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Mumbai 400 021.

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CIN : U31100MH1984PLC032825

SHORTER NOTICE OF AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF POWERICA LIMITED

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF POWERICA LIMITED WILL BE HELD ON MONDAY, DECEMBER 09, 2024 AT 12.00 NOON AT THE REGISTERED OFFICE OF THE COMPANY AT 09TH FLOOR, BAKHTAWAR, NARIMAN POINT, MUMBAI – 400021 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. APPROVAL FOR GIVING LOAN TO PARAMOUNT WINDFARMS PRIVATE LIMITED AS SPECIFIED UNDER SECTION 185 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 185 and 186 of the Companies Act, 2013 ("Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the Rules made thereunder, the approval of the members of the Company be and is hereby accorded to advance any unsecured loan(s) in one or more tranches (the "Loan") to Paramount Windfarms Private Limited ("Paramount"), subsidiary of the Company up to a sum not exceeding Rs.35,62,00,000/- (Rupees Thirty five Crores Sixty Two Lacs Only), at the absolute discretion of Board of Directors as they deem beneficial and in the interest of the Company, provided that such loans be utilized by the borrowing company for its principal business activities;

RESOLVED FURTHER THAT the rate of interest payable for the above said loan shall not be less than the rate of interest mentioned under section 186(7) of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all

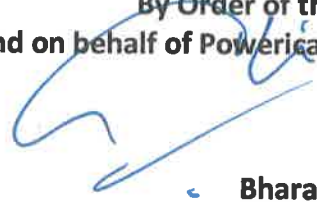


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the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

By Order of the Board
For and on behalf of Powerica Limited




Bharat Oberoi
Jt. Managing Director
(DIN: 00083664)

Date: November 29, 2024

Place: Mumbai

Registered Office:

**9th Floor, Bakhtawar, Nariman Point,
Mumbai – 400021**



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NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 proxy for any other person or shareholder.
3. The proxy in order to be effective should be lodged with the Company at least 48 hours before the commencement of the Meeting.
4. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by appropriate resolution or authority as applicable.
5. Members are requested to bring the attendance slip enclosed herewith duly completed and Signed. The attendance slip should be presented at the venue of the Meeting.
6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. All documents referred to in the Notice and the Explanatory Statement and requiring Member's approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company between 9.30 a.m. to 6.30 p.m. on all working days of the Company.

By Order of the Board
For and on behalf of Powerica Limited



Bharat Oberoi
Jt. Managing Director
(DIN: 00083664)

Date: November 29, 2024

Place: Mumbai

Registered Office:

9th Floor, Bakhtawar, Nariman Point,
Mumbai – 400021



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AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO:

Item No. 1

The Paramount Windfarms Private Limited ("Paramount"), is a wholly owned subsidiary of the Company. The Company is in the process of selling its 49% stake in the equity share capital of Paramount to GE Renewable R&D India Private Limited (GE). Pursuant to sale of said stake, Paramount will become subsidiary of the Company. To satisfy the Paramount future business requirement, the Company needs to provide financial assistance in the form of Loan upto Rs. 35.62 Cr. As per Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017), the Company can give loan to its subsidiary subject to the condition that (a) a special resolution is passed by the Company in general meeting and (b) the loans are utilized by the borrowing Company for its principal business activities.

The Board of Directors seek consent of the Members by way of a Special Resolution for making loan(s) or providing financial assistance up to a sum not exceeding Rs.35,62,00,000/- (Rupees Thirty-five Crores Sixty-Two Lacs Only) in various tranches in the absolute discretion of the Board as may deem beneficial and in the interest of the Company. The said loan is to be utilized for the project to be undertaken by the Paramount and other matters connected and incidental thereto for their principal business activities.

The Audit Committee of the Company has approved and confirmed that the said transaction is on Arm's Length basis.

The Directors recommend the Special Resolution no. 1 as set out in the accompanying Notice for Members' approval.

None of the Directors of the Company or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except Mr. Pradeep Gupta, Whole Time Director, being Director of Paramount Windfarms Private Limited and others to the extent of their shareholding in the Company.



By Order of the Board
For and on behalf of Powerica Limited

Bharat Oberoi
Jt. Managing Director
(DIN: 00083664)

Date: November 29, 2024

Place: Mumbai



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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 Companies (Management and Administration) Rules, 2014]

CIN: U31100MH1984PLC032825

Name of Company: Powerica Limited

Registered Office: 9th Floor, Bakhtawar, Nariman Point, Mumbai – 400 021

Name of the Member(s): _____

Registered Address: _____

Email ID: _____ Folio No./DP ID & Client ID: _____

I/We, being the member(s) of _____ Shares of the above-named Company, hereby appoint

1. Name: _____ E-mail ID: _____

Address: _____

Signature: _____, or failing him /her

2. Name: _____ E-mail ID: _____

Address: _____

Signature: _____, or failing him /her

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, December 09, 2024 at 12.00 noon at the Registered Office of the Company at 09th Floor, Bakhtawar, Nariman Point, Mumbai – 400021 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	Optional*	
Special Business		For	Against
1.	Approval for giving Loan upto Rs. 35.62 crores to Paramount Windfarms Private Limited as specified under section 185 of the Companies Act, 2013		



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Signed this.....

Affix
Revenue
Stamp

.....
Signature of Member

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

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy in ended, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencements of the meeting.
3. A proxy need not be a member of the Company.
4. Please put a (v) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.



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Attendance Slip

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Monday, December 09, 2024 at 12.00 noon at the Registered Office of the Company at 9th Floor, Bakhtawar, Nariman Point, Mumbai – 400021.

Signature of Shareholder / Proxy Present.....

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, please bring copy of notice for reference at the meeting.



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Extra-ordinary General Meeting Information

Date Monday, December 09, 2024

Location 9th Floor, Bakhtawar, Nariman Point, Mumbai - 400021

Route Map

