



**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](http://www.statkraft.com), [www.statkraft.in](http://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 WITH SHORTER NOTICE ON 14<sup>th</sup> DAY OF OCTOBER 2021 AT IST 05:00 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 authorised share capital of the Company from INR 28,00,00,000 (Indian Rupees Twenty Eight Crore only) divided into 2,80,00,000 (Two crore Eighty Lakh only) equity shares of INR 10 (Indian Rupees Ten only) each by creation of additional 3,40,00,000 (Three Crore Forty Lakh only) equity shares of INR 10 (Indian Rupees Ten Only) each increasing the authorised capital of the company to INR 62,00,00,000 (Indian Rupees Sixty Two Crore only) divided into 6,20,00,000 (Six crore Twenty Lakh only) equity shares of INR 10 (Indian Rupees Ten only) each.

**RESOLVED FURTHER THAT** any of the Director or authorised signatory 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. 62,00,00,000/- (Rupees Sixty-Two Crore Only) divided into 6,20,00,000 (Six Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.***

**RESOLVED FURTHER THAT** any of the Directors or authorised signatory 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: 11.10.2021  
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](mailto:Secretarial.Nellai@statkraft.com) for registering their e-mail ids on or before IST 3:25 pm on 13th Oct 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. The facility of e-voting through the same portal provided by Click here to join the meeting (Link given below)

[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZWM2YTBkNmYtNjdiZi00ODQ5LTk2MzMtMDYwYjU4YjlmMzNj%40thread.v2/0?context=%7b%22Tid%22%3a%22a40c0d68-338e-44ef-ab17-812ee42d12c7%22%2c%22Oid%22%3a%220f3876e2-8557-4adc-91c4-cd2ccdcc8083%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZWM2YTBkNmYtNjdiZi00ODQ5LTk2MzMtMDYwYjU4YjlmMzNj%40thread.v2/0?context=%7b%22Tid%22%3a%22a40c0d68-338e-44ef-ab17-812ee42d12c7%22%2c%22Oid%22%3a%220f3876e2-8557-4adc-91c4-cd2ccdcc8083%22%7d)

will be available during the Meeting through VC.

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. 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.

10. 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](mailto: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.

11. 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.

12. 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.

13. 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 second and third milestone as per the Share purchase and subscription agreement (SPSA) entered with the shareholders, the Board in its meeting held on 11<sup>th</sup> October, 2021 has resolved to increase the authorised share capital of the Company from INR 28,00,00,000 (Indian Rupees Twenty Eight Crore only) divided into 2,80,00,000 (Two Crore Eighty Lakhs only) equity shares of INR 10 (Indian Rupees Ten only) to INR 62,00,00,000 (Indian Rupees Sixty Two Crore 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 3,40,00,000 (Three Crore Forty Lakh 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.

### **ITEM NO: 2:**

As the authorized share capital of the company is increased from INR 28,00,00,000 (Indian Rupees Twenty Eight Crore only) to INR 62,00,00,000 (Indian Rupees Sixty Two Crore only) divided into 6,20,00,000 (Six crore Twenty Lakh only) equity shares of INR 10 (Indian 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.

**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: 11.10.2021**  
**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) of .....shares 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 14th October 2021 at IST 05:00 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
<b>Special Business</b>			
1	Increase in Authorised Share Capital of the Company		
2	Alteration of Memorandum of Association of the Company		

Signed this..... day of, 2021  
Signature of shareholder.....  
Signature of Proxy holder(s).....

Affix Revenue Stamp
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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](mailto: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**

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**Extra-Ordinary General Meeting- 14.10.2021**

**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 14.10.2021

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

.....  
**Signature of the Proxy**

## Route Map

