

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE (2nd) SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF NELLAI RENEWABLES PRIVATE LIMITED WILL BE HELD ON FRIDAY THE 30TH DAY OF SEPTEMBER, 2022 AT IST 12:00 PM THROUGH AUDIO VISUAL MEANS VIA MICROSOFT TEAMS MEETING [CLICK HERE TO JOIN MEETING](#) IN ACCORDANCE WITH GENERAL CIRCULAR NO. 02/2022 DATED 5TH MAY 2022 AND OTHER CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item No. 1 - To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

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

“RESOLVED THAT the Audited Financial Statements including the Auditors report, Audited Balance Sheet, Statement of Profit & Loss, Cash Flow Statement together with notes attached thereto be and are hereby approved and adopted by the members of the company.”

Item No. 2 –Appointment of Statutory Auditor

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 139 and 141 of the Companies Act 2013, and provisions of Companies (Audit and Auditors) Rules, 2014 and such other provisions as may be applicable, M/s Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to hold the office for a period of 5 years from the conclusion of 2nd Annual General Meeting till the conclusion of 7th Annual General Meeting of the Company.

RESOLVED FURTHER THAT pursuant to Section 142 of the Companies Act, 2013 and the Rules made thereunder, the Board be and is hereby authorized to fix the remuneration of the Statutory Auditors.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as he may deem proper, necessary, or expedient, including filing of the requisite forms/e-forms with the Registrar of Companies or submission of documents with any other authority, for the purpose

of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto.”

SPECIAL BUSINESS

Item No. 3 - Appointment of Ms. Pooja Malhotra as a Director of the Company

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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Pooja Malhotra having DIN 07343901 who was appointed as an Additional Director of the Company with effect from 05th September, 2022 by the Board of Directors of the Company pursuant to section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company are severally authorised to do all such acts, deeds, matters and things as he may deem proper, necessary, or expedient, including filing of the requisite forms/e-forms with the Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 4: Approval of Related Party Transaction

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 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014, and subject to such other approvals as may be required the consent of the shareholders be and is hereby accorded for entering into the Related Party Transaction by the company with effect from 1st day of April, 2022 up to 31st March, 2023 on Arm’s Length Basis and in ordinary course of business as mentioned below and that the said contract be executed by signature of any two directors of the company:

Name of the Party	Relationship with Party	Nature of Transaction	Value of transaction (Rs)
Statkraft India Pvt Ltd	Being common subsidiary along with	Legal service agreement entered to avail the	10,00,00,000

	ultimate Holding Company, Statkraft AS	general management, HR, IT, Accounting, Market Access and other Services	
Statkraft Market Pvt Ltd	Being common subsidiary along with ultimate Holding Company, Statkraft AS	Legal service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services	50,00,000
Statkraft India Pvt Ltd	Being common subsidiary along with ultimate Holding Company, Statkraft AS	Service Agreement for to avail sublease of office premise	50,00,000
Statkraft India Pvt Ltd	Being common subsidiary along with ultimate Holding Company, Statkraft AS	Legal service agreement entered to Provide the general management, HR, IT, Accounting, Market Access and other Services	5,00,00,000
Statkraft IH Holding AS	Ultimate Holding Company of the reporting entity	Legal service agreement entered to avail the general management, HR and IT Services	5,00,00,000
Statkraft Sverige AB			
Statkraft UK Ltd			
Solarcentury Holdings Ltd			

RESOLVED FURTHER THAT pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or reenacted from time to time) read with rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any of the Director or Company Secretary of the Company be and are hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them.”

**By Order of the Board of Directors
 For Nellai Renewables Private Limited**

Sd/-
Ms. Ira Srivastava
Company Secretary
Membership No. 65496
Address: EWS 20, 21, Rapti Nagar,
Phase- IV, Gorakhpur, UP - 273013

Place: Delhi
Dated: 24/09/2022
NOTES:

1. Explanatory Statement setting out the material facts concerning item no 3 and item no 4, i.e. special business 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 continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021, December 14, 2021, 2/2022 dated May 05, 2022 respectively in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM. In compliance with the MCA Circulars, the company is also providing a facility to attend the AGM of the Company through VC/OAVM.
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 29th September, 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 the e-voting system provided during the meeting while participating through VC facility.
6. The facility of voting will be given through show of hands and will be provided during the meeting electronically. In order to vote members may go on the top right corner of the screen and open the poll section, where they have to select an appropriate option to the resolution.

7. 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.
8. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
9. Proxies, if any, in order to be effective must be received at the Company's Registered Office before the time fixed for holding the meeting. Proxies shall not have any right to speak at the meeting. The proxy form in Form MGT-11 is duly annexed.
10. 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 meeting.
11. Members are requested to bring their Attendance Slip (duly annexed with this notice) and copy of Annual Report to the meeting, only bonafide Members/Proxy holders, in possession of valid Attendance Slips duly filled and signed will be permitted to attend the meeting.
12. The proxy holder is requested to carry the identity proof to attend the Meeting.
13. All documents referred to in the Notice will be available for inspection in physical at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.
14. The Statutory Registers as required by the act under Section 171 and 189 of the Companies Act, 2013 will be available for inspection by the members of the Company at the Annual General Meeting.

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

ITEM NO. 3: APPOINTMENT OF MS. POOJA MALHOTRA AS A DIRECTOR OF THE COMPANY

Ms. Pooja Malhotra having DIN No. 07343901 who was appointed by the board of directors of the Company as an Additional Director of the Company, under section 161(1) of the Companies Act, 2013, with effect from 05th September, 2022 and till the conclusion of ensuing Annual General Meeting, pursuant to Section 152 of the Companies Act, 2013 company needs to regularise the appointment of Ms. Pooja Malhotra as Director the company in this 2nd Annual General Meeting of the company.

Ms. Pooja Malhotra has completed 46 years of age and is MBA (Finance) and is having wide experience of 22 years in energy sector The consent to act as Director (DIR-2) mentioning the details of Ms. Pooja Malhotra along with the interest in other entities are available for inspection in physical or in electronic form during specified business hours at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company, and also at the Meeting.

The directors recommend the resolution as item no. 3 of the accompanying notice for acceptance by the members as ordinary resolution.

Save and except Ms. Pooja Malhotra, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

ITEM NO. 4: APPROVAL OF RELATED PARTY TRANSACTION

The Company might enter into certain transactions with related party in its ordinary course of business and on arm's length basis. The approximate amount of indicative transaction is Rs. 21,00,00,000 (Rupees Twenty-One Crore Only). Although the second proviso to Sub-section (1) of Section 188 of the Companies Act, 2013 does not apply on the company, as the transactions entered into by the company are in its ordinary course of business and are on arm's length

basis, the approval of the members is accorded to give them an insight on the Related Party Transactions which may be entered by the company in the financial year 2022-2023.

The list of indicative transaction along with all the details of such transaction for the year 2022-2023 is as follows:

Name of the Party	Relationship with Party	Nature of Transaction	Value of transaction (Rs)
Statkraft India Pvt Ltd	Being common subsidiary along with ultimate Holding Company, Statkraft AS	Legal service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services	10,00,00,000
Statkraft Market Pvt Ltd	Being common subsidiary along with ultimate Holding Company, Statkraft AS	Legal service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services	50,00,000
Statkraft India Pvt Ltd	Being common subsidiary along with ultimate Holding Company, Statkraft AS	Service Agreement for to avail sublease of office premise	50,00,000
Statkraft India Pvt Ltd	Being common subsidiary along with ultimate Holding Company, Statkraft AS	Legal service agreement entered to Provide the general management, HR, IT, Accounting, Market Access and other Services	5,00,00,000
Statkraft IH Holding AS	Ultimate Holding Company of the reporting entity	Legal service agreement entered to avail the general management, HR and IT Services	5,00,00,000



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

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The directors recommend the resolution as item no. 4 of the accompanying notice for acceptance by the members as an ordinary resolution.

Mr. Sanjeev Mehra is an interested director for this agenda item. (Being a Common Director in Statkraft India Pvt. Ltd., Statkraft Markets Pvt. Ltd and Nellai Renewables Private Limited). Save as except, Mr. Sanjeev Mehra, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The register of contracts with related party and contracts and bodies etc. in which directors are interested as per section 189(1) and section 184 of the Companies Act, 2013 will be available for inspection in physical or in electronic form during specified business hours at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company, and also at the Meeting.

**By Order of the Board of Directors
For Nellai Renewables Private Limited**

**Sd/-
Ms. Ira Srivastava
Company Secretary
Membership No. 65496
Address: EWS 20, 21, Rapti Nagar,
Phase- IV, Gorakhpur, UP - 273013**

**Place: Delhi
Dated: 24/09/2022**



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**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]

Venue of the Meeting will be deemed as 401, 4th Floor, D-1, Salcon Rasvilas Building, Saket District Centre, Saket, New Delhi-110017.

Date & Time:

Name of the Member(s)	
Registered office	
E-mail id	
Folio No./ Client Id	
DP ID	

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

1. Name_____
 - Address.....
 - Email Id.....
 - Signature....., or failing him
2. Name_____
 - Address.....
 - Email Id.....
 - Signature....., or failing him



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3. Name _____
 Address.....
 Email Id.....
 Signature.....,

of as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday the 30th day of September, 2022 at 12:00 P.M. at 401, 4th Floor, D-1, Salcon Rasvilas Building, Saket District Centre, Saket, New Delhi-110017. (VC/OAVM available)

Resolution No.

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. Appointment of Statutory Auditor
3. Appointment of Ms. Pooja Malhotra as a Director of the Company
4. Approval of Related Party Transaction

Signed this ____ day of ____, 2022

Signature of shareholder

Signature of Proxy holder(s)

AFFIX REVENUE STAMP OF

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 48 hours before the commencement of the Meeting.



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ATTENDANCE SLIP

2nd Annual General Meeting of Nellai Renewables Private Limited – 30th September, 2022

1.	Full name of the Shareholder/ Proxy/Authorized Representative:		
2.	Folio No. /Client Id:		
3.	If Proxy/Authorized Representative, Full Name of Shareholder:		

I hereby record my presence at the 2nd Annual General Meeting of the Company held on Friday the 30th day of September, 2022 at IST 12:00 P.M.

Signature of the Shareholder/ Proxy Holder/Authorized Representative

Note: This attendance slip is to be handover at the entrance of the Meeting Hall.

Location of the registered office

401, 4th Floor, D-1, Salcon Rasvilas Building, Saket District Centre, Saket, New Delhi-110017.

