Date: 20th May 2025

Dear Shareholders/Directors/Auditor,

You are cordially invited to attend the 06th (sixth) Annual General Meeting (AGM) of the members of "Sunkind India Private Limited" **(the 'Company')** to be held on Friday, the 27th day of June 2025 at 11:00 A.M. through physical mode.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

For & on behalf of
Sunkind India Private Limited

(Hanish Gupta)
Director
DIN: 02194659
Address: Coral 702, The Verandas Golf Course Road,
Gurgaon Sector 54, Gurgaon, Haryana-122011

Place : Gurgaon
Dated : 20th May 2025

Enclosures:

1. Notice of the AGM
2. Audited Standalone Financial Statements for the year ended 31st March 2025 (including Balance Sheet, Statement of Profit and Loss account, Cash Flow Statement, and Notes to accounts)
3. Independent Auditor's Report on the Standalone Financial Statements for the year ended 31st March, 2025
4. Audited Consolidated Financial Statements for the year ended 31st March 2025 (including Balance Sheet, Statement of Profit and Loss account, Cash Flow Statement, and Notes to accounts)
5. Independent Auditor's Report on Consolidated Financial Statements for the year ended 31st March, 2025
6. Directors' Report for the financial year ended 31st March, 2025 along with its annexures, including Form AOC-1, AOC-2, CSR Report and such other documents as required under the Companies Act, 2013.
7. Consent Letter from M/s Batliboi & Purohit to act as Statutory Auditors in Form prescribed under Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014 and Eligibility Certificate under Sections 139(1) and 141 of the Companies Act, 2013.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 06th (Sixth) Annual General Meeting of the members of **SUNKIND INDIA PRIVATE LIMITED** [CIN: U40106HR2019PTC082656] will be held on Friday, the 27th Day of June, 2025 at 11:00 A.M. through physical mode at the registered office of the Company situated at DCG1-0904, 9th Floor DLF Corporate Greens, Sector-74A Gurgaon, Narsinghpur, Gurgaon, Narsinghpur, Haryana, India, 122004 in accordance with the applicable provisions of the Companies Act, 2013 to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March 2025, together with the schedules and notes attached thereto, along with the reports of the Auditors thereon**

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

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, including the Balance Sheet as at 31st March, 2025 and the statement of Profit & Loss Account for the period ended on that date, the Cash Flow Statement, together with the schedules and notes attached thereto and all other annexures thereof and the reports of the Auditors thereon be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31st March 2025, together with the schedules and notes attached thereto, along with the reports of the Auditors thereon**

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

   "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, including the Consolidated Balance Sheet as at 31st March, 2025 and the Consolidated statement of Profit & Loss Account for the period ended on that date, the Consolidated Cash Flow Statement, together with the schedules and notes attached thereto and all other annexures thereof and the reports of the Auditors thereon be and are hereby received, considered and adopted."

SUNKIND India Private Limited Gurugram

3. **To appoint M/s Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) as the Statutory Auditors of the Company and fix their remuneration**

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

"**RESOLVED THAT** pursuant to provision of section 139, 141 & 142 of the Companies Act 2013 (as amended or re-enacted from time to time) and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment(s) thereof for the time being in force), M/s Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of five consecutive years commencing from the conclusion of this 06th (Sixth) Annual General Meeting until the conclusion of the 11th (Eleventh) Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors in consultation with the said Auditors.

RESOLVED FURTHER THAT any of the directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies."

4. **To receive, consider and adopt the Directors Report of the Company for the year ended 31st March 2025, along with its annexures and enclosures**

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

"**RESOLVED THAT** the Directors' Report of the Company for the financial year ended 31st March, 2025, together with its annexures and enclosures, as approved by the Board of Directors and laid before the meeting, be and is hereby received, considered and adopted."

5. **To reappoint Director retiring by rotation**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152(6), 152(7) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Nidhi Gupta (DIN: 05301972), Director, who retires by rotation at this Annual General Meeting and being eligible offers herself for

Sunkind India Private Limited (Registered Office)
904, 9th floor, Tower 1, DLF Corporate Greens, Southern Peripheral Road, Gurugram, Haryana 122004
CIN No. U40106HR2019PTC082656

reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

6. **To Regularize appointment of Mr. Anil Kumar Jha (DIN: 06645361) as a Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in terms of the Articles of Association of the Company, approval of the members be and is hereby accorded for the appointment of Mr. Anil Kumar Jha (DIN: 06645361) as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation, with effect from the conclusion of this Annual General Meeting.

   RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file the necessary e-Form DIR-12 with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

7. **To Regularize appointment of Mr. Virpal Yadav (DIN: 06592128) as a Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in terms of the Articles of Association of the Company, approval of the members be and is hereby accorded for the appointment of Mr. Virpal Yadav (DIN: 06592128) as a Director of the Company, liable to retire by rotation, with effect from the conclusion of this Annual General Meeting.

   RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file the necessary e-Form DIR-12 with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

Sunkind India Private Limited Gurugram

8. To appoint and change the designation of Mr. Hanish Gupta (DIN: 02194659) as Chairman & Managing Director of the Company and approval of his terms of appointment and remuneration

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 2(54), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the appointment and re-designation of Mr. Hanish Gupta (DIN: 02194659), as Chairman & Managing Director of the Company, for a term of 05 (five) consecutive years commencing with effect from the conclusion of this Annual General Meeting, whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration as set out in the agreement approved by the Board and as detailed in the explanatory statement annexed to this Notice, which is hereby approved.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for the payment of managerial remuneration to Mr. Hanish Gupta (DIN: 02194659), as Managing Director of the Company, for the financial year 2025-26 and onwards on such terms as may be set out in the agreement approved by the Board, including remuneration up to a maximum of Rs. 2,00,00,000/- (Rupees Two Crores only) per annum, which shall include Basic salary, dearness allowance, other allowances, perquisites, health insurance or any other combinations thereof (hereinafter referred to as "Remuneration"), as may be mutually agreed between the Company and Mr. Hanish Gupta from time to time, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted/to be constituted by the Board from time to time) to alter and/or vary the terms and conditions of the said appointment, including remuneration, in such manner as it may deem fit and as may be agreed with Mr. Hanish Gupta.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors (which term shall be deemed to include any Committee thereof or any person duly authorised by the Board) to finalise, revise, vary, or modify the terms and conditions of appointment and remuneration of Mr. Hanish Gupta, including the structure, periodicity, and mode of payment of the Remuneration, in accordance with applicable provisions of the Act and within the limits prescribed under Schedule V or as may be approved by the shareholders, if required.

RESOLVED FURTHER THAT the remuneration payable to Mr. Hanish Gupta shall be in accordance with the limits and conditions prescribed under Section 197 read with

Schedule V to the Companies Act, 2013, and that in the event of inadequacy or absence of profits in any financial year, he shall be paid the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V to the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Company shall make necessary disclosures in the Board's Report as required under Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to set out the terms of appointment and fix remuneration, and to do all such acts, deeds and things as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies."

9. **To appoint and change the designation of Ms. Nidhi Gupta (DIN: 05301972) as Whole Time Director of the Company and approval of her terms of appointment and remuneration**

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 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the appointment and re-designation of Ms. Nidhi Gupta (DIN: 05301972) as Whole Time Director of the Company, for a term of 05 (five) consecutive years commencing with effect from the conclusion of this Annual General Meeting, whose office shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the agreement approved by the Board and as detailed in the explanatory statement annexed to this Notice, which is hereby approved.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for the payment of managerial remuneration to Ms. Nidhi Gupta (DIN: 05301972) as Whole Time Director of the Company, for the financial year 2025-26 and onwards on such terms as may be set out in the agreement approved by the Board, including remuneration up to a maximum of Rs. 1,00,00,000/- (Rupees One Crore only) per annum, which shall include Basic salary, dearness allowance, other allowances, perquisites, health insurance or any other combinations thereof (hereinafter referred to as "Remuneration"), as may be mutually agreed between the Company and Ms. Nidhi Gupta from time to time, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted/to be constituted by the Board from time to time) to alter and/or vary the terms and conditions of the said appointment, including remuneration, in such manner as it may deem fit and as may be agreed with Ms. Nidhi Gupta.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors (which term shall be deemed to include any Committee thereof or any person duly authorised by the Board) to finalise, revise, vary, or modify the terms and conditions of appointment and remuneration of Ms. Nidhi Gupta, including the structure, periodicity, and mode of payment of the Remuneration, in accordance with applicable provisions of the Act and within the limits prescribed under Schedule V or as may be approved by the shareholders, if required.

RESOLVED FURTHER THAT the remuneration payable to Ms. Nidhi Gupta shall be in accordance with the limits and conditions prescribed under Section 197 read with Schedule V to the Companies Act, 2013, and that in the event of inadequacy or absence of profits in any financial year, he shall be paid the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V to the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Company shall make necessary disclosures in the Board's Report as required under Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to set out the terms of appointment and fix remuneration, and to do all such acts, deeds and things as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies."

10. To appoint and change the designation of Mr. Virpal Yadav (DIN: 06592128) as Whole Time Director of the Company and approval of his terms of appointment and remuneration

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 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the appointment and re-designation of Mr. Virpal Yadav (DIN: 06592128) as Whole Time Director of the Company, for a term of 05 (five) consecutive years commencing with effect from the conclusion of this Annual General Meeting, whose office shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the agreement approved by the Board and as detailed in the explanatory statement annexed to this Notice, which is hereby approved.

SUNKIND India Private Limited Gurugram

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for the payment of managerial remuneration to Mr. Virpal Yadav (DIN: 06592128) as Whole Time Director of the Company, for the financial year 2025-26 and onwards on such terms as may be set out in the agreement approved by the Board, including remuneration up to a maximum of Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum, which shall include Basic salary, dearness allowance, other allowances, perquisites, health insurance or any other combinations thereof (hereinafter referred to as "Remuneration"), as may be mutually agreed between the Company and Mr. Virpal Yadav from time to time, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted/to be constituted by the Board from time to time) to alter and/or vary the terms and conditions of the said appointment, including remuneration, in such manner as it may deem fit and as may be agreed with Mr. Virpal Yadav.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors (which term shall be deemed to include any Committee thereof or any person duly authorised by the Board) to finalise, revise, vary, or modify the terms and conditions of appointment and remuneration of Mr. Virpal Yadav, including the structure, periodicity, and mode of payment of the Remuneration, in accordance with applicable provisions of the Act and within the limits prescribed under Schedule V or as may be approved by the shareholders, if required.

RESOLVED FURTHER THAT the remuneration payable to Mr. Virpal Yadav shall be in accordance with the limits and conditions prescribed under Section 197 read with Schedule V to the Companies Act, 2013, and that in the event of inadequacy or absence of profits in any financial year, he shall be paid the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V to the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Company shall make necessary disclosures in the Board's Report as required under Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to set out the terms of appointment and fix remuneration, and to do all such acts, deeds and things as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies."

11. To approve the increase in Authorised Share Capital of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share

Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 35,00,000 (Rupees Thirty Five Lakhs only), divided into 3,50,000 (Three Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000 (Rupees Twenty Five Crores only), divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 2,46,50,000 (Two Crore Forty Six Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each which shall rank pari-passu in all respect with the existing Equity Shares of the Company shall rank pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including filing of requisite forms with the Registrar of Companies and to make necessary alterations in the Capital Clause (Clause V) of the Memorandum of Association of the Company, and to sign and submit all necessary documents and forms in this regard."

12. To approve the alteration of the Capital Clause of the Memorandum of Association of the Company, consequent to the increase in the Authorised Share Capital

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61, and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to alter Clause V (Capital Clause) of the Memorandum of Association of the Company to reflect the increase in the Authorised Share Capital from existing Rs. 35,00,000 (Rupees Thirty Five Lakhs only), divided into 3,50,000 (Three Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 25,00,00,000 (Rupees Twenty Five Crores only), divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered by substituting the following Clause V in place of the existing Clause V of the Memorandum of Association of the Company:

Sunkind India Private Limited Gurugram

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard."

13. To amend the Main Objects Clause of the Memorandum of Association

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

"**RESOLVED THAT** pursuant to the provisions of Section 4, section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of such other authorities as may be required, the approval of the members of the Company be and is hereby accorded to alter the Clause III (A) of the Memorandum of Association of the Company by substituting following Clauses in place of existing Clauses 1 and 2 of the Main Objects of the Company so as to provide better language for understanding purposes without altering the core nature of the main activity or the corresponding NIC code:

1. To carry on the business of designing, engineering, procurement, construction, erection, commissioning, own, operation and maintenance of renewable energy projects of all capacities in India and abroad, including but not limited to solar power plants, solar parks, rooftop installations, ground mount installations, floating, hybrid energy systems, off-grid and grid-connected systems, and other allied infrastructure.

2. To carry on the business of generating, accumulating, transmitting, distributing, trading, purchasing, or selling electricity or power from all kind of renewable sources, including solar, wind, hydro, biomass, and/or hybrid sources for its own use or for sale to Governments, State Electricity Boards, Intermediaries in Power Transmission / Distribution, Companies, Industrial Units, or to other types of users / consumers of Energy and to enter into power purchase agreements (PPAs), energy trading, and related contractual arrangements in compliance with applicable laws and regulatory requirements.

3. To undertake, either directly or through subsidiaries, holding companies, associate companies, joint ventures, special purpose vehicles (SPVs), or any other mode of collaboration or arrangement, the business of manufacturing, supplying, assembling, importing, exporting, installing, repairing, servicing

Sunkind India Private Limited Gurugram

and dealing in solar modules, solar panels, inverters, batteries, transformers, structures, cables, spare parts, accessories and all other components used in renewable energy systems, in India and abroad. Further, to develop, identify, acquire, lease, hold, or sell land or sites suitable for establishing renewable energy projects including but not limited to solar parks, solar power plants and other related infrastructure, and to plan, design, construct, operate, maintain, and transfer such projects on a turnkey basis or otherwise.

4. To carry on the business of consultants, advisors, auctioneers for all type of Renewable Energy Plants and to undertake research and development in the field of renewable energy and other allied fields.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to sign, file and submit all such necessary forms, documents, declarations and papers, including e-Form MGT-14 with the Registrar of Companies and other authorities, as may be required in this regard, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

14. To alter the Clause 68 of the Articles of Association of the Company, to permit the Managing Director of the Company to also be appointed as the Chairman of the Company

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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to alter Clause 68 of the Articles of Association of the Company to insert the following Sub Clause "iii" after the Sub Clause "ii" in Clause 68 of the Articles of Association of the Company:

"*iii. The Managing Director of the Company may also be appointed as Chairman of the Company by complying with the necessary formalities as may be required by the law for the time being in force.*"

RESOLVED FURTHER THAT the amended Articles of Association of the Company incorporating the aforesaid change, be and are hereby approved.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of

SUNKIND India Private Limited Gurugram

Companies, making relevant entries in records and registers of the Company, and submission of all requisite documents."

15. To approve a general borrowing limit of up to Rs. 100 crores in one or more tranches

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 180(1)(c), 179(3)(d), 188, 117 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the approval of the members of the Company be and is hereby accorded to the Board of Directors (herewith referred to as the "Board" which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) to borrow as and when required from time to time whether in one or more tranches any sum or sums of money, in Indian rupees or foreign currency, from any bank(s), financial institution(s), body corporate(s), foreign lender(s), anybody corporate/ entity/entities and/or authority/authorities, or any other person(s) whether related or unrelated including from group companies, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc., or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time whether by way of loans, credit facilities, inter-corporate loans, debentures, or otherwise, whether secured or unsecured, as may be deemed appropriate by the Board, notwithstanding that the money so borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves and securities premium, provided that the total amount of such borrowings outstanding at any point of time shall not exceed the limit of Rs. 100 crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT in respect of the borrowings authorised under this resolution, the applicable terms and conditions including but not limited to the amount, rate of interest, tenure, repayment schedule, security (if any), and other commercial terms, shall be determined and mutually agreed upon at the time of each specific transaction of borrowing, and shall be set out in the relevant agreement(s), sanction letters, or loan documents, or such other instruments as may be mutually agreed with the lenders subject to compliance with applicable provisions of the Companies Act, 2013.

Sunkind India Private Limited Gurugram

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to take all necessary steps and to do all such acts, deeds, matters, and things as may be required to give effect to this resolution, including execution of necessary agreements, deeds or writings, and filing of requisite e-Forms with the Registrar of Companies or any other statutory authority as may be applicable."

16. To approve creation of Charge/Mortgage over the properties of the Company for the purpose of borrowing in the terms of section 180 (1)(a) of the Companies Act, 2013

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 Section 179(3), 180(1)(a)and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the approval of the members of the Company be and is hereby accorded to the Board of Directors (herewith referred to as the "Board" which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the Borrowing limits approved or as may be approved by the shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorised to finalise and execute all necessary documents, deeds, agreements or such other instruments as may be required, and to do all such acts, deeds, matters and things as may be necessary or expedient, including filing of requisite form(s) with the Registrar of Companies in terms of Section 117 of the Act, to give effect to this resolution."

17. **To approve granting of loans, in one or more tranches, up to an aggregate amount of Rs. 100 crores**

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 179, 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the approval of the members of the Company be and is hereby accorded to the Board of Directors (herewith referred to as the "Board" which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) to grant loans or investments, from time to time whether in one or more tranches by subscription, purchase or otherwise in subsidiary(ies)/ anybody/bodies Corporate(s) in India or abroad (existing or which may be promoted /incorporated), in any kind of securities, or by providing of guarantees and security in connection with a loan made by any other person to any subsidiary (ies)/ anybody/bodies Corporate(s) in India or abroad (existing or which may be promoted /incorporated), in excess of the limits prescribed under Section 186 of the Companies Act, 2013 but subject to maximum limit of up to an aggregate amount not exceeding Rs. 100 crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT in respect of any loans, guarantees or investments made or provided under this resolution to subsidiaries, associates, or related parties, the applicable terms and conditions including but not limited to the amount, rate of interest, tenure, repayment schedule, security (if any), and other commercial terms, shall be determined and mutually agreed upon at the time of each specific transaction, and shall be set out in the relevant agreement(s), sanction letters, or loan documents, or such other instruments as may be mutually agreed by the Company and the counterparty subject to compliance with applicable provisions of the Companies Act, 2013.

It is further clarified that:

- where the loans or advances are made to any person in whom any of the directors of the Company is interested, the Company shall ensure compliance with Section 185 of the Act and charge interest not less than the prevailing yield of Government Security closest to the tenor of the loan for each such transaction; and
- where the loans or guarantees or investments are covered under Section 186 of the Act, the Company shall ensure that each such loan shall carry a charge of interest at a rate not lower than the yield of Government Security closest to the tenure of the loan, as prescribed under Section 186(7) of the Act;

Sunkind India Private Limited Gurugram

and all such terms shall be appropriately documented in the transaction agreements, and approved in accordance with the internal delegation of authority or by the Board, wherever required.

RESOLVED FURTHER THAT the proposed loans may be made out of internal accruals, surplus funds, or any other permissible source, and that the same shall be in accordance with the provisions of Section 185(2), read with the applicable conditions and disclosures required under the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of law.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including entering into agreements or deeds, determining the final terms and conditions, and filing of requisite forms with the Registrar of Companies or other applicable authorities as required under Section 117 or any other applicable provisions of the Act."

For & on behalf of
Sunkind India Private Limited

Sunkind India Private Limited Gurugram

(Hanish Gupta)
Director
DIN: 02194659
Address: Coral 702, The Verandas Golf Course Road, Gurgaon Sector 54, Gurgaon, Haryana-122011

Place : Gurgaon
Dated : 20th May 2025

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one proxy to attend and vote on a poll to instead of themself and the proxy need not to be a member of the company. The instrument appointing the proxy should however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

2. Proxies in order to be effective should be received at the registered office of the company not less than 48 hours before the time fixed for the meeting.

3. Pursuant to provisions of section 105 of the companies act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other member.

4. A proxy may not vote except on a poll.

5. Members/proxies are requested to produce the enclosed attendance slip duty signed as per the specimen signature recorded with the company for admission to the meeting venue.

6. Corporate members are requested to send a duly certified copy of the board resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.

7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. From the company electronically.

8. Explanatory statement pursuant to section 102 of the companies act, 2013 is annexed hereto and forms part of this notice.

9. Relevant documents referred to in the accompanying notice and the statement are open for inspection by the members at the registered office of the company on all working days, during working hours up to the date of meeting.

10. Queries proposed to be raised at Annual General Meeting may be sent to the company at its registered office or at hanishgupta@sunkind.in by not less than forty-eight hours prior to the date of EGM to enable the management to compile the relevant information to reply the query in the meeting.

11. Any change in member's communication address is to be communicated to the company immediately so that any correspondence may be dispatched to the members.

SUNKIND India Private Limited Gurugram

<u>EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013</u>

ITEM NO. 6 – TO REGULARIZE APPOINTMENT OF MR. ANIL KUMAR JHA (DIN: 06645361) AS A DIRECTOR OF THE COMPANY

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Ordinary Resolution mentioned in the accompanying notice:

Mr. Anil Kumar Jha was appointed as an Additional Director of the Company with effect from 20th May 2025, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. In accordance with the provisions of Section 161 of the Act, he holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from Mr. Anil Kumar Jha proposing his candidature for appointment as a Director of the Company, liable to retire by rotation.

Mr. Anil Kumar Jha is a seasoned professional with extensive experience in renewable energy sector. His knowledge and insights are expected to contribute significantly to the strategic direction of the Company.

The Board recommends this resolution for the approval of the members by way of an Ordinary Resolution as set out in the Notice of AGM at item No. 6.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 7 – TO REGULARIZE APPOINTMENT OF MR. VIRPAL YADAV (DIN: 06592128) AS A DIRECTOR OF THE COMPANY

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Ordinary Resolution mentioned in the accompanying notice:

Mr. Virpal Yadav was appointed as an Additional Director of the Company with effect from 13th Feb 2025, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. In accordance with the provisions of Section 161 of the Act, he holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from Mr. Virpal Yadav proposing his candidature for appointment as a Director of the Company, liable to retire by rotation.

Mr. Virpal Yadav does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Virpal Yadav is a seasoned professional with extensive experience in renewable energy sector and solar module manufacturing. His knowledge and insights are expected to contribute significantly to the strategic direction of the Company.

Details about Mr. Virpal Yadav seeking appointment in the annual general meeting is given below:

Particulars	
DIN	06592128
Date of Birth	21/04/1984
Date of Appointment	13/02/2025
Years of Experience	20 Years
Qualification	Graduate
Number of Shares held as on 20.05.2025	NIL
Relationship with Directors	None

The Board recommends this resolution for the approval of the members by way of an Ordinary Resolution as set out in the Notice of AGM at item No. 7.

Except Mr. Virpal Yadav, being an appointee, none of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice at item No. 7.

ITEM NO. 8 – TO APPOINT AND CHANGE THE DESIGNATION OF MR. HANISH GUPTA (DIN: 02194659) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF HIS TERMS OF APPOINTMENT AND REMUNERATION

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Special Resolution mentioned in the accompanying notice:

The Board of Directors at its meeting held on 20th May 2025 considered and approved the appointment and re-designation of Mr. Hanish Gupta (DIN: 02194659) as Chairman & Managing Director of the Company, for a term of five (5) consecutive years, commencing from the conclusion of this Annual General Meeting, subject to the approval of the members.

Mr. Hanish Gupta is one of the Promoter Directors and has been associated with the Company since its inception. He has played a pivotal role in formulating the strategic direction and business development initiatives of the Company. In recognition of his contribution and to ensure continued leadership, the Board proposes his re-designation and appointment as Chairman & Managing Director.

In accordance with the provisions of Sections 2(54), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of Mr. Hanish Gupta as Managing Director requires the approval of the shareholders by way of a Special Resolution.

The office of Mr. Hanish Gupta as Chairman & Managing Director shall not be liable to retire by rotation.

The key terms of his appointment include remuneration up to Rs. 2,00,00,000/- (Rupees Two Crores only) per annum, which may comprise basic salary, dearness allowance, other allowances, perquisites, health insurance or any other components, as may be mutually agreed between the Company and Mr. Hanish Gupta from time to time. The Board shall have the authority to revise, alter or vary the terms and structure of such remuneration within the limits prescribed under the Companies Act, 2013 and Schedule V thereto. In the event of inadequacy or absence of profits in any financial year during the tenure of his appointment, the said remuneration shall be treated as minimum remuneration, subject to the overall limits and conditions prescribed under Schedule V of the Companies Act, 2013.

The terms of appointment and remuneration of Mr. Hanish Gupta have been approved by the Board of Directors and form part of the agreement entered into with him, which shall remain available for inspection by the members at the registered office of the Company during business hours and shall also be made available electronically on request.

The Board recommends this resolution for the approval of the members by way of a Special Resolution as set out in the Notice of AGM at item No. 8.

Except Mr. Hanish Gupta and his relatives none of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 9 – TO APPOINT AND CHANGE THE DESIGNATION OF MS. NIDHI GUPTA (DIN: 05301972) AS WHOLE TIME DIRECTOR OF THE COMPANY AND APPROVAL OF HIS TERMS OF APPOINTMENT AND REMUNERATION

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Special Resolution mentioned in the accompanying notice:

The Board of Directors at its meeting held on 20th May 2025 considered and approved the appointment and re-designation of Ms. Nidhi Gupta (DIN: 05301972) as Whole Time Director of the Company, for a term of five (5) consecutive years, commencing from the conclusion of this Annual General Meeting, subject to the approval of the members.

Ms. Nidhi Gupta is one of the Promoter Directors and has been associated with the Company since its inception in a leadership role and has significantly contributed to the operational and strategic functions of the business. In recognition of her continued contributions, the Board proposes her re-designation and appointment as Whole Time Director.

In accordance with the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of Ms. Nidhi Gupta as Whole Time Director requires the approval of the shareholders by way of a Special Resolution.

The office of Ms. Nidhi Gupta as Whole Time Director shall be liable to retire by rotation.

The principal terms of appointment as approved by the Board include remuneration up to Rs. 1,00,00,000/- (Rupees One Crore only) per annum, which may comprise basic salary, dearness allowance, other allowances, perquisites, health insurance or any other components, as may be mutually agreed between the Company and Ms. Nidhi Gupta from time to time. The Board shall have the authority to revise, alter or vary the terms and structure of such remuneration within the limits prescribed under the Companies Act, 2013 and Schedule V thereto. In the event of inadequacy or absence of profits in any financial year during the tenure of her appointment, the said remuneration shall be treated as minimum remuneration, subject to the overall limits and conditions prescribed under Schedule V of the Companies Act, 2013.

Sunkind India Private Limited Gurugram

The terms of appointment and remuneration of Ms. Nidhi Gupta have been approved by the Board of Directors and form part of the agreement entered into with her, which shall remain available for inspection by the members at the registered office of the Company during business hours and shall also be made available electronically on request.

The Board recommends this resolution for the approval of the members by way of a Special Resolution as set out in the Notice of AGM at item No. 9.

Except Ms. Nidhi Gupta and her relatives none of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 10 – TO APPOINT AND CHANGE THE DESIGNATION OF MR. VIRPAL YADAV (DIN: 06592128) AS WHOLE TIME DIRECTOR OF THE COMPANY AND APPROVAL OF HIS TERMS OF APPOINTMENT AND REMUNERATION

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Special Resolution mentioned in the accompanying notice:

The Board of Directors at its meeting held on 20th May 2025 considered and approved the appointment and re-designation of Mr. Virpal Yadav (DIN: 06592128) as Whole Time Director of the Company, for a term of five (5) consecutive years, commencing from the conclusion of this Annual General Meeting, subject to the approval of the members.

Mr. Virpal Yadav currently holds the position of Chief Operating Officer (COO) of the Company and has played an instrumental role in overseeing operational strategies, business execution, and implementation of key initiatives. The Board, considering his continued commitment and leadership in the Company's growth, has recommended his appointment as Whole Time Director to formalise and align his executive responsibilities within the Board structure.

In accordance with the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of Mr. Virpal Yadav as Whole Time Director requires the approval of the shareholders by way of a Special Resolution.

The office of Mr. Virpal Yadav as Whole Time Director shall be liable to retire by rotation.

The principal terms of appointment as approved by the Board include remuneration up to Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum, which may comprise basic salary, dearness allowance, other allowances, perquisites, health insurance or any other components, as may be mutually agreed between the Company and Mr. Virpal Yadav from time to time. The Board shall have the authority to revise, alter or vary the terms and structure of such remuneration within the limits prescribed under the Companies Act, 2013 and Schedule V thereto. In the event of inadequacy or absence of profits in any financial year during the tenure of her appointment, the said remuneration shall be treated as minimum remuneration, subject to the overall limits and conditions prescribed under Schedule V of the Companies Act, 2013.

The terms of appointment and remuneration of Mr. Virpal Yadav have been approved by the Board of Directors and form part of the agreement entered into with him, which shall remain available for

Sunkind India Private Limited Gurugram

inspection by the members at the registered office of the Company during business hours and shall also be made available electronically on request.

The Board recommends this resolution for the approval of the members by way of a Special Resolution as set out in the Notice of AGM at item No. 10.

Except Mr. Virpal Yadav none of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 11 – TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Ordinary Resolution mentioned in the accompanying notice:

The existing Authorised Share Capital of the Company is Rs. 35,00,000 (Rupees Thirty Five Lakhs only), divided into 3,50,000 (Three Lakh Fifty Thousand) equity shares of Rs. 10/- each. In view of the Company's present and future business expansion plans and funding requirements, it is considered necessary to increase the authorised share capital of the Company to enable further issuance of equity shares as may be required.

Accordingly, the Board of Directors at its meeting held on 20th May 2025 has approved the increase in Authorised Share Capital of the Company from Rs. 35,00,000 (Rupees Thirty Five Lakhs only) to Rs. 25,00,00,000 (Rupees Twenty Five Crores only) by creation of additional 2,46,50,000 (Two Crore Forty Six Lakh Fifty Thousand) equity shares of Rs. 10/- each. The newly created equity shares shall rank pari-passu in all respects with the existing equity shares of the Company.

The proposed increase in Authorised Share Capital requires the approval of the members of the Company under Sections 13, 61 and 64 of the Companies Act, 2013 read with the applicable rules and in accordance with the provisions of the Articles of Association of the Company.

Consequent to the increase in Authorised Share Capital, it will also be necessary to make appropriate alterations to the Capital Clause (Clause V) of the Memorandum of Association of the Company, which is being proposed separately under Item No. 12 of this Notice.

The Board recommends this resolution for the approval of the members by way of an Ordinary Resolution as set out in the Notice of AGM at item No. 11.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 12 – TO APPROVE THE ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY, CONSEQUENT TO THE INCREASE IN THE AUTHORISED SHARE CAPITAL

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Ordinary Resolution mentioned in the accompanying notice:

In order to accommodate the proposed increase in the Authorised Share Capital of the Company (as set out under Item No. 11 of this Notice), it is necessary to alter the Capital Clause (Clause V) of the Memorandum of Association of the Company.

The existing Clause V of the Memorandum of Association reflects an Authorised Share Capital of Rs. 35,00,000 (Rupees Thirty Five Lakhs only), divided into 3,50,000 (Three Lakh Fifty Thousand) equity shares of Rs. 10/- each. With the proposed increase, the Authorised Share Capital will be Rs. 25,00,00,000 (Rupees Twenty Five Crores only), divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- each.

Accordingly, it is proposed to substitute the existing Clause V of the Memorandum of Association with the following:

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

This alteration requires approval of the members of the Company by way of an Ordinary Resolution in terms of Sections 13, 61 and 64 of the Companies Act, 2013 read with applicable rules.

The Board recommends this resolution for the approval of the members by way of an Ordinary Resolution as set out in the Notice of AGM at item No. 12.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 13 – TO AMEND THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Special Resolution mentioned in the accompanying notice:

The existing Main Objects Clause (Clause III (A)) of the Memorandum of Association ("MOA") of the Company contains clauses relating to the renewable energy sector. However, the language of the current objects was drafted at an earlier point in time and does not fully reflect the Company's evolving scope of operations, diversity of project models, and sector-specific developments, especially in the context of large-scale EPC, solar park development, O&M, energy trading, hybrid solutions, and allied infrastructure.

In order to enhance clarity, modernise terminology, and better capture the Company's core business operations and strategy in the renewable energy sector, it is proposed to substitute the existing Clauses 1 and 2 of Clause III (A) of the Memorandum of Association with a more refined, comprehensive and new expanded Clauses 1 to 4. This amendment provides more clarity and a comprehensive description of the Company's principal operations and does not involve any change in the fundamental nature of the Company's main business activity or the corresponding NIC code classification.

The revised Main Objects Clause aims to:

- Clearly define the Company's core business in the design, EPC, commissioning, and operation of renewable energy projects across all scales and geographies, enhancing clarity for domestic and international stakeholders.
- Enable the Company to legally undertake activities involving power generation, transmission, distribution, and trading, thereby increasing commercial flexibility through energy sales, PPAs, and energy market participation.
- Support backward and forward integration by allowing manufacturing, supply, and servicing of renewable energy components, and development of related project infrastructure, enabling vertical expansion and improved project execution control.
- Empower the Company to offer consultancy, advisory, and research services in renewable energy, allowing monetisation of its technical expertise and participation in emerging energy tenders, auctions, and strategic collaborations.

These changes are proposed with a view to better align the charter documents with the operational and strategic roadmap of the Company. Pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, any alteration to the main objects of the Memorandum of Association requires the approval of shareholders by way of a Special Resolution, along with the filing of necessary forms with the Registrar of Companies.

A copy of the altered Memorandum of Association reflecting the proposed amendments is available for inspection by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the meeting and will also be available at the meeting.

The Board recommends this resolution for the approval of the members by way of a Special Resolution as set out in the Notice of AGM at item No. 13.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 14 – TO ALTER THE CLAUSE 68 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY, TO PERMIT THE MANAGING DIRECTOR OF THE COMPANY TO ALSO BE APPOINTED AS THE CHAIRMAN OF THE COMPANY

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Special Resolution mentioned in the accompanying notice:

The existing Clause 68 of the Articles of Association of the Company deals with the roles and powers of the Board, including appointment of the Chairman. However, it currently does not explicitly provide the flexibility to appoint the same individual as both the Managing Director and the Chairman of the Company.

In order to provide such flexibility and align the Articles with the applicable provisions of the Companies Act, 2013, the Board of Directors recommends inserting a new sub-clause (iii) after the existing sub-clause (ii) in Clause 68. This insertion will enable the Company, subject to applicable laws and procedural compliance, to appoint the Managing Director of the Company to also serve as the Chairman of the Board.

This amendment is proposed in view of the evolving corporate governance structures and to ensure operational leadership and strategic direction can be effectively integrated in a manner that benefits the Company and its stakeholders. It would also assist the Company in leveraging the experience and leadership of a single individual where appropriate.

The proposed alteration does not conflict with any provision of the Companies Act, 2013, or the SEBI (LODR) Regulations, 2015, if applicable, and is intended only to provide enabling powers in the Articles.

A copy of the amended Articles of Association reflecting the change shall be available for inspection by the members at the Registered Office of the Company during business hours and also available during the Annual General Meeting.

The Board recommends this resolution for the approval of the members by way of a Special Resolution as set out in the Notice of AGM at item No. 14.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 15 – TO APPROVE A GENERAL BORROWING LIMIT OF UP TO RS. 100 CRORES, IN ONE OR MORE TRANCHES

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Special Resolution mentioned in the accompanying notice:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company shall not borrow money, where the amount to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the company, unless the same is approved by the shareholders by way of a Special Resolution.

In view of the Company's current and anticipated business requirements, growth plans, project expansions and capital expenditure, the Board considers it necessary to have the flexibility to raise funds by borrowing up to an overall limit of Rs. 100 Crores (Rupees One Hundred Crores only), from time to time, from banks, financial institutions, corporate bodies (related or unrelated), foreign lenders, or any other entities, whether in Indian rupees or foreign currency, through various instruments and methods including term loans, working capital loans, debentures, commercial papers, inter-corporate loans, etc., as deemed appropriate.

Further, to facilitate operational flexibility, it is proposed that the approval granted through this resolution shall act as a general borrowing mandate and no separate shareholder approval shall be required at the time of each borrowing, provided the aggregate borrowing remains within the approved overall limit.

Sunkind India Private Limited Gurugram

This resolution also enables the Company to borrow from related parties, including group companies or promoters, in compliance with applicable provisions of Section 188 of the Companies Act, 2013, to support liquidity and financial stability. All such borrowings shall be carried out on arm's length terms and in accordance with applicable law.

The Board recommends this resolution for the approval of the members by way of a Special Resolution as set out in the Notice of AGM at item No. 15.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 16 – TO APPROVE CREATION OF CHARGE/MORTGAGE OVER THE PROPERTIES OF THE COMPANY FOR THE PURPOSE OF BORROWING IN THE TERMS OF SECTION 180 (1)(a) OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Special Resolution mentioned in the accompanying notice:

In terms of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall not, except with the consent of the shareholders by way of a Special Resolution, create a charge or mortgage over the assets of the company, in favour of lenders, for securing borrowings.

In connection with the borrowing powers sought to be approved under Item No. 15 above and to secure such borrowings, it may be necessary for the Company to create charge, mortgage, hypothecation or otherwise encumber, in favour of lenders (including banks, financial institutions, NBFCs, corporate bodies or others), over all or any part of the movable and/or immovable assets of the Company both present and future, including the whole or substantially the whole of the undertaking of the Company.

Therefore, it is proposed to obtain shareholder approval for creation of charge over assets of the Company as per the provisions of Section 180(1)(a).

This approval will also enable the Company to provide security for any borrowing availed by the Company itself or by its subsidiaries or joint ventures, when required.

The Board recommends this resolution for the approval of the members by way of a Special Resolution as set out in the Notice of AGM at item No. 16.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 17 – TO APPROVE GRANTING OF LOANS, IN ONE OR MORE TRANCHES, UP TO AN AGGREGATE AMOUNT OF RS. 100 CRORES

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Special Resolution mentioned in the accompanying notice:

In the ordinary course of business and as part of a group-level financial strategy, the Company may, from time to time, be required to grant loans, provide guarantees or make investments in its subsidiaries,

Sunkind India Private Limited Gurugram

associates, or other related parties, whether in India or abroad. Such financial support may be necessary for strategic expansion, working capital requirements, project execution, acquisition of assets, or other legitimate business purposes.

As per the provisions of Sections 179(3), 185, 186 and other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, a company may grant loans or provide guarantees and make investments in other entities. However, if the total amount of such loans, guarantees or investments exceeds the thresholds prescribed under Section 186(2) (i.e., 60% of the paid-up share capital, free reserves and securities premium account, or 100% of free reserves and securities premium account, whichever is higher), then prior approval of the members by way of Special Resolution is required. In addition, where any such transaction involves a related party, compliance with the provisions of Section 188 is also required.

Accordingly, the Board seeks approval of the shareholders to authorise the Company to grant loans, whether in one or more tranches, up to a cumulative limit of Rs. 100 crores (Rupees One Hundred Crores only). The resolution also provides blanket approval for providing corporate guarantees, securities, or making investments, with appropriate documentation and internal approvals, without the need for separate shareholder approvals at the time of each individual transaction, provided the cumulative value remains within the approved limit.

The proposed authorisation will provide financial flexibility to the Company to support its group entities, optimise fund flow, and contribute to strategic growth, while ensuring compliance with applicable legal provisions including those related to interest rates, arm's length dealings, and documentation.

The resolution also clarifies that:

- In case of loans to directors or their interested parties, Section 185(2) will be complied with, including charging of interest not lower than the yield on government securities.

- For all other cases under Section 186(7), the minimum prescribed interest rate (based on the yield of government securities) shall be ensured.

The Board recommends this resolution for the approval of the members by way of a Special Resolution as set out in the Notice of AGM at item No. 17.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is, in any way, directly or indirectly, concerned or interested, financially or otherwise, in the Resolutions as set out in the notice.

For & on behalf of
Sunkind India Private Limited

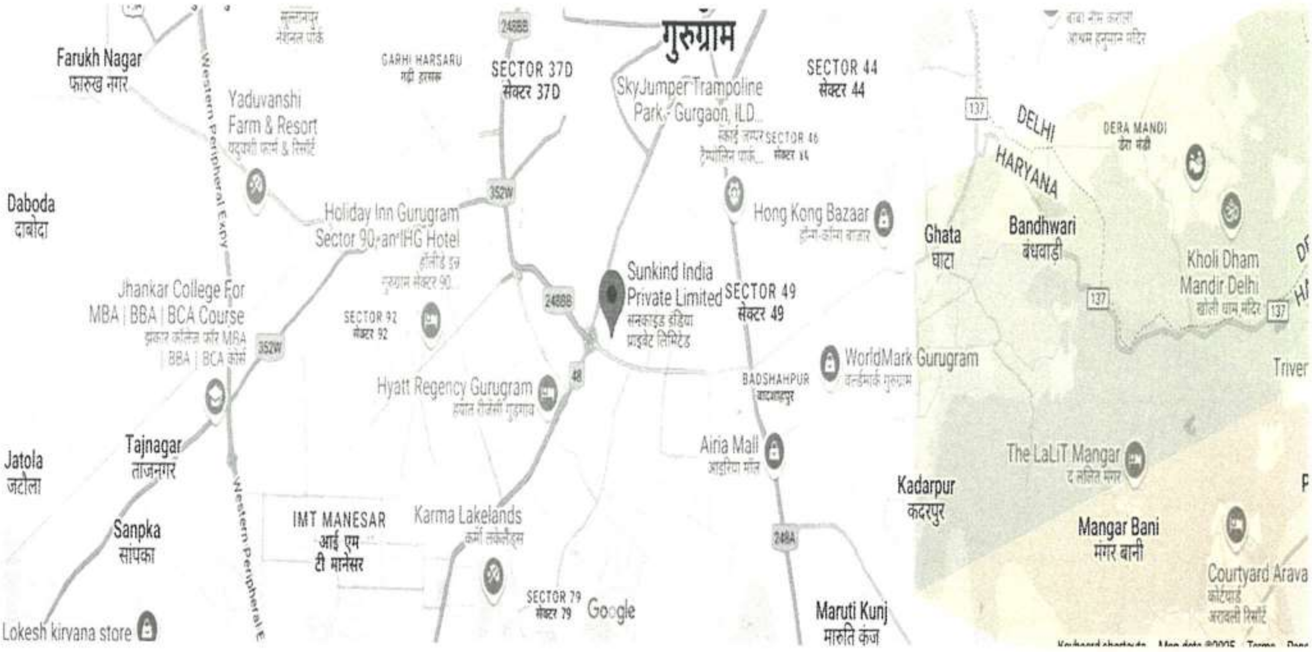
SUNKIND India Private Limited Gurugram

(Hanish Gupta)
Director
DIN: 02194659
Address: Coral 702, The Verandas Golf Course Road,
Gurgaon Sector 54, Gurgaon, Haryana-122011

Place : Gurgaon
Dated : 20th May 2025

Google Map of address of venue of meeting is pasted below:

Venue of the 06th (Sixth) Annual General Meeting of SUNKIND INDIA PRIVATE LIMITED to be held on Friday, the 27th Day of June, 2025, at 11:00 A.M. including route map and prominent land mark are as follows:



SUNKIND India Private Limited
Gurugram

Sunkind India Private Limited (Registered Office)
904, 9th floor, Tower 1, DLF Corporate Greens, Southern Peripheral Road, Gurugram, Haryana 122004
CIN No. U40106HR2019PTC082656

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]
Annual General Meeting of SUNKIND INDIA PRIVATE LIMITED – 27th June, 2025

CIN	
Name of the company	
Registered office	

Name of Member(s):					
Registered Address:					
Folio No./Client Id:		DP ID:		E-mail ID	

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

1.	Name:		Address:		
	E mail Id:		Signature:		or failing him/her
2.	Name:		Address:		
	E mail Id:		Signature:		or failing him/her
3.	Name:		Address:		
	E mail Id:		Signature:		or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 27.06.2025 at 11:00 A.M. at DCG1-0904, 9th Floor DLF Corporate Greens, Sector-74A Gurgaon, Narsinghpur, Gurgaon, Narsinghpur, Haryana, India, 122004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of share		
		For	Against	Abstain
1)	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March 2025, together with the schedules and notes attached thereto, along with the reports of the Auditors thereon			
2)	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31st March 2025, together with the schedules and notes attached thereto, along with the reports of the Auditors thereon			
3)	To appoint M/s Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) as the Statutory Auditors of the Company and fix their remuneration			
4)	To receive, consider and adopt the Directors Report of the Company for the year ended 31st March 2025, along with its annexures and enclosures			
5)	To reappoint Director retiring by rotation			
6)	To Regularize appointment of Mr. Anil Kumar Jha (DIN: 06645361) as a Director of the Company			
7)	To Regularize appointment of Mr. Virpal Yadav (DIN: 06592128) as a Director of the Company			

SUNKIND India Private Limited Gurugram

8)	To appoint and change the designation of Mr. Hanish Gupta (DIN: 02194659) as Chairman & Managing Director of the Company and approval of his terms of appointment and remuneration			
9)	To appoint and change the designation of Ms. Nidhi Gupta (DIN: 05301972) as Whole Time Director of the Company and approval of his terms of appointment and remuneration			
10)	To appoint and change the designation of Mr. Virpal Yadav (DIN: 06592128) as Whole Time Director of the Company and approval of his terms of appointment and remuneration			
11)	To approve the increase in Authorised Share Capital of the Company			
12)	To approve the alteration of the Capital Clause of the Memorandum of Association of the Company, consequent to the increase in the Authorised Share Capital			
13)	To amend the Main Objects Clause of the Memorandum of Association			
14)	To alter the Clause 68 of the Articles of Association of the Company, to permit the Managing Director of the Company to also be appointed as the Chairman of the Company			
15)	To approve a general borrowing limit of up to Rs. 100 crores from related or unrelated parties including banks, financial institutions, or others, in one or more tranches			
16)	To approve creation of Charge/Mortgage over the properties of the Company for the purpose of borrowing in the terms of section 180 (1)(a) of the Companies Act, 2013 and to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, as defined under the Act			
17)	To approve granting of loans, in one or more tranches, up to an aggregate amount of Rs. 100 crores to one or more subsidiaries, associates, or related parties of the Company			

Signed this .... day of .... 2025.

Affix a Re.1/- Revenue Stamp

Signature of Shareholder   Signature of Proxy holder(s)

Notes:

1. 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 meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

SUNKIND India Private Limited Gurugram

ATTENDANCE SLIP

Annual General Meeting of SUNKIND INDIA PRIVATE LIMITED – 27th June, 2025
(Please fill attendance slip and hand it over at the entrance of the meeting hall.)

1. Full name of the Shareholder/ Proxy/Authorized Representative: ....
2. Folio No. /Client Id: .... DP ID: .... E-mail ID: ....
3. If Proxy/Authorized Representative, Full Name of Shareholder: ....

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, 27.06.2025 at 11:00 A.M. at DCG1-0904, 9th Floor DLF Corporate Greens, Sector-74A Gurgaon, Narsinghpur, Gurgaon, Narsinghpur, Haryana, India, 122004

Signature of the Shareholder/ Proxy Holder/Authorized Representative

Note: This attendance slip is to be handover at the entrance of the Meeting Hall.

SUNKIND India Private Limited Gurugram

Sunkind India Private Limited (Registered Office)
904, 9th floor, Tower 1, DLF Corporate Greens, Southern Peripheral Road, Gurugram, Haryana 122004
CIN No. U40106HR2019PTC082656