depositing the title deeds in relation thereto, as collateral security for the credit facility made available to the company.

RESOLVED FURTHER THAT pursuant to section 77 , 85 & 117 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 & 10 of the Companies (Registration of Charges) Rules 2014 and rule no 24 of the Companies (Management and Administration) Rules 2014, any of the directors /company secretary of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution and to authenticate it and file forms with the Registrar of Companies within the prescribed time and fees and to do relevant entries in the Register of Charges.

**Certified True Copy
For Nellai Renewables Private Limited**

**Sd/-
Mr. Gauri Shankar Mishra
DIN: 08739236
Address: Great Value Sharanam,
Flat No. 1901, Tower L, Near Pathway School,
Sector 107, Gautam Buddha Nagar,
Noida, Uttar Pradesh -201301**

**Date: 26.03.2021
Place: Delhi**

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of special businesses to be transacted at the general meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.

2. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circulars dated 8th April, 2020 read with Circular dated 13th April, 2020 and 5th May, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Extra-Ordinary General Meetings (EGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode.

3. The members who have not yet registered their e- mail ids with the Company may contact Secretarial.Nellai@statkraft.com for registering their e-mail ids on or before IST 02:30 pm on 25th April, 2021. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.

4. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company.

5. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.

8. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten 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 Member.

9. The instrument appointing the proxy, to be effective, must be deposited at the Company's registered office or sent on email id of Company Secretary secretarial.nellai@statkraft.com , duly completed and signed, on or before start of the meeting. The proxy form in Form MGT-11 is duly annexed.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the EGM.

10. Members are requested to bring their Attendance Slip (duly annexed with this notice), only bonafide Members/Proxy holders, in possession of valid Attendance Slips duly filled and signed will be permitted to attend the meeting.

11. All documents referred to in the notice will be available for inspection at the Company's registered office during normal business hours on working days up to the conclusion of the Extra -ordinary General Meeting.

Explanatory Statement u/s 102 of the Companies Act, 2013

Item No. 1:

APPROVAL OF BORROWING LIMIT OF INR 250 CRORES

The members may be informed that pursuant to Section 180 (1) (c) of the Act which stipulates that where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business the powers/discretions shall be exercised by the Board of Directors of the Company only with the approval of Shareholders by passing a Special Resolution Accordingly, this resolution is proposed as Special Resolution is submitted to the members for your consideration and approval.

None of the Directors/KMPs of the Company are concerned or interested in the resolution.

**Certified True Copy
For Nellai Renewables Private Limited**

**Sd/-
Mr. Gauri Shankar Mishra
DIN: 08739236
Address: Great Value Sharanam,
Flat No. 1901, Tower L, Near Pathway School,
Sector 107, Gautam Buddha Nagar,
Noida, Uttar Pradesh -201301**

Date: 26.03.2021

Place: Delhi

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN: U40108DL2020PTC363557
NELLAI RENEWABLES PRIVATE LIMITED
401, 4th Floor, D-1, Salcon Rasvilas Building,
Saket District Area ,Saket New Delhi-110 017

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:.....,

3. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the members of the Company will be held on Monday, 26th April, 2021at 03:30 P.M. at the Registered Office of the Company 401, 4th Floor Salcon Rasvilas Building, Saket District Centre, Saket, New Delhi-110017, and at any adjournment thereof in respect of such resolutions as are indicated below:

SPECIAL BUSINESS:

1. APPROVAL OF BORROWING LIMIT OF INR 250 CRORES

Signed this..... day of..... 2021

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 24 hours before the commencement of the Meeting.

Attendance Slip

Extra-Ordinary General Meeting- 26.04.2021

Registered Folio Number

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Number of Shares held

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I certify that I am a member/proxy for the member of the company

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on 26.04.2021

.....
Name of the Member/Proxy
(In BLOCK letters)

.....
Signature of the Proxy

Route Map

