



NELLAI RENEWABLES PRIVATE LIMITED
CIN: U40108DL2020PTC363557
Registered office address:
401, 4th Floor, D-1, Salcon Rasvilas Building,
Saket District Area, Saket New Delhi-110 017.
Office: +91 11 6616 1200
Telefax: +91 11 6616 1299
www.statkraft.com, www.statkraft.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NELLAI RENEWABLES PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 16th DAY OF MARCH, 2022 AT IST 02:00 PM THROUGH AUDIO VISUAL MEANS THROUGH MICROSOFT TEAMS MEETING [Click here to join the meeting](#) IN ACCORDANCE WITH GENERAL CIRCULAR NO. 20/2020 DATED 5TH MAY 2020 OF MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

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

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

“RESOLVED THAT pursuant to provisions of Sections 13, 61 and 64 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company approval of the members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 62,00,00,000 (Rupees Sixty-Two Crores Only) divided into 6,20,00,000 (Six crore Twenty Lakh only) equity shares of INR 10 (Indian Rupees Ten only) each by creation of additional 3,00,00,000 (Three crore only) equity shares of INR 10 (Indian Rupees Ten Only) each thereby increasing the authorised capital of the company to Rs. 92,00,00,000/- (Rupees Ninety-Two Crore Only) divided into 9,20,00,000 (Nine Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby severally authorized to file the requisite e-forms with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient to give effect to the abovesaid resolution.”

ITEM NO. 2: ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 or other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or

re-enactment thereof for the time being in force) and Rules made thereunder, Clause V of the Memorandum of Association of Company be and is hereby altered and replaced with the below mentioned clause:

V. The Authorized Share Capital of the Company is Rs. 92,00,00,000/- (Rupees Ninet-Two Crore Only) divided into 9,20,00,000 (Nine Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

For Nellai Renewables Private Limited



**Ms. Ira Srivastava
Company Secretary
Membership No. 65496
Address: EWS 20, 21, Rapti Nagar,
Phase- IV, Chargawan, Gorakhpur,
Uttar Pradesh - 273013**

Date: 8th Mar 2022

Place: New 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 05:00 pm on 15th Mar 2022. 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 Video Conferencing facility.
6. As per the circular, the facility of voting shall be done by E-mail only.
7. 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.
8. 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.
9. 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 attending the meeting physically 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.

12. All members are requested to notify any change in their addresses. The Company has the option of sending notices in electronic mode pursuant to Section 101 of the Companies Act, 2013, read with rule 18 of the Companies (Management and Administration) Rules, 2014, and it is requested to all the members to provide their e-mail addresses to the Company for sending notices in electronic mode.

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

ITEM NO. 1:

In order to meet the requirement of Fourth and Fifth milestone as per the Share purchase and subscription agreement (SPSA) entered with the shareholders, the Board in its meeting held on 08th March, 2022 has resolved to increase the authorised share capital of the Company from Rs. 62,00,00,000 (Rupees Sixty-Two Crores Only) divided into 6,20,00,000 (Six crore Twenty Lakh only) equity shares of INR 10 (Indian Rupees Ten only) each to Rs. 92,00,00,000/- (Rupees Ninety-Two Crore Only) divided into 9,20,00,000 (Nine Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 3,00,00,000 (Three crore only) equity shares of INR 10 (Indian Rupees Ten Only) each subject to the approval of shareholders by way of Ordinary Resolution.

The consent of the members of the company is required to give effect to the alteration in the Memorandum of Association of the Company, the Board of Directors of your Company recommends the ordinary resolution as set forth in Item No. 1 of the notice in the best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

The Memorandum of Association of the Company are open for inspection of the members at the registered office of the Company during the normal business hours at any time upto the date of the Extra-ordinary General Meeting and at the meeting.

Members are requested to give their consent for the above-mentioned matter.

ITEM NO: 2:

As the authorized share capital of the company is increased from Rs. 62,00,00,000 (Rupees Sixty-Two Crores Only) divided into 6,20,00,000 (Six crore Twenty Lakh only) equity shares of INR 10 (Indian Rupees Ten only) each to Rs. 92,00,00,000/- (Rupees Ninety-Two Crore Only) divided into 9,20,00,000 (Nine Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Therefore, it is incumbent on the Company to alter the Capital clause of the Memorandum of Association of the Company by altering Clause V of Memorandum of Association.

The consent of the members of the company is required to give effect to the alteration in the Memorandum of Association of the Company, the Board of Directors of your Company recommends the ordinary resolution as set forth in Item No. 2 of the notice in the best interest of the Company.

None of the directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

The Memorandum of Association of the Company are open for inspection of the members at the registered office of the Company during the normal business hours at any time upto the date of the Extra-ordinary General Meeting and at the meeting.

Members are requested to give their consent for the above-mentioned matter.

For Nellai Renewables Private Limited



Ms. Ira Srivastava
Company Secretary
Membership No. 65496
Address: EWS 20, 21, Rapti Nagar,
Phase- IV, Chargawan, Gorakhpur,
Uttar Pradesh - 273013

Date: 8th Mar 2022

Place: New 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

Address: 401, Level 4, Salcon Rasvilas Building,
Saket District Centre, New Delhi- 110017

Name of the members(s):

Registered address:

Email Id:

Folio No. / Client Id* :

DP Id* :

No. of shares held:

*Applicable for investors holding shares in Electronic form.

I / We, being the member(s) ofshares of the abovenamed company, hereby
appoint:

1. Name.....

E-mail ID.....

Address.....

Signature....., or failing him

2. Name.....

E-mail ID.....

Address.....

Signature..... or failing him

3. Name.....

E-mail ID.....

Address.....

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 Company to be held on Wednesday, 16th day of March, 2022 at IST 02:00 PM through audio Visual Microsoft Teams Meeting and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

S. No	Resolution	For	Against
Special Business			
1	Increase in Authorised Share Capital of the Company		
2	Alteration of Memorandum of Association of the Company		

Signed this..... day of, 2022

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 401, Level 4, Salcon Rasvilas Building, Saket District Centre, New Delhi- 110017 India or sent via email to Secretarial.Nellai@statkraft.com on or before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip.

Attendance Slip

Extra-Ordinary General Meeting- 16.03.2022

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 16.03.2022.

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

.....
Signature of the Proxy

Route Map

