

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA -ORDINARY GENERAL MEETING OF THE MEMBERS OF ACME SOLAR HOLDINGS LIMITED WILL BE HELD AT SHORTER NOTICE ON **FRIDAY THE 30th DAY OF MARCH, 2018 AT 11:00 A.M.** AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 152, SECTOR-44, GURUGRAM, HARYANA-122002 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. SHIFTING OF REGISTERED OFFICE FROM THE “STATE OF HARYANA” TO THE “NATIONAL CAPITAL TERRITORY OF DELHI” AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution

RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with applicable provisions of the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014 and subject to the approval of the Central Government and other necessary approval(s), if any, in this regard from appropriate authority(ies), and/ or sanction(s) as may be required, specified, imposed or suggested by the appropriate authorities, while granting any such approval(s), consent(s), permission(s), modification(s) and/or sanction(s) which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall, include any Committee(s) of the Board already constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from the “State of Haryana” to the “National Capital Territory of Delhi”.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals/ sanctions as may be required, the existing Clause II of the Memorandum of Association of the Company be substituted by the following:

"II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi."

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and are hereby severally authorized to file an application in Form INC-23 with the Regional Director, Northern Region, New Delhi for the said confirmation and to make all statutory filings including filing of Form MGT-14 and Form INC-22 and Form INC-28 to notify the said change in the situation of the registered office to the Registrar of Companies in accordance with Section 13 of the Companies Act, 2013 read with Rule 30 & 31 of the Companies (Incorporation) Rules, 2014.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and are hereby severally authorized to take all necessary steps to effect the change of the registered office of the Company from the “State of Haryana” to the “National Capital Territory of Delhi” including, but not limited to, making, filing application, to the Regional Director, Northern Region for its confirmation to the amendment of the provisions of the Memorandum of Association of the Company relating to change of registered office from the “State of Haryana” to the “National Capital Territory of Delhi” and to take all steps for purposes of and in connection therewith including arranging publication of general notice of the Application to be filed with the Regional Director, Northern Region in the newspapers, giving notices to the creditors of the Company, if any, and to the Chief Secretary, State of Haryana, Registrar of Companies, NCT of Delhi & Haryana and/or other authorities, affirming, signing, executing and filing affidavits, applications or any other documents or papers in connection with the Regional Director, Northern Region, Registrar of Companies and/or other authorities and to do all such acts, deeds or things as maybe considered necessary or desirable by them or in connection therewith.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company may further authorize any other person, as he or they may deem fit, by written statement, including Vakalatnama(s), to exercise all or any of the powers conferred on the Board of Directors.

2. TO CHANGE THE TERMS OF NCD AND CONVERSION TO CCD

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules, the approval of the members of the Company be and is hereby granted for change of terms of 6,500,000 NCDs of Rs. 1,000 each aggregating to Rs. 6500,000,000 and conversion to Compulsory Convertible Debentures (CCDs) on the below mentioned terms and conditions:

- CCDs shall have a face value of Rs. 1000/- each.
- These CCDs shall be unsecured and their holders shall not be entitled to have any claim on any asset of the Company.
- Rate of Interest 8% pa with moratorium period of one year from 19th September 2017. Interest shall neither be accrued nor be paid during the moratorium period. Interest is payable on 31st March every year.
- CCD may be converted into Equity Shares at any time at the option of CCD holders and the Company after the date of allotment. In case no option exercised by any of them then these shall be compulsory converted into Equity shares on expiry of thirty years from the date of allotment. These shall be mandatorily converted into as many number of equity shares as arrived by dividing the investment amount as on the date of conversion, by Fair Value of Equity Shares as on the date of conversion.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Operational Committee) be and are hereby jointly and/or severally authorised to execute and deliver on behalf of the Company, any deeds, documents, declarations, undertakings and other writings including signing and filing of prescribed forms, documents and return to be filled with the Registrar of Companies and any other authority as the case may be and to do

all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid matter including cancellation of old Debentures Certificate.

By Order of the Board

Place: Gurugram
Date: 29th March 2018

**Sd/-
Rajesh Sodhi
Company Secretary**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE DATE OF THE EXTRAORDINARY GENERAL MEETING.
PROXY FORM DULY STAMPED AND EXECUTED IN ORDER TO BE EFFECTIVE, MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE ANNUAL GENERAL MEETING
2. In the case of Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting.
3. The Ministry of Corporate Affairs (MCA), Government of India, vide its circular numbers 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively and the Companies Act, 2013 along with the rules framed thereunder, have allowed companies to send official documents to their shareholders electronically.
3. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013, relating to special business is annexed to the Notice.
4. The relevant records and documents connected with the businesses set out in the Notice are available for inspection at the Registered Office of the Company between 10:00 A.M and 5:00 P.M on all working days up to the day of the Extraordinary General Meeting.
5. The request for consenting the meeting to be held at shorter period has been attached thereto.
6. For the convenience of the shareholders, attendance slip-cum-entry pass is annexed to this notice and Shareholders/Proxies/Authorised Representatives are requested to fill in, affix their signatures at the space provided therein, and surrender the same at the venue. Proxy/Authorised Representative of a shareholder should state on the attendance slip as 'Proxy' or 'Authorised Representative' as the case may be. Shareholders / Proxies / Authorised Representatives may note that the admission to the meeting will be subject to verification / checks, as may be deemed necessary and they are advised to carry valid proof of identity viz., Voters ID Card / Employer Identity Card / Pan Card / Passport / Driving license etc. Entry to the venue will be permitted only on the basis of valid Attendance Slip-cum-Entry Pass

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

ITEM NO. 1

The Registered Office of the Company is presently situated in the State of Haryana at Plot No. 152, Sector-44, Gurugram-122002, Haryana. The Board of Directors of the company are considering the shifting of registered office of the Company from the “State of Haryana” to the “National Capital Territory of Delhi” for achieving better operational efficiency. The Board is of view that day to day affairs can be better managed from Delhi instead of Gurugram (Haryana).

Therefore, it is proposed to shift the Registered Office from the State of Haryana to the National Capital Territory of Delhi. As a sequel, Clause II of Memorandum of Association of the Company is required to be accordingly amended.

Section 13 of the Companies Act, 2013, inter alia, provides that for the shifting of the Registered Office of the Company from one State to another, approval of the Members by way of a special resolution and also approval of Central Government is required.

Accordingly, consent of members is sought for passing a Special Resolution as set out in item no. 1 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relative are in any way concerned or interested financially or otherwise, in resolution set out at item no. 1 of the Notice.

ITEM NO. 2

The Board at its meeting held on March 29, 2018 at the request of the debentures holder i.e. ACME Cleantech Solutions Private Limited recommended for the alteration of terms and conditions of 6,500,000 NCDs amounting to Rs. 6500,000,000 and conversion to Compulsorily convertible debentures (CCDs).

As per section 71 of the Companies Act, 2013 for change of terms of NCDs and conversion to CCDs, the Company shall require the approval of the shareholders of the Company by way of Special Resolution.

Accordingly, consent of members is sought for passing a Special Resolution as set out in item no. 2 of the Notice.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

By Order of the Board

**Sd/-
Rajesh Sodhi
Company Secretary**

Place: Gurugram
Date: 29th March 2018

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: U40106HR2015PLC055641
Name of the company: ACME SOLAR HOLDINGS LIMITED
Registered office: Plot No. 152, Sector-44, Gurugram-122002, Haryana
Name of the Member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP 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

2. Name:
Address:
E-mail Id:
Signature:,

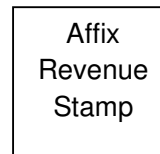
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Friday, the 30th day of March 2018 at 11.00 A.M. at Plot No. 152, Sector-44, Gurugram-122002, Haryana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1:
SHIFTING OF REGISTERED OFFICE FROM THE "STATE OF HARYANA" TO THE "NATIONAL CAPITAL TERRITORY OF DELHI" AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Resolution No. 1:
TO CHANGE THE TERMS OF NCD AND CONVERSION TO CCD

Signed this..... Day of..... 20....

Signature of shareholder



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

To,

The Board of Directors
Acme Solar Holdings Limited
Plot No. 152, Sector-44.
Gurgaon-122002, Haryana

Dear Sir,

I/We-----,

S/o-----,

R/o-----,

holding-----Equity shares in the company, as registered shareholder, hereby gives consent, pursuant to proviso of section 101(1) of the Companies Act, 2013, to hold the Extra Ordinary General Meeting on Friday, March 30, 2018 at 11:00 A.M. at shorter notice.

Name &sign of shareholder

Date:

Place:

ACME Solar Holdings Limited
(CIN: U40106HR2015PLC055641)
Regd. Office: Plot No .152, Sector-44, Gurugram-122002, Haryana, India

ATTENDANCE SLIP

(EXTRA ORDINARY GENERAL MEETING)

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Date:	March 30, 2018		
Place:	Plot No. 152, Sector-44, Gurugram-122002, Haryana		

Signature of the Shareholder/ Proxy/Representative present	
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Regd. Folio		DP ID & Client ID	
(If not dematerialized)		(If dematerialized)	
Name of the Shareholder			
Number of Shares			

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ACME Solar Holdings Limited
(CIN: U40106HR2015PLC055641)
Regd. Office: Plot No .152, Sector-44, Gurugram-122002, Haryana, India

ENTRY PASS

(to be retained throughout the meeting)

Name of the Shareholder											
Number of shares											
Regd. Folio (if not dematerialised)		DPID No.									
		Client ID No.									
		(if dematerialized)									
Name of the Proxy/Representative present											
Signature of Shareholder / Proxy / Authorised representative											

Shareholders/Proxy or representative of Shareholders are requested to produce the above attendance slip, duly signed in accordance with their specimen signatures registered with the Bank, along with the entry pass, for admission to the venue. Shareholders / Proxy holders / Authorised Representatives may note that the admission to the meeting will be subject to verification / checks, as may be deemed necessary and they are advised to carry valid proof of identity viz., Voters ID Card / Employer Identity Card / Pan Card / Passport / Driving license etc.

UNDER NO CIRCUMSTANCES, ANY DUPLICATE ATTENDANCE SLIP WILL BE ISSUED AT THE VENUE