

NOTICE

NOTICE is hereby given that the 02/2022-23 Extraordinary General Meeting of Radiance Renewables Private Limited will be held at 9th Floor, Godrej One, Pirojshanagar, Opp. Eastern Express Highway, Vikhroli East, Mumbai 400079, India at short notice on Friday, October 21, 2022 at 9:35 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 BY WAY OF SPECIAL RESOLUTION THAT pursuant to section 62(3) and other applicable provisions of the Companies Act, 2013 consent of the members of Radiance Renewables Private Limited (“Company”) be and is hereby accorded to the Board of Directors of the Company to borrow from PTC India Financial Services Limited (“Lender”) an aggregate principal amount of loans not exceeding INR 150,00,00,000/- (Indian Rupees One Hundred and Fifty Crore Only) (the “Facility”) by giving an option to the Lenders in terms of the facility agreement (hereinafter referred to as “Facility Agreement”) and other financing documents in relation to the Facility, to convert either the whole or any part, in one or more occasion, of the outstanding amount under the Facility (whether then due and payable or not) and/or interest, into fully paid up and voting equity shares of the Company at the value permitted under the Applicable Law and in the manner specified in the written notice, provided by the Lenders to the Company, of their intention to convert their respective loans and the said equity shares shall rank pari passu in all respects with existing equity shares of the Company, provided further that the Company shall increase, if required, the authorized capital of the Company to satisfy the conversion for the time being available to the Lenders.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be required by the Lenders arising from or incidental to the aforesaid term providing for such option and to do all such acts and things as may be necessary to give effect to the above 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, 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. Shorter notice consent pursuant to section 101(1) of the Companies Act, 2013 for holding the meeting at short notice is enclosed.
5. 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.
6. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at 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. 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

Date: October 21, 2022
Registered Office:
9th Floor, Godrej One,

Pirojshanagar Opposite Eastern Express Highway,
Vikhroli East, Mumbai 400079

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

Item No. 1

The Members are informed that, on the request of Radiance Renewables Private Limited (“Company”), PTC India Financial Services Limited (Lender) has agreed to provide an aggregate principal amount of loans not exceeding INR 150,00,00,000/- (Indian Rupees One Hundred and Fifty Crore Only) (the “Facility”) for the purpose of for the purpose of (i) infusing subordinate debt in the subsidiaries of the Company for the purpose of meeting capital expenditure in relation to the solar project being developed by those subsidiaries; (ii) for meeting capital expenditure of any other solar project being developed by the group; and (iii) reimbursement of excess project equity contribution,.

The Members are further informed that, one of the terms of Facility Agreement proposed to be entered by the Company with the Lender for the aforesaid financing envisage that, upon occurrence of Event of Default, Lender shall have right to convert at their option the whole or part of the outstanding amount into Equity Shares of the Company and as per the requirement of Section 62 (3) of the Companies Act, 2013, the Company shall obtain approval of the shareholders by way of special resolution before accepting the such terms for the aforesaid financing.

Therefore, the Board recommends passing of the resolutions set out in Item No. 1 in the Notice convening the meeting as a **Special Resolution**.

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

Date: October 1, 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 at shorter notice on Friday, October 21, 2022 at 9th Floor, Godrej One, Pirojshanagar, Opp. Eastern Express Highway, Vikhroli East, Mumbai 400079, at 9:35 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Nature of Resolution	For	Against
1.	Authority to Directors to borrow loans from financial institutions with an option to convert the loan into fully paid-up equity shares and increase its authorized capital for the aforesaid purpose		

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.

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
October 21, 2022	9th Floor, Godrej One, Pirojshanagar, Opp. Eastern Express Highway, Vikhroli East, Mumbai 400079	9.35 AM (IST)

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

Folio No. 03

*DP ID No. IN303173

*Client ID No. 20214822

No. of shares held: **92,99,99,999 Equity Shares**

Name of the Member: **Radiance Renewables Private Limited represented by Mr. Manikkan Sangameswaran**

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 at shorter notice on Friday, October 21, 2022 at 9th Floor, Godrej One, Pirojshanagar, Opp. Eastern Express Highway, Vikhroli East, Mumbai 400079.

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.



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

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

Folio No. 04

*DP ID No. NA

*Client ID No. NA

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.

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



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Radiance Renewables Private Limited

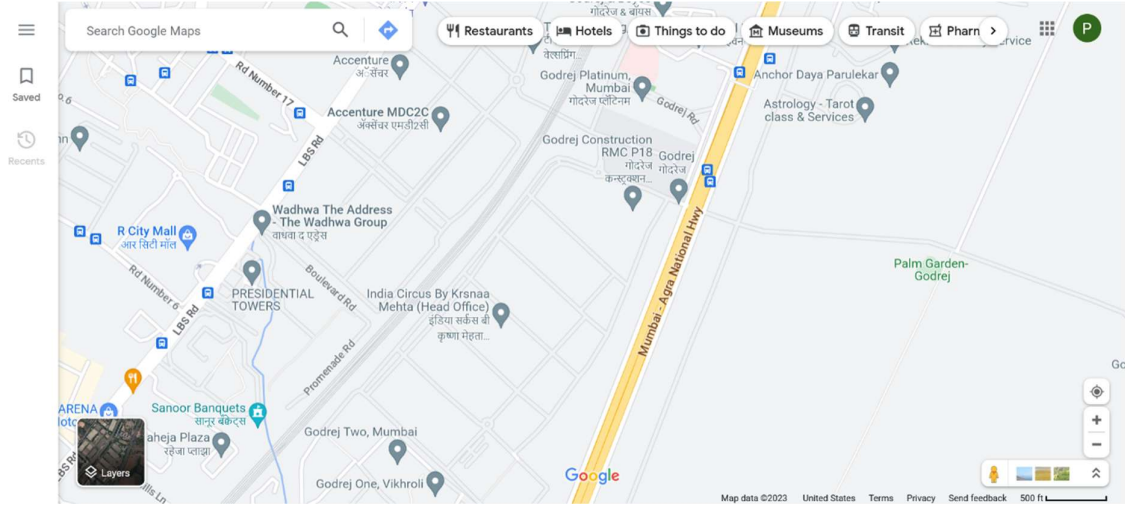
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Route map to the venue of the Extra-Ordinary General Meeting



Radiance Renewables Private Limited

CIN: U74999MH2018PTC308291

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