



NOTICE

NOTICE is hereby given that the 03/2022-23 Extraordinary General Meeting of Radiance Renewables Private Limited will be held at One World Centre, 16th Floor, Tower 2A, Senapati Bapat Marg, Mumbai - 400013, India at short notice on Wednesday, December 14, 2022 at 09:00 a.m. to transact the following business:

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution(s), with or without modification(s), as a Special Resolution(s) :-

“RESOLVED THAT in accordance with the provisions of Section 14 of the Companies Act, 2013 and rules framed thereunder (including any amendment thereto or re-enactment thereof) and other applicable provisions, if any, the consent of the members of the company be and is hereby accorded that the Articles of Association of the company be and is hereby altered by the addition of Article 1(f) in part I and Article 89 & 90 in part II of the Articles of Association of the company which is as under:

1. (f) “Fund” means Green Growth Equity Fund, a Category II alternative investment fund registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 and 100% shareholder of Radiance Renewables Private Limited.

89. ENVIRONMENTAL AND SOCIAL MANAGEMENT

The Company agrees and understands that the Green Growth Equity Fund has an ESMS (environmental and social management system of the Fund) incorporating the following:

- i. an overarching policy defining the environmental and social objectives and principles that guide the Fund and its investments to achieve sound environmental and social performance, including compliance with national laws, an Exclusion List, and Performance Standards (the “E&S Policy”);
- ii. a systematic, documented environmental and social due diligence (“ESDD”) process to (a) identify the environmental and social risks and impacts of its investments, including a categorization system based on the level of environmental and social risk of the investment, and (b) develop an Environmental and Social Action Plan (“ESAP”) for each portfolio company, detailing the mitigation and performance improvement measures (if any) necessary to address identified risks in accordance with the E&S Policy;
- iii. documented procedures, practices and programs that manage identified environmental and social risks in accordance with the E&S Policy; and
- iv. systematic procedures, practices and programs to monitor and measure the effectiveness of the ESMS

The Company agrees to adopt, maintain and implement an E&S Policy that is substantially aligned with the E&S Policy of the Fund (as may be updated and amended from time to time) and an Environmental Social Governance Management System (“ESGMS”) as required to give effect to the substantial requirements of the Fund’s ESGMS (as may be updated and amended from time to



time) and is commensurate to the business of the Company. Any resolutions proposed to be passed whether at any Board, Shareholder or Committee meeting of the Company effecting any amendments, or modifications to, or discontinuation of all or any part the Company's E&S Policy or ESGMS shall require the prior written consent of the Fund (acting through its investment manager).

The provisions of Article 89 above shall apply *mutatis mutandis* in respect of all subsidiaries, investee and associate companies of the Company, as may be established from time to time. The Company accordingly shall ensure and shall cause each of its subsidiaries, investee and associate companies to adopt and maintain an E&S Policy and ESGMS aligned with Article 89 above.

90. COMPLIANCE

The Company agrees and understands that the Fund has certain policies as regards business integrity and compliance *inter alia* as regards anti-corruption, anti-money laundering, prevention of sexual harassment at workplace, conflicts of interest, etc. ("Fund Compliance Manual"), accordingly the Company agrees to adopt, implement and maintain compliance policies ("Compliance Policies") substantially aligned with the Fund Compliance Manual. Any resolutions proposed to be passed whether at any Board, Shareholder or Committee meeting of the Company effecting any amendments or modifications to, or discontinuation of all or any part the Company's Compliance Policies shall require the prior written consent of the Fund (acting through its investment manager)

The provisions of Article 90 above shall apply *mutatis mutandis* in respect of all subsidiaries, investee and associate companies of the Company, as may be established from time to time. The Company accordingly shall ensure and shall cause each of its subsidiaries, investee and associate companies to adopt and maintain Compliance Policies aligned with Article 90 above."

RESOLVED FURTHER THAT all the Directors of the company and the Company Secretary of the Company be and are hereby severally authorised to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing eForms with the Registrar of Companies) as may be required or considered necessary or incidental thereto to give effect to this resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company 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 shareholder.
2. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.



A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. If any members have any question with regard to the resolution to be passed at the EGM, then, such question shall be addressed to Mr. Santosh Pawar at the following email address spawar@radiancerenewables.com before the scheduled time of the meeting. The resolutions/ answers/ clarifications to the questions of the members will be addressed before the relevant resolution is put in motion for approval.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed and signed) to the Meeting.
7. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
8. Since the Company has only 2 members, voting at the meeting will be conducted through Show of hands.
9. Route map of venue is enclosed for reference of the Member.

By Order of the Board
For **RADIANCE RENEWABLES PRIVATE LIMITED**

Santosh Pawar
Company Secretary
ICSI Membership no. A52726

Date: December 13, 2022
Registered Office:
9th Floor, Godrej One,
Pirojshanagar Opposite Eastern Express Highway,
Vikhroli East, Mumbai 400079

Radiance Renewables Private Limited
CIN: U74999MH2018PTC308291

Registered Office: Godrej One, 9th Floor, Pirojshanagar, Eastern Express Highway, Vikroli (East), Mumbai 400079

T: +91 72088 49253 • E: contact@radiancerenewables.com



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

The Members of Radiance Renewables Private Limited (“Company”) are informed that, the Company is required to alter the Articles of Association of the Company (“AOA”) to insert Article 1(f) in part I and Article 89 and Article 90 in part II of the AOA. The new Articles that is being inserted relates to Environmental and Social Management matters, and compliance related matters, pursuant to which, the Company shall adopt, maintain and implement an E&S Policy that is substantially aligned with the E&S Policy of the Green Growth Equity Fund (“Fund”), 100% shareholder of the Company, and an Environmental Social Governance Management System (“ESGMS”), as required to give effect to the requirements of the Fund’s ESGMS and to adopt, implement and maintain compliance policies aligned with the Fund’s compliance manual which is a compilation of policies with regard to business integrity and various compliance including anti-corruption, anti-money laundering, prevention of sexual harassment at workplace, conflicts of interest, etc.

The Members of the Company are further informed that as per the requirement of Section 14 of the Companies Act, 2013, the Company shall obtain approval of the Shareholders by way of a Special Resolution for alteration of AOA and therefore the Board of Directors of the Company recommends the Special Resolution set forth in Item No.1 of the Notice for the approval of Members.

None of the Directors or Key Managerial Persons or their relatives is concerned or interested, financial or otherwise in the resolution.

By Order of the Board
For **RADIANCE RENEWABLES PRIVATE LIMITED**

Santosh Pawar
Company Secretary
ICSI Membership no. A52726

Date: December 13, 2022

Registered Office:

9th Floor, Godrej One,

Pirojshanagar Opposite Eastern Express Highway,

Vikhroli East, Mumbai 400079



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 | U74999MH2018PTC308291 |
| Name of the Company | Radiance Renewables Private Limited |
| Registered office | 9th Floor, Godrej One, Pirojshanagar Opposite Eastern Express Highway, Vikhroli East, Mumbai 400079 |

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered Address | |
| E-mail id: | |
| Folio no./ Client ID | |
| DP ID | |

I /We, being member (s) of Radiance Renewables Private Limited holdingshares of the above-named Company, hereby appoint:

1. Name: _____
Email ID: _____
Address: _____
Signature: _____
or failing him

2. Name: _____
Email ID: _____
Address: _____
Signature: _____
or failing him

3. Name: _____
Email 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 **December 14, 2022** at 'One World Centre, 16th Floor, Tower 2A, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013', and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Nature of Resolution | For | Against |
|----------------|--|-----|---------|
| 1. | To approve Alteration of Articles of Association | | |

Radiance Renewables Private Limited

CIN: U74999MH2018PTC308291

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Signed this.....day of, 2022.

Affix
Revenue
Stamp of Re
1

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate no more than 10 percent of the total Share Capital of the Company. Members holding more than 10 percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
3. It is optional to indicate your preference. If you leave the FOR or AGAINST column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. Proxies attending the meeting are requested to bring the Attendance Slip (duly completed and signed) to the Meeting.

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Attendance Slip

Extra Ordinary General Meeting of

RADIANCE RENEWABLES PRIVATE LIMITED

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

| Date | Venue | Time |
|-------------------|--|---------------|
| December 14, 2022 | One World Centre, 16 th Floor, Tower 2A, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013 | 9.00 AM (IST) |

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. 03

*DP ID No.

*Client ID No.

No. of shares held: **109,99,99,999 Equity Shares**

Name of the Member: Green Growth Equity Fund (through its trustee Catalyst Trusteeship Limited) represented by its investment Manager, Eversource Capital Private Limited.

Name of the Proxy holder Mr./Mrs. _____ Signature _____

** Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on December 14, 2022 at 'One World Centre, 16th Floor, Tower 2A, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013.'

Signature of the Member

Note: Members/Proxy holders are requested to bring their attendance slip with them when they come to attend the meeting and hand it over at the entrance after signing it.

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Attendance Slip

Extra Ordinary General Meeting of

RADIANCE RENEWABLES PRIVATE LIMITED

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

| Date | Venue | Time |
|-------------------|---|---------------|
| December 14, 2022 | One World Centre, 16 th Floor, Tower 2A, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013 | 9.00 AM (IST) |

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. 04

*DP ID No.

*Client ID No.

No. of shares held: **1 Equity Share**

Name of the Member: **Mr. Dhanpal Jhaveri (as nominee of Green Growth Equity Fund)**

Name of the Proxy holder Mr./Mrs. _____ Signature _____

** Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on December 14, 2022 at 'One World Centre, 16th Floor, Tower 2A, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013.'

Signature of the Member

Note: Members/Proxy holders are requested to bring their attendance slip with them when they come to attend the meeting and hand it over at the entrance after signing it.

Radiance Renewables Private Limited

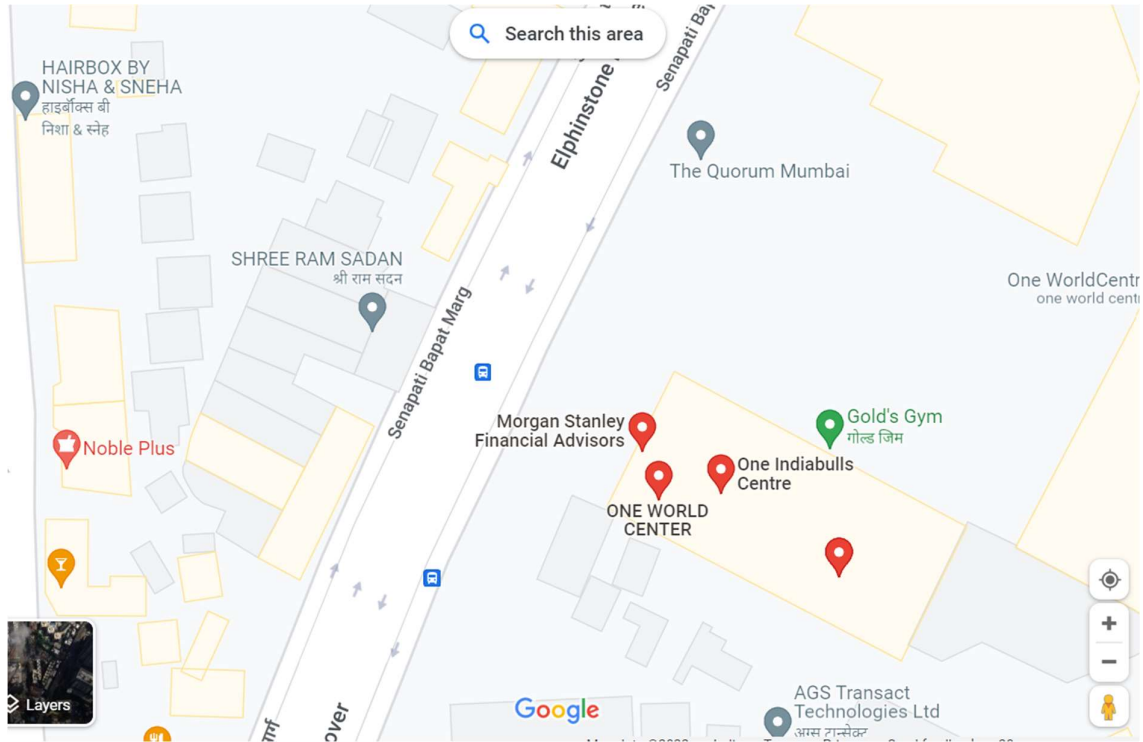
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Route map to the venue of the Extra-Ordinary General Meeting



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