



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 22<sup>ND</sup> JULY, 2022, FRIDAY AT IST 03:00 P.M. THROUGH AUDIO VISUAL MEANS, MICROSOFT TEAMS MEETING [Click here to join the meeting](#) IN ACCORDANCE WITH GENERAL CIRCULAR NO. 3/2022 DATED 05<sup>TH</sup> MAY, 2022, 20/2021 DATED 08<sup>TH</sup> DECEMBER, 2021 AND OTHER CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: APPOINTMENT OF AUDITOR DUE TO CASUAL VACANCY IN THE OFFICE 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(8) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder as amended from time to time including any statutory modification or amendment thereto or re-enactment thereof for the time being in force, and the resolution passed by the Board of Directors through circulation on 28<sup>th</sup> April, 2022, M/s Walker Chandiok & Co LLP, Chartered Accountants, having [FRN:001076N/N500013] be and is hereby appointed as the Statutory Auditor of the company to fill the casual vacancy that arises due to the resignation by M/s Deloitte Haskins & Sells, Chartered Accountants, and to hold the office till the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with the auditor.

**RESOLVED FURTHER THAT** any of the Directors of the company or the Company Secretary of the company, be and are hereby severally authorized to sign and execute all such documents 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 above said resolution.”

#### **ITEM NO. 2: INCREASING THE BORROWING LIMIT OF THE COMPANY UPTO INR 350 CRORES**

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

**“RESOLVED THAT** in supersession to the earlier resolution passed by the Board of Directors and the Members of the company and pursuant to the provisions of section 179(3)(d) and 180(1)(c) of the Companies Act, 2013 as amended or re-enacted from time to time and read



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with rules related thereto and other applicable provisions if any, including any statutory modification or amendment thereto or re-enactment thereof for the time being in force, the approval of the shareholders of the Company be and is hereby accorded to borrow from time to time any sum or sums of money by way of cash credit, loan, overdraft, discounting of bills, operating of letters of credit, for standing guarantee or counter-guarantee and any other type of credit line or facility up to an amount not exceeding INR 3,50,00,00,000 [Indian Rupees Three Hundred and Fifty Crores] including the money already borrowed by the Company on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining undischarged at any given time, exceed the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

**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 above said resolution."

**FOR NELLAI RENEWABLES PRIVATE LIMITED**

A handwritten signature in black ink, appearing to read "Ira Srivastava", with a horizontal line drawn underneath it.

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

**Date: 29.06.2022**

**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 mentioned below and forms part of the Notice.

2. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its General Circular No. 3/2022 dated 05<sup>th</sup> May, 2022, 20/2021 dated 08<sup>th</sup> December 2021 and other earlier Circulars issued by the Ministry of Corporate Affairs 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 05:00 pm on 21<sup>st</sup> July, 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 only by the registered mail id of the members. The facility of e-voting through Microsoft Teams Meeting through the link [Click here to join the meeting](#) will be made available during the Meeting.

6. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

7. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

8. Since this Extra-ordinary General Meeting is conducted in pursuant to the General circular No. 14/2020 issued by Ministry of Corporate Affairs dated 08<sup>th</sup> April, 2020 through VC or OAVM, there is no requirement of appointment of Proxy. Accordingly, the facility of appointment of proxies by members will not be available for such meeting.

9. 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.

10. For any clarification or information members may contact the undersigned at Email Id. [Secretarial.Nellai@statkraft.com](mailto:Secretarial.Nellai@statkraft.com) and Mobile No. 7827187938.



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## **EXPLANATORY STATEMENT:**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement setting out all material facts relating to the business mentioned under Item No. 1 & 2 of the Notice of the Extra-ordinary General Meeting.

### **ITEM NO. 1**

#### **APPOINTMENT OF AUDITOR DUE TO CASUAL VACANCY IN THE OFFICE OF STATUTORY**

##### **AUDITOR**

The members may be informed that M/s Deloitte Haskins& Sells, Chartered Accountants, (Firm Registration No.015125N), Statutory Auditor of the Company have tendered their resignation from the position of Statutory Auditor due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Act. The Casual vacancy caused by the resignation of auditor can only be filled up by the Company in the General Meeting. The Board has through their resolution passed on 28<sup>th</sup> April, 2022 approved and recommended M/s Walker Chandiook & Co. LLP, Chartered Accountants, (FRN: 001076N/N500013), as the Statutory Auditors of the Company in order to fill the casual vacancy caused by the resignation of M/s Deloitte Haskins& Sells, Chartered Accountants (Firm Registration No.01525N).

M/s Walker Chandiook & Co LLP, Chartered Accountants, (FRN: 001076N/N500013), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Act.

As the resolution passed by the Board was subject to the approval of shareholders therefore, we submit this resolution as ordinary resolution for your consideration and approval.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

### **ITEM NO. 2**

#### **INCREASING THE BORROWING LIMIT OF THE COMPANY UPTO INR 350 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



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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.

**FOR NELLAI RENEWABLES PRIVATE LIMITED**

A handwritten signature in black ink, appearing to read "Ira Srivastava", with a horizontal line drawn through it.

**Ms. Ira Srivastava**  
**Company Secretary**  
**Membership No. 65496**  
**Address: EWS 20, 21, Rapti Nagar,**  
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