

NOTICE

NOTICE IS HEREBY GIVEN THAT THE (4th) FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NELLAI RENEWABLES PRIVATE LIMITED WILL BE HELD ON MONDAY THE 30TH DAY OF SEPTEMBER, 2024 AT IST 12:30 PM THROUGH AUDIO VISUAL MEANS VIA MICROSOFT TEAMS MEETING ([Join the meeting now](#)) IN ACCORDANCE WITH MCA GENERAL CIRCULAR NO. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021, 2/2022, 10/2022, 09/2023 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, 2024 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 Audited Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statement along with the schedules, notes and disclosures appended thereto together with the Directors’ Report and the Auditors’ report thereon for the financial year ended 31st March, 2024 be and are hereby received, considered and adopted by the members of the company.”

SPECIAL BUSINESS

ITEM NO. 2: Approval of Related Party Transactions

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 related thereto, so far as applicable, the consent of the shareholders be and is hereby accorded for entering into the Related Party Transactions by the company with effect from 1st April, 2024 up to 31st March, 2025 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 Related Party and Nature of Relationship	Nature, Duration, Particulars, Material Terms and Conditions of the Contract and arrangement	Value of transaction (Rs)	Any advance paid or received
Statkraft India Private Limited (Being common subsidiary of ultimate	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	50 million	Nil

Holding Company, Statkraft AS)			
	Service Agreement to avail sublease of office premise (01.04.2024-31.03.2025)	5 million	Nil
	Interest pay-out (01.04.2024-31.03.2025)	40 million	Nil
	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil
	Sale of Asset (networking equipments) (01.04.2024-31.03.2025)	5 million	Nil
Statkraft Markets Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
Khidrat Renewable Energy Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	50 million	Nil
Mandakini Jal Urja Private Limited (Formerly known as Lanco Mandakini Hydro Energy Private Limited) (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil

Statkraft AS (The ultimate Holding Company)	Service agreement entered to avail the general management, HR and IT Services (01.04.2024-31.03.2025)	50 million	Nil
	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil
	Guarantee fee Commission (01.04.2024-31.03.2025)	50 million	Nil
Sourya Manthan Renewable Energy Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
Cannice Renewables Energy Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
Foxtrot Solar Renewables Energy Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
Vishnupriya Farms Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil

Tidong Power Generation Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
Mandakini Jal Urja Private Limited (Formerly known as Lanco Mandakini Hydro Energy Private Limited) (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil
Statkraft Development Spain (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Expense on Services towards - General management services, HR, IT, Accounting and business support services, including reimbursement of expenses (01.04.2024-31.03.2025)	5 million	Nil
Statkraft Energi AS (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to avail the O&M and production related Services (01.04.2024-31.03.2025)	5 million	Nil
Statkraft UK (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	0.1 million	Nil

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 (as amended or reenacted from time to time), 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."



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

Email: secretarial.nellai@statkraft.com

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

Sd/-

Nishtha Sachdeva

Company Secretary

Membership No. 71511

Address: 66-A C-7 Lawrence Road

Keshav Puram New Delhi-110035

Place: Delhi

Dated: 06.09.2024

NOTES:

1. Explanatory Statement setting out the material facts concerning item no 2, 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 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 and 09/2023 dated 25th September 2023 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 6:00 P.M. on 29th September, 2024. 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) 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

ITEM NO. 2: Approval of Related Party Transactions

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 transactions is Rs. 345.1 million. Although the provisions 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 Board of directors has been accorded in their meeting held on 16th April, 2024 for the indicative list of Related Party Transactions and the approval of the members is sought to give them an insight on the Related Party Transactions which may be entered by the company in the financial year 2024-2025.

The list of indicative transaction along with all the details of such transaction for the year 2024-2025 is as follows:

Name of the Related Party and Nature of Relationship	Nature, Duration, Particulars, Material Terms and Conditions of the Contract and arrangement	Value of transaction (Rs)	Any advance paid or received
Statkraft India Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	50 million	Nil
	Service Agreement to avail sublease of office premise (01.04.2024-31.03.2025)	5 million	Nil
	Interest pay-out (01.04.2024-31.03.2025)	40 million	Nil
	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil
	Sale of Asset (networking equipments) (01.04.2024-31.03.2025)	5 million	Nil

Statkraft Markets Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
Khidrat Renewable Energy Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	50 million	Nil
Mandakini Jal Urja Private Limited (Formerly known as Lanco Mandakini Hydro Energy Private Limited) (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil
Statkraft AS (The ultimate Holding Company)	Service agreement entered to avail the general management, HR and IT Services (01.04.2024-31.03.2025)	50 million	Nil
	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil
	Guarantee fee Commission (01.04.2024-31.03.2025)	50 million	Nil
Sourya Manthan Renewable Energy Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil

Cannice Renewables Energy Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
Foxtrot Solar Renewables Energy Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
Vishnupriya Farms Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil
Tidong Power Generation Private Limited (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to provide the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	5 million	Nil
Mandakini Jal Urja Private Limited (Formerly known as Lanco Mandakini Hydro Energy Private Limited) (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	10 million	Nil
Statkraft Development Spain (Being common subsidiary of ultimate subsidiary of ultimate Holding Company, Statkraft AS)	Expense on Services towards - General management services, HR, IT, Accounting and business support services, including reimbursement of expenses (01.04.2024-31.03.2025)	5 million	Nil

Holding Company, Statkraft AS)			
Statkraft Energi AS (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to avail the O&M and production related Services (01.04.2024-31.03.2025)	5 million	Nil
Statkraft UK (Being common subsidiary of ultimate Holding Company, Statkraft AS)	Service agreement entered to avail the general management, HR, IT, Accounting, Market Access and other Services (01.04.2024-31.03.2025)	0.1 million	Nil

The directors recommend the resolution as Item No. 2 of the accompanying notice for acceptance by the members as an ordinary resolution.

None of the 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. 2 of the Notice.

The register of contracts with related party and contracts and bodies etc. in which directors are interested maintained under 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/-
Nishtha Sachdeva
Company Secretary
Membership No. 71511
Address: 66-A C-7 Lawrence Road,
Keshav Puram, New Delhi-110035**

**Place: Delhi
Dated: 06.09.2024**

**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
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 Monday the 30th day of September, 2024 at 12:30 P.M. at 401, 4th Floor, D-1, Salcon Rasvilas Building, Saket District Centre, Saket, New Delhi-110017. (VC/OAVM available)



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

Email: secretarial.nellai@statkraft.com

Resolution No.

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

2. Approval of Related Party Transactions

Signed this ____ day of ____, 2024

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.

ATTENDANCE SLIP

4th Annual General Meeting of Nellai Renewables Private Limited – 30th September, 2024

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 04th Annual General Meeting of the Company held Monday the 30th day of September, 2024 at 12:30 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.



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

Email: secretarial.nellai@statkraft.com

Location of the registered office

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

