*[On the Letterhead of SINDICATUM SOLAR ENERGY GUJARAT PRIVATE LIMITED]*

Date: August [●], 2018

To,

The Board of Directors

**SINDICATUM SOLAR ENERGY GUJARAT PRIVATE LIMITED**

Vision Devote Business Center, 4th Floor, Times Square,

B Block, Sushant Lok – 1,

Gurgaon, Haryana – 122 002

NOTICE OF MEETING

A Meeting of the Board of Directors of the Company will be held on [●], 2018 at [●] p.m. at [●], to transact the following business:

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Agenda** | **Annexure** | **Page no.** |
|  | **Items for noting / confirmation** |  |  |
| 1. | Leave of absence to Directors – granting of |  |  |
| 2. | Minutes of the previous Board Meeting held on [●] | 1 | 1 |
|  | **Items for discussion/ approval** |  |  |
| 3. | Third Amendment to Share Purchase Agreement- approval of | 2 | 2 |
| 4. | Any other business |  |  |

**For Sindicatum Solar Energy Gujarat Private Limited**

Mr [●]

Director

DIN: [●]

Place:

Annexure 1

Minutes of the previous Board meeting dated [●], will be tabled at the Board Meeting for noting by the members.

Annexure 2

Third Amendment to Share Purchase Agreement

The Third Amendment to the Share Purchase Agreement dated November 11, 2015 is proposed to be executed among the Company, AES Solar Energy Holdings Mauritius Private Limited, Silver Ridge Power B.V., Sindicatum Captive Energy Singapore Pte. Limited and Sindicatum Renewable Energy Company Pte. Limited and will be tabled before the Board for its approval.

Draft resolution for consideration

**“RESOLVED THAT** pursuant to the provisions of Section [●] and any other applicable provisions, if any, of the Companies Act, 2013, purchase of [●] shares of the Company held by AES Solar Energy Holdings Mauritius Private Limited and Silver Ridge Power B.V. (“Sellers”) by Sindicatum Captive Energy Singapore Pte. Limited (“Acquirer”) for an aggregate consideration of [●] be and is hereby approved.

**RESOLVED FURTHER THAT** thedraft ofthe Third Amendment to the Share Purchase Agreement (“SPA”) proposed to be executed amongst the Company, the Sellers and the Acquirer for the purchase of [●] shares held by the Sellers in the Company and the consent of the Board of Directors be and is hereby accorded for the execution of the Third Amendment to the SPA with effect from [●].

**RESOLVED FURTHER that** [●] and/or [●] are hereby, severally, authorised to sign the Third Amendment to the SPA on behalf of the Company and amend the draft of the aforesaid SPA with the prior intimation of the same to the Board and also execute the SPA and any related or ancillary documents and further make any filings or obtain any approvals as may be required in respect of the same.

**RESOLVED FURTHER THAT** the any of the Directors be and is hereby severally authorized to furnish a certified true copy of the resolution for necessary action.”