

Noida Office:
C-11, Sector-65,
Gautam Buddha Nagar,
Noida, UP-201301
T: +91-120-6757000

Delhi Office:
910/19, Suryakiran,
Kasturba Gandhi Marg,
New Delhi – 110 001
T: +91-11-68172100

Registered Office:
406, 4th Floor, Solaris One,
N. S. Phadke Marg Andheri (E),
Mumbai - 400069.
T : +91-22-6140 8000
E: avaadaventures@avaada.com

To,

Suvayu Ventures Private Limited (formerly known as 'Viraj Solar Private Limited') (Trustee of Candor Trust) 406, 4th Floor, Solaris One, N.S. Phadke Marg, Andheri (East), Mumbai- 400069	Integral Distributors LLP 101, Sagar Sangeet, A.B. Nair Road, Juhu, Vile Parle (West), Mumbai- 400056
Candor Renewable Energy Private Limited 406, 4th Floor, Solaris One, N.S. Phadke Marg, Andheri (East), Mumbai- 400069	Manav Kalyan Educare Private Limited 11C, Ram Mohan, Dutta Road, Ground Floor, Kolkata- 700020

NOTICE

SHORTER NOTICE is hereby given that the 1/2025-26 extra ordinary general meeting of the members of Avaada Ventures Private Limited will be held on Tuesday, July 29, 2025 at 11:30 a.m. at its registered office situated at 406, 4th Floor, Solaris One, N. S. Phadke Marg, Andheri (East), Mumbai- 400069, to transact the following special business:

- Approval for extending loans, providing guarantees or security and making investments in excess of the prescribed limits pursuant to provisions of Section 186 of the Companies Act, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called '**the Board**' which term shall deemed to include any Committee which Board may hereinafter constitute to exercise its powers including the powers conferred by this resolution) (a) to extend loans to any subsidiary(ies) or associates of the Company as may be approved by the Board (b) to give any guarantee or provide security in

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connection with a loan extended to subsidiaries and/or associates of the Company by banks, financial institutions or any other institution in respect of or against any loan or loans made/given to or to secure any financial arrangement of any nature made by subsidiaries and/or associates of the Company and (c) to acquire by way of subscription, purchase or otherwise, the securities of subsidiary(ies) or associates of the Company as may be approved by the Board including equity shares, preference shares, debentures (whether convertible or non-convertible) and/or any other financial instruments of any one or more bodies corporate, on such terms and conditions as the Board may deem expedient and other terms agreed with the existing debenture holder under executed Debenture Subscription Agreement, in one or more tranches, up to an aggregate sum not exceeding INR 25,000 crores (Indian Rupees Twenty Five Thousand Crores only), notwithstanding that such investments made/to be made, loans given or to be given and guarantees and security provided/to be provided may be in excess of the limits prescribed under Section 186(2) of the Act viz. sixty per cent of the Company's paid-up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account, whichever is more of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit in respect of investments in securities/loans/guarantees, that may be given or made, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit."

**By Order of the Board
For Avaada Ventures Private Limited**

**Date: July 28, 2025
Place: Mumbai**

**Prakashchandra Khulbe
Company Secretary
Membership No. F13024**

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NOTES:

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and a proxy need not be a member of the company. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.
2. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.
3. The explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013, with regard to special business as mentioned in item no. 1 is enclosed.



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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item no. 1:

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, extend any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceed sixty percent of its paid up capital, free reserves and securities premium account of the Company or one hundred percent of its free reserves and securities premium account of the Company, whichever is more. However, as the Company is engaged in the business of provision of infrastructural facilities, it is exempt from compliance of provisions of said Section in relation to extension of loans, provision of guarantee or security and investment made by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company.

As the Company has been exempted from the compliance of the provisions of Section 186 of the Companies Act, 2013 as the Company is engaged in the business of developing power projects, which falls under “infrastructure facilities” as specified under section 186 (11)(a) of the Companies Act, 2013 and therefore exempted from the application of provisions of Section 186 of the Companies Act, 2013.

Further, the loan granted, or guarantee given or security provided or acquisition made by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, are exempted as per provisions of section 186(3) of the Companies Act, 2013. However, in view of the Company's ongoing business expansion and for meeting the funding requirements of its subsidiary(ies) and associates engaged in the business of setting up of (i) renewable energy projects including wind, solar, hybrid and storage projects, manufacturing of components in the solar PV supply chain, hydrogen production system, green hydrogen and/or its derivatives; (ii) providing engineering, procurement and construction services for the aforementioned businesses; and (iii) Setting up, owning, commissioning, operating and maintaining renewable energy projects power plants, the Company may be required to extend the financial assistance in the form of loans, investments and/or offer security for loans availed

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by subsidiary(ies) and/or associates including guarantees, as may be required from time to time which may not be exempt as per provisions of Section 186 of the Companies Act, 2013 and rules thereunder and hence it is intended to set overall maximum limits for loans/guarantees/ security extended/to be extended to subsidiary(ies)/associates/other companies and for investments made/to be made in subsidiary(ies)/associates/other companies in the form of equity shares, preference shares, debentures (whether convertible or non-convertible) and/or any other financial instruments, on such terms and conditions as the Board may deemed expedient and other terms agreed with the existing debenture holder under executed Debenture Subscription Agreement, in one or more tranches, for ensuring due compliance of said provisions.

The consent of the members is being sought by way of a special resolution to make investment or to extend loan/guarantee or provide security to other body corporate in excess of limits specified under Section 186 of the Companies Act, 2013, as set out in Item 1 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the above resolution except for Mr. Vineet Mittal and Mrs. Sindoor Mittal.

Your Directors recommend the above resolution for your approval.

**By Order of the Board
For Avaada Ventures Private Limited**

**Date: July 28, 2025
Place: Mumbai**

**Prakashchandra Khulbe
Company Secretary,
Membership No. F13024**





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ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall
1/2025-26 extra ordinary general meeting
Tuesday, July 29, 2025 at 11:30 a.m.


Name of the Member(s)	
Registered address	
E-mail id	
Folio No./DP ID-client ID	
No. of Shares	

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

I/We hereby record my/our presence at 1/2025-26 extra ordinary general meeting of the Company to be held on Tuesday, July 29, 2025 at 11:30 a.m. at its registered office situated at 406, 4th Floor, Solaris One, N. S. Phadke Marg, Andheri (East), Mumbai- 400069.

Member's/Proxy Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.



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**FORM NO. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration Rules, 2014]

CIN	U40106MH2007PTC318041
Name of the Company	Avaada Ventures Private Limited
Registered Office	406, 4th Floor, Solaris One, N. S. Phadke Marg, Andheri (East), Mumbai - 400069
Name of the member(s)	
Registered Address	
E-mail id	
Folio No./DP ID-client ID	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

1.	Name	Address Signature: _____ or failing him
2.	Name	Address Signature: _____ or failing him
3.	Name	Address 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 1/2025-26 extra ordinary general meeting of the Company to be held on Tuesday, July 29, 2025 at 11:30 a.m. at its registered office situated at 406, 4th Floor, Solaris One, N. S. Phadke Marg, Andheri (East), Mumbai- 400069 and at any adjournment thereof in respect of such resolution as is indicated below:



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Sr. No. of resolution	Particulars	For	Against
1.	Approval for extending loans, providing guarantees or security and making investments in excess of the prescribed limits pursuant to provisions of Section 186 of the Companies Act, 2013		

Signed this day of 2025

Affix Revenue Stamp

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Notes:

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.



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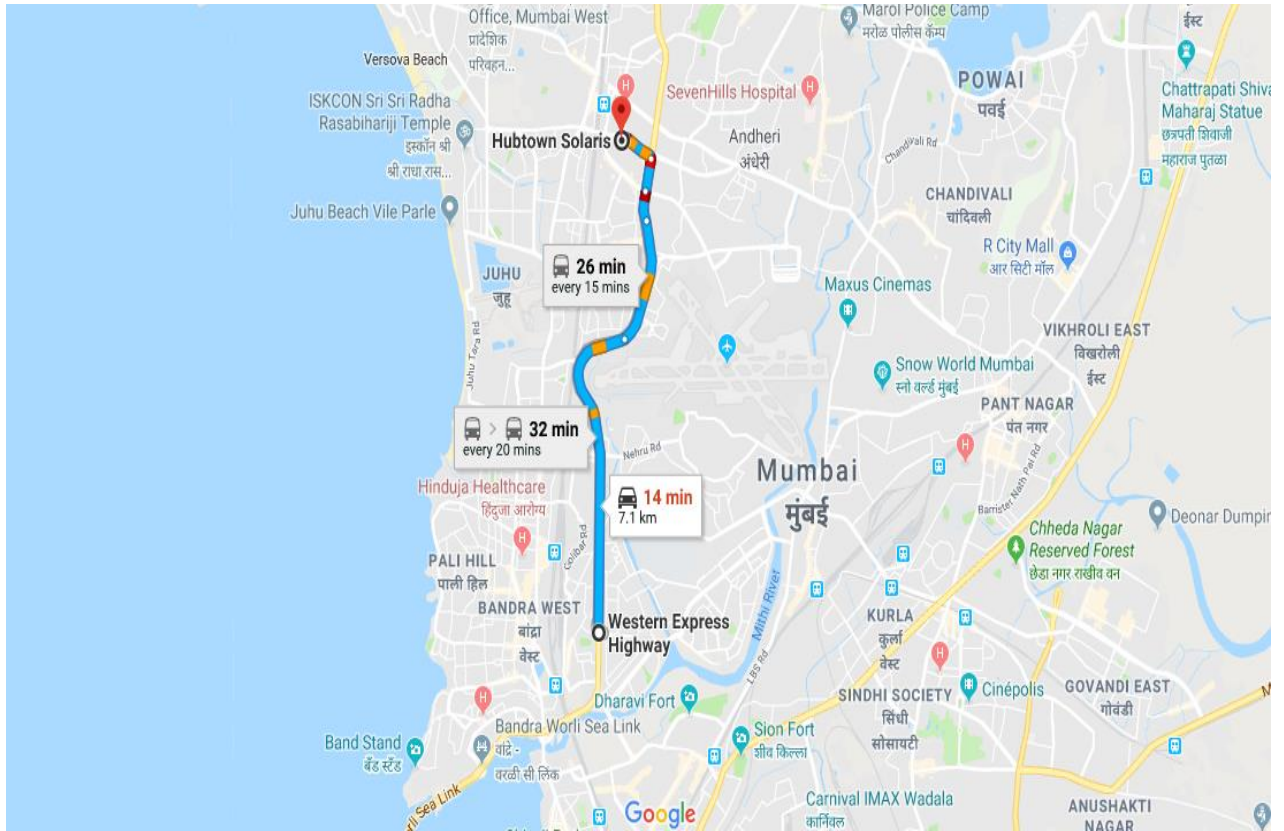
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Route map and prominent land mark for easy location for venue of the 01st Extra Ordinary General Meeting of the Company during the Financial Year 2025-26.

Date: Tuesday, July 29, 2025

Time: 11:30 a.m. (IST)

Venue: 406, 4th Floor, Solaris One, N.S. Phadke Marg, Andheri (East), Mumbai – 400069



From Western Express Highway to said venue- Solaris One