

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting 02/2025-26 ("EGM 02/2025-26") of Apraava Renewable Energy Private Limited (the "**Company**") will be held at a shorter notice on Friday, 28 November 2025, at 10:00 a.m. in the Conference Room, 'Universe', 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, to transact the following Special Businesses:

1. To consider and approve the appointment of Mr. Mathew Oommen (DIN: 11304194) as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mathew Oommen (DIN: 11304194), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01 October 2025, and who holds office upto the Annual General Meeting of the Company to be held in the calendar year 2026, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

2. To consider and approve amendments to the Articles of Association of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 (the "Act") read with Rules made thereunder and other applicable provisions, if any, of the Act and such other approvals and permissions, if any and to the extent required, the Articles of Association of the Company be altered, as under:

Sr. No.	Clause	Particulars
1.	Article 2 (Interpretation)	The below words shall be deleted "Observer" has the meaning given to it in Article 11.3(b)
2.	Article 11.3 (a) (Nominee Director) shall be substituted as under:	Nominee Director Notwithstanding anything to the contrary contained in these Articles, the Company shall be permitted to enter into agreements with any bank, financial institution, debenture trustee, corporation or foreign collaborators (subject to compliance with authorization requirements pursuant to Article 5.1(e)) (" Lenders ") for the purpose of obtaining financial aid or subscription for its securities and



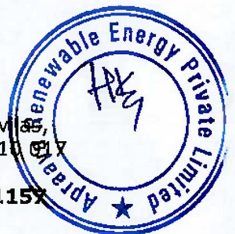
Apraava Renewable Energy Private Limited (An Apraava Energy Company)

Corporate Office:

7th Floor, Fulcrum, Sahar Road,
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T: +91 22 6758 8888 | F: +91 22 6758 8811/8833
W: www.apraava.com

Registered Office:

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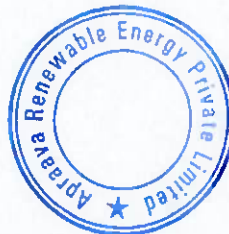


Sr. No.	Clause	Particulars
		giving such banks, financial institutions, debenture trustee (in accordance with the Securities Exchange Board of India (Issue and Listing of the Non-Convertible Securities), 2021 and/or in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993) corporations or foreign collaborators, the power to nominate/appoint one or more persons as Directors of the Company during the tenure of the Loan / securities (including the debentures issued by the Company from time to time) (" Nominee Director ") and to remove such Director/Directors and appoint another/other in his/their place. Such Directors shall not be required to hold qualification shares and shall not be liable to retire by rotation.
3.	Article 11.3 (b) (Nominee Director) shall be substituted as under:	The Lenders shall be entitled to appoint one (1) or more Nominee Director(s) on the Board of the Company during the tenure of the Loan / securities (including the debentures issued by the Company from time to time) in accordance with the Finance Documents / Applicable Law and to remove from such office any person or persons, appointed, and to appoint any person or persons in his or their place(s).
4.	Article 11.3 (d) (Nominee Director) shall be substituted as under:	Such Nominee Director(s) shall be appointed as a member of committees of the Board, if so desired by the Lenders, during the tenure of the Loan / securities (including the debentures issued by the Company from time to time).
5.	Article 11.3 (e) (Nominee Director) shall be substituted as under:	The Nominee Director(s) shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committees of the Board of which he is a member.
6.	Existing Article 11.3 (f) (Nominee Director) shall be deleted and substituted as under:	Article 11.3(f) The Nominee Director(s) shall furnish to the Lenders a report of the proceedings of all such meetings and the Company shall not have any objection to the same.
7.	Existing Article 11.3 (g) (Nominee Director) shall be re-numbered and substituted as under:	Article 11.3(g) The appointment / removal of the Nominee Director(s) shall be by a notice in writing by the Lenders addressed to

Sr. No.	Clause	Particulars
		the Company and shall (unless otherwise indicated by the Lenders) take effect forthwith upon such a notice being delivered to the Company.
8.	Article 11.3 (h) (Nominee Director) shall be re-numbered and substituted as under:	Article 11.3(h) The Nominee Director(s) shall be entitled to all the rights, privileges and indemnities of other Directors including the sitting fees and expenses as are payable by the Company to the other Directors.
9.	Article 11.3 (i) (Nominee Director) shall be deleted as under:	The Company shall ensure that such observer shall be entitled to the same indemnities as the Directors and shall be indemnified by the Company against any liabilities, losses, damages, claims, penalties, judgements, suits, costs and expenses arising as a result of its actions pursuant to appointment as an observer.

RESOLVED FURTHER THAT the Board of the Directors of the Company, be and is hereby authorised to finalise, sign, seal, deliver, file, amend all such applications, affidavits, petitions, letters, papers and documents as may be required for applying to the Ministry of Corporate Affairs / Registrar of Companies / such other statutory and regulatory authorities as may be required for obtaining its confirmation for the proposed alteration of the Articles of Association of the Company and to appear and / or represent the Company before the Registrar of Companies / Regional Director / other statutory and regulatory authorities and to appoint any consultants, practicing Company Secretaries, Chartered Accountants, Advocates, Attorneys, as may be required from time to time and to fix their remuneration and to all such other acts, deeds and things to give effect to the aforesaid resolution.”

By order of the Board of Directors of
Apraava Renewable Energy Private Limited




Harshwardhan Kakkar
Company Secretary
Membership No. A42365

Date: 13 November 2025
Place: Mumbai



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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (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 appointing proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before commencement of this EGM of the Company.
3. This EGM is being convened and held at a shorter notice than the statutory required minimum of twenty-one clear days. Pursuant to proviso to Section 101(1) of the Act, an EGM may be called after giving a shorter notice, if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote thereat. The Company has, accordingly, received the consents from all its Members, to hold the EGM at a shorter notice.
4. Pursuant to Article 9.3(b) of the Articles of Association of the Company, unless otherwise decided by the Company, at every general meeting of the shareholders, all questions arising at the said meeting are required to be decided by way of a poll in accordance with the provisions of the Act. If the shareholders waive their right as aforesaid, the voting on all matters arising at the said meeting will be done by way of a show of hands.
5. A statement setting out the material facts relating to item of Special Business, pursuant to Section 102 of the Act is enclosed.
6. It is proposed to appoint Mr. Mathew Oommen (DIN: 11304194) who was appointed as an Additional Director from 01 October 2025, as a Director of the Company. The Board recommends the appointment of Mr. Mathew. A brief profile of Mr. Mathew with other requisite details are annexed to the Explanatory Statement, pursuant to the provisions of the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.
7. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the EGM.



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8. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, are open for inspection at the Registered Office and Corporate Office of the Company during the business hours on all working days up to the date of the EGM. Such documents shall also be available for inspection at the venue till the conclusion of the EGM.
9. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company (the “**Board**”) appointed of Mr. Mathew Oommen (DIN: 11304194) as Additional Director of the Company with effect from 01 October 2025. In accordance with Section 161(1) of the Companies Act, 2013 (the “**Act**”), Mr. Mathew would hold office up to the Annual General Meeting (“**AGM**”) to be held in the calendar year 2026 or the last date on which the AGM would have to be held.

In accordance with the provisions of Section 152 the Act, appointment of Director requires approval of the Members of the Company. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Mathew for the office of Director of the Company at this EGM. Mr. Mathew is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given his consent to act as a Director.

The Board recommends the appointment of Mr. Mathew as Director of the Company. The appointment of Mr. Mathew would be effective upon approval by the Members in the AGM. Accordingly, the Board commends the Resolution set out at Item No. 1 of the Notice as an Ordinary Resolution for the approval by the Members.

None of the Directors of the Company, Company Secretary and their relatives, except Mr. Mathew, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No. 2

The Company had issued and allotted 20,000 (Twenty Thousand) Rated, Listed, Senior, Secured, Redeemable Non-Convertible Debentures of the Company (the “**NCDs**”) of a face value of INR 100,000 (Indian Rupees One Hundred Thousand Only) on 25 September 2025, to Kotak Mahindra Bank Limited (the “**Debenture Holder**”). In accordance with the agreed terms for issuance of the NCDs read with Regulation 23(6) of the Securities & Exchange Board of India (Issue and Listing of Non-Convertible Securities), Regulations, 2021 (as amended from time to time), the Company is required to have an enabling provision in its Articles of Association (“**AoA**”) for the appointment of a Nominee Director by the Debenture Trustees (acting for and on behalf of the Debenture Holders), in an Event of Default (“**EoD**”). In line with the aforesaid, the Company has also submitted an undertaking to this effect to BSE Limited, being the designated stock exchange where the NCDs are listed, confirming that the said compliance will be done in a period of 06 (six) months from the date of listing (29 September 2025) i.e., by 29 March 2025.



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Accordingly, it is proposed to alter the AoA of the Company, *inter alia*, for inclusion of a specific right to Debenture Trustee (for and on behalf of the Debenture Holders) for appointing a Nominee Director in an EOD. The Company has received approval from the existing lenders / debenture trustees in this regard for the proposed amendments to the AoA.

The Board commends the Special resolution at Item No. 2 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors of the Company, Company Secretary and their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

By order of the Board of Directors of
Apraava Renewable Energy Private Limited




Harshwardhan Kakkar
Company Secretary
Membership No. A42365

Registered office:

Plot No. D-1, 3rd Floor,
Salcon Ras Vilas, District Centre,
Saket, New Delhi 110 017

Date: 13 November 2025

Place: Mumbai

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Other details of Director seeking appointment at the EGM are, as under:

Sr. No.	Particulars	Disclosure
1.	Name	Mr. Mathew Oommen (DIN: 11304194)
2.	Age	56 years
3.	Qualification	Bachelor's Degree B. Tech in Electronics & Communication
4.	Experience	Mr. Mathew Oommen is a highly experienced Engineer in Renewable energy with over 32 years of post-qualification experience, out of which 23 years has been in renewable industry. He has previously worked with ECE Industries, Enercon India, Regen Powertech & Nordex India before joining Apraava Energy for his second stint. He was part of Apraava group for 2.5 years earlier during his first stint. In addition to that, he has worked in Middle East also for more than 6 years. Prior to joining Apraava for his second stint in May'2025, he worked with Nordex India where he was involved in developing Global Capability Centre for their Service operations worldwide. His expertise spans across various functions including Operations, Maintenance, Construction, Safety Management, Technical-training and building team for Global Capability Centre.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Mr. Mathew Oommen is proposed to be appointed as a Non-Executive Director. Last drawn remuneration as a Director: Nil Remuneration proposed to be paid as a Director: Nil
6.	Date of first appointment	01 October 2025
7.	Shareholding in Company	Nil

Sr. No.	Particulars	Disclosure
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None
9.	Number of Meetings of the Board attended during the year	Mr. Mathew attended 01 (One) Meeting (out of 1) held since his appointment.
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards (other than those of Apraava Renewable Energy Private Limited)	<u>Board Membership:</u> (i) Apraava Wind Energy (Khandke) Private Limited (ii) Apraava Wind Energy (Theni – Project II) Private Limited (iii) Satpura Transco Private Limited (iv) Gale Solarfarms Limited (v) Tornado Solarfarms Limited

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]

CIN: U40106DL2008PTC241157

Name of the company: Apraava Renewable Energy Private Limited

Registered office: Plot No. D-1, 3rd Floor, Salcon Ras Vilas, District Centre, Saket, New Delhi, 110 017

Name of the member: _____

Registered address: _____

E-mail Id: _____

Folio No/Client Id: _____

DP ID: _____

I / We, being Member(s) of _____ equity share of the above-named Company, hereby appoint

1. **Name:**
Address:
E-mail Id:
Signature: _____ or failing him
2. **Name:**
Address:
E-mail Id:
Signature: _____ or failing him
3. **Name:**
Address:
E-mail Id:
Signature: _____ or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting 02/2025-26 of the Company, to be at a shorter notice on Friday, 28 November 2025, at 10:00 a.m. in the Conference Room 'Universe', 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099 and at any adjournment thereof in respect of such resolution, as indicated below:



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Sr. No.	Resolution	For	Against
(i)	To consider and approve the appointment of Mr. Mathew Oommen (DIN: 11304194) as a Director of the Company		
(ii)	To consider and approve amendments to the Articles of Association of the Company		

Signed this ____ day of _____ 2025

Signature of shareholder:

Affix
Revenue
Stamp

Signature of Proxy holder(s):

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

**Extraordinary General Meeting 02/2025-26 of Apraava Renewable Energy Private Limited
held on Friday, 28 November 2025, at 10:00 a.m.**

Registered Folio No. /DP & Client ID No.	:
Name of Shareholder / Authorised Representative	:
Name of Joint holder(s) if any	:
Registered Address	:
No. of. Shares held	:

I/We certify that I/We am/are Member(s)/proxy for the Member(s) of the Company.

I/We hereby record my/our presence at the Extraordinary General Meeting 02/2025-26 of the Company being held on Friday, 28 November 2025, at 10:00 a.m. in the Conference Room 'Universe', 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s), if any

Date:

Place:



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