

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of CLP India Private Limited will be held on Tuesday, 20 August 2019, at 3.00 p.m. in Conference Room 'Universe', 7th floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, to transact the following businesses:

ORDINARY BUSINESS**1. To receive, consider and adopt:**

- (a) the standalone audited financial statements of the Company for the financial year ended 31 March 2019 and the Reports of the Board of Directors and Auditors thereon, and to pass the following Ordinary resolution in this regard, with or without modification(s):

"RESOLVED THAT the Standalone Audited Financial Statements of the Company for the financial year ended 31 March 2019 and the reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted."

- (b) the consolidated audited financial statements of the Company for the financial year ended 31 March 2019 and the Reports of the Auditors thereon, and to pass the following Ordinary resolution in this regard, with or without modification(s):

"RESOLVED THAT the Consolidated Audited Financial Statements of the Company for the financial year ended 31 March 2019 and the reports of the Auditors thereon laid before this Meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS

- 2. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2020, and in this regard, 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 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014, and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company, the remuneration of INR 300,000 (exclusive of taxes and out of pocket expenses), payable to M/s. Kiran J. Mehta & Co., Cost Accountants in practice (Firm Registration No. 000025) to conduct the audit of the cost records of the Company for the financial year ending 31 March 2020, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

CLP India Private Limited

Corporate Office: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai – 400 099, India

T: +91 22 6758 8888 F: +91 22 6758 8811/8833 W: www.clpgroup.com, www.clpindia.in

Registered Office: 6th Floor, Chanakya, Off Ashram Road, Ahmedabad 380 009 T: +91 79 2658 5969 F: +91 79 2658 3254

CIN No. : U40100GJ1992PTC018284

A Member of CLP Group

3. To consider and approve the appointment of Mr. Shantharaju Bangalore Siddaiah (DIN: 00068501) as a Director of the Company, and in this regard, 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 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, the approval of the members be and is hereby accorded to appoint Mr. Shantharaju Bangalore Siddaiah (DIN: 08295990) for the office of the Director of the Company with immediate effect;*

***RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps to engage counsels, professionals, if required for certification of necessary forms, filing necessary forms, statements, intimations, letters and such other papers and for the purpose sign and execute forms, declarations, returns, letters, update the statutory registers of the Company and to do all such acts, deeds, matters and things as it may deem necessary, proper and expedient to give effect to this resolution.”*

4. To consider and approve the re-appointment of Mr. Rajiv Mishra (DIN: 00131207) as the Managing Director of the Company for a term of two years from 1 October 2019 to 30 September 2021, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

***“RESOLVED THAT** pursuant to section 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act, the approval of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Rajiv Mishra (DIN: 00131207) as Managing Director of the Company for a period of two years from 1 October 2019 to 30 September 2021;*

***RESOLVED FURTHER THAT** the current remuneration payable to Mr. Mishra in respect of the financial year 2019-20 is set out below, with liberty to the Board of Directors to alter the same in such manner as may be mutually agreed to between the Directors of the Company and Mr. Mishra, at any time, during the tenure of his appointment:*

Particulars	Amount in INR
Basic	24,344,928
House Rent Allowance	12,172,464
Incentive	30,431,160
Retiral benefits	9,585,815
Total Gross Earnings	76,534,367

RESOLVED FURTHER THAT the Board of Directors of the Company are authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution, including to sign, file such letter / documents / forms / returns as may be required to give effect to the re-appointment and to furnish a certified true copy of this resolution to all such persons / authorities as may be necessary, from time to time."

By order of the Board of Directors
of CLP India Private Limited




Mitesh Trivedi
Company Secretary
ACS 11921

Date: 26 July 2019

Place: Mumbai

Registered Office:
6th floor, Chanakya,
Off Ashram Road,
Ahmedabad 380009

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Company has received written consent in accordance with the requirements of proviso to Section 96(2) to hold the Annual General Meeting of the Company in Mumbai, in the state of Maharashtra in India, instead of the city, town or village where the Company's registered office is situated.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the AGM.
4. The instrument appointing proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before commencement of this AGM of the Company.

CLP India Private Limited

Corporate Office: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai – 400 099, India

T: +91 22 6758 8888 F: +91 22 6758 8811/8833 W: www.clpgroup.com, www.clpindia.in

Registered Office: 6th Floor, Chanakya, Off Ashram Road, Ahmedabad 380 009 T: +91 79 2658 5969 F: +91 79 2658 3254

CIN No. : U40100GJ1992PTC018284

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid items of Special Businesses is enclosed.
6. In terms of Section 152 of the Companies Act, 2013, it is proposed to appoint Mr. Shantharaju Bangalore Siddaiah (DIN: 00068501) as a Director of the Company. Further, it is proposed to appoint Mr. Rajiv Mishra (DIN: 00131207) as the Managing Director of the Company, pursuant to section 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013. The Board of Directors of the Company recommend the appointment / re-appointment of Mr. Shantharaju and Mr. Mishra, respectively. A brief profile of Mr. Shantharaju and Mr. Mishra along with the other requisite details are annexed to the Explanatory Statement, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
7. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, are open for inspection at the Registered Office of the Company on all working days up to the date of this Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Annual General Meeting.
8. The number and dates of Meetings of the Board and Committees held during the financial year 2018-19, indicating the number of meetings attended by each Director, are given elsewhere in the Annual Report.
9. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
10. A route map to the venue of the Annual General Meeting is also annexed to this Notice, alongwith Proxy Form and Attendance Slip.

ANNEXURE TO THE NOTICE

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

Item No. 2

The Board of Directors has approved the appointment of M/s. Kiran J. Mehta & Co., Cost Accountants, as Cost Auditors of the Company to conduct the audit of the cost records of the Company, for the financial year ending 31 March 2020.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. On recommendation of the Audit Committee, the Board has approved a remuneration of INR 300,000 for the financial year ending 31 March 2020. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2020, by passing an Ordinary Resolution set out at item No. 2 of the Notice.

The Board commends the aforesaid Resolution set out at Item No. 2 of the Notice as an Ordinary resolution for approval by the Members. None of the Directors of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Item No. 3

In terms of the Shareholders Agreement ('SHA') dated 13 September 2018 between CLP GPEC (Mauritius) Holdings Limited ("CLPH"), CDPQ Infrastructures Asia II PTE. Ltd. ('CDPQ') and the Company, CDPQ has currently appointed two representatives and is entitled to appoint one more representative on the Board of the Company. Pursuant to the SHA, CDPQ has now nominated Mr. Shantharaju Bangalore Siddaiah (DIN: 00068501) as its third representative on the Board of CLP India Private Limited.

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of Members. The Board has considered the candidature of Mr. Shantharaju at its Meeting held on 26 July 2019 and has recommended his appointment as a Director of the Company with immediate effect. The appointment of Mr. Shantharaju shall be effective upon approval by the Members in the Annual General Meeting. Mr. Shantharaju has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as a Director.

The Board thus commends the aforesaid Resolution set out at Item No. 3 of the Notice as an Ordinary resolution for approval by the Members. None of the Directors of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4

The Board of Directors, at its Meeting held on 26 July 2019, had approved the re-appointment of Mr. Rajiv Mishra as the Managing Director of the Company for a period of two years from 1 October 2019 to 30 September 2021. The proposed remuneration of Mr. Mishra, for FY 2019-20, is set out below:

Particulars	Amount in INR
Basic	24,344,928
House Rent Allowance	12,172,464
Incentive	30,431,160
Retiral benefits	9,585,815
Total Gross Earnings	76,534,367

The retiral benefits are exclusive of contribution to the gratuity fund by the Company. The annual increments will be decided by the Nomination and Remuneration Committee of CLP Holdings, Hong Kong or the Board of Directors of the Company depending on Mr. Mishra's performance, profitability of the Company and other relevant factors.

The Board recommends his re-appointment for the above-mentioned term to the shareholders for their approval and commends the aforesaid Resolution set out at Item No. 4 of the Notice as an Ordinary resolution for approval by the Members.

Except Mr. Rajiv Mishra, None of the Directors of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

By order of the Board of Directors
of CLP India Private Limited




Mitesh Trivedi
Company Secretary
ACS 11921

Date: 26 July 2019

Place: Mumbai

Registered Office:
6th floor, Chanakya,
Off Ashram Road,
Ahmedabad 380009

Other details of Directors seeking appointment / re-appointment are as under:

Sr. No.	Particulars	Disclosure													
1.	Name	Mr. Shantharaju Bangalore Siddaiah	Mr. Rajiv Mishra												
2.	Age	62	53												
3.	Qualification	B.com, AICWA, MBA	- Bachelor’s degree in Chemical Engineering (first class distinction) from BIT, Sindri - Masters in Business Administration from the Indian Institute of Management, Lucknow - Advanced Management Program Graduate from the Harvard Business School, Boston.												
4.	Experience	Over 37 years of experience	Over 25 years of experience												
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on 20 August 2019, read with the explanatory statement thereto, Mr. Shantharaju Bangalore Siddaiah is proposed to be appointed as a Director of the Company, with effect from the date of approval by the Members	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on 20 August 2019, read with the explanatory statement thereto, Mr. Rajiv Mishra is proposed to be re-appointed as the Managing Director for a term of two years from 1 October 2019 to 30 September 2021. Last drawn remuneration (for FY 2018-19): <table><tr><th>Particulars</th><th>Amount in INR</th></tr><tr><td>Basic</td><td>2,03,64,144</td></tr><tr><td>House Rent Allowance</td><td>1,01,82,072</td></tr><tr><td>Incentive</td><td>2,65,82,615</td></tr><tr><td>Retiral benefits</td><td>38,18,277</td></tr><tr><td>Total Gross Earnings</td><td>6,09,47,108</td></tr></table> Remuneration proposed to be paid (for FY 2019-20):	Particulars	Amount in INR	Basic	2,03,64,144	House Rent Allowance	1,01,82,072	Incentive	2,65,82,615	Retiral benefits	38,18,277	Total Gross Earnings	6,09,47,108
Particulars	Amount in INR														
Basic	2,03,64,144														
House Rent Allowance	1,01,82,072														
Incentive	2,65,82,615														
Retiral benefits	38,18,277														
Total Gross Earnings	6,09,47,108														

CLP India Private Limited
Corporate Office: 7th Floor, Fulcrum, Sagar Road, Andheri (East), Mumbai – 400 099, India

CLP India Private Limited

Corporate Office: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai - 400 099, India

T: +91 22 6758 8888 F: +91 22 6758 8811/8833 W: www.clpgroup.com, www.clpindia.in

Registered Office: 6th Floor, Chanakya, Off Ashram Road, Ahmedabad 380 009 T: +91 79 2658 5969 F: +91 79 2658 3254

CIN No. : U40100GJ1992PTC018284

		in General Meeting. Last drawn remuneration: Not applicable Remuneration proposed to be paid: Nil	<table><tr><th>Particulars</th><th>Amount in INR</th></tr><tr><td>Basic</td><td>24,344,928</td></tr><tr><td>House Rent Allowance</td><td>12,172,464</td></tr><tr><td>Incentive</td><td>30,431,160</td></tr><tr><td>Retiral benefits</td><td>9,585,815</td></tr><tr><td>Total Gross Earnings</td><td>76,534,367</td></tr></table>	Particulars	Amount in INR	Basic	24,344,928	House Rent Allowance	12,172,464	Incentive	30,431,160	Retiral benefits	9,585,815	Total Gross Earnings	76,534,367
Particulars	Amount in INR														
Basic	24,344,928														
House Rent Allowance	12,172,464														
Incentive	30,431,160														
Retiral benefits	9,585,815														
Total Gross Earnings	76,534,367														
	Date of first appointment	Not Applicable, since being appointed for first time.	30 September 2015 (as the Managing Director)												
	Shareholding in Company	Nil	Nil												
	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None	None												
	Number of Meetings of the Board attended during the year	Not Applicable	Mr. Rajiv Mishra has attended all the meetings during F.Y. 2018-19.												
	Other Directorships / Membership / Chairmanship of Committees of other Boards	Directorships: Ramky Enviro Engineers Limited	Directorships: - CLP India Private Limited - CLP Power India Private Limited - CLP Wind Farms (India) Private Limited - CLP Wind Farms (Theni - Project II) Private Limited - CLP Wind Farms (Theni - Project III) Private Limited - CLP Wind Farms (Theni - Project IV) Private Limited - CLP Wind Farms (Khandke) Private Limited - CLP India Foundation - Jhajjar Power Limited - SE Solar Limited												

CLP India Private Limited

			Committee Memberships:	
			Name of the Company	Name of the Committee
			CLP India Private Limited	a. Corporate Social Responsibility Committee b. Funding & Treasury Committee c. Project Knight Sub-Committee
			CLP Wind Farms (India) Private Limited	a. Corporate Social Responsibility Committee (Chairman) b. Funding & Treasury Committee (Chairman)
			CLP Wind Farms (Theni - Project II) Private Limited	Corporate Social Responsibility Committee (Chairman)
			CLP Wind Farms (Khandke) Private Limited	Corporate Social Responsibility Committee (Chairman)
			Jhajjar Power Limited	a. Project Committee b. Funding & Treasury Committee c. Corporate Social Responsibility Committee (Chairman)

CLP India Private Limited

Corporate Office: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai – 400 099, India

T: +91 22 6758 8888 F: +91 22 6758 8811/8833 W: www.clpgroup.com, www.clpindia.in

Registered Office: 6th Floor, Chanakya, Off Ashram Road, Ahmedabad 380 009 T: +91 79 2658 5969 F: +91 79 2658 3254

CIN No. : U40100GJ1992PTC018284

A Member of CLP Group



The power of new standards

CLP INDIA PRIVATE LIMITED

(CIN: U40100GJ1992PTC018284)

Registered Office Address: 6th floor, Chanakya, Off Ashram Road, Ahmedabad 380009,
Corporate Office Address: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400099,
Tel: 022 6758 8888, Email Id: mitesh.trivedi@clpindia.in, Website: www.clpindia.in

FORM NO. MGT.11

Proxy form

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

CIN: U40100GJ1992PTC018284

Name of the company: CLP India Private Limited

Registered office: 6th floor, Chanakya, Off Ashram Road, Ahmedabad 380009

Name of the member: _____

Registered address: _____

E-mail Id

Folio No/Client Id:

DP ID:

I /We, being member(s) of _____ equity share of the above-named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: _____ or failing him
2. Name:
Address:
E-mail Id:
Signature: _____ or failing him
3. Name:
Address:
E-mail Id:
Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 20 August 2019 at 03:00 p.m. at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400099, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Corporate Office: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai - 400 099, India
T: +91 22 6758 8888 F: +91 22 6758 8811/8833 W: www.clpgroup.com, www.clpindia.in
Registered Office: 6th Floor, Chanakya, Off Ashram Road, Ahmedabad 380 009 T: +91 79 2658 5969 F: +91 79 2658 3254
CIN No. : U40100GJ1992PTC018284

Sr. No.	Resolutions	For	Against
1	To receive, consider and adopt: - the standalone audited financial statements of the Company for the financial year ended 31 March 2019 and the Reports of the Board of Directors and Auditors thereon - the consolidated audited financial statements of the Company for the financial year ended 31 March 2019 and the Reports of the Auditors thereon		
2	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2020.		
3	To consider and approve the appointment of Mr. Shantharaju Bangalore Siddaiah (DIN: 00068501) as a Director of the Company.		
4	To consider and approve the re-appointment of Mr. Rajiv Mishra (DIN: 00131207) as the Managing Director of the Company for a term of two years from 1 October 2019 to 30 September 2021.		

Signed this ____ day of ____ 2019

Affix
Revenue
Stamp

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.



The power of new standards

CLP INDIA PRIVATE LIMITED

(CIN: U40100GJ1992PTC018284)

Registered Office Address: 6th floor, Chanakya, Off Ashram Road, Ahmedabad 380009,
Corporate Office Address: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400099,
Tel: 022 6758 8888, Email Id: mitesh.trivedi@clpindia.in, Website: www.clpindia.in

ATTENDANCE SLIP

Registered Folio/DP & Client ID	:
Name of Shareholder	:
Registered Address	:
Name of Joint holder(s), if any	:
No. of. Shares held	:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Annual General Meeting of the Company on Tuesday, 20 August 2019, at 03:00 p.m. at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400099, India

Signature of First holder/Proxy/Authorized Representative

Signature of joint holder(s)

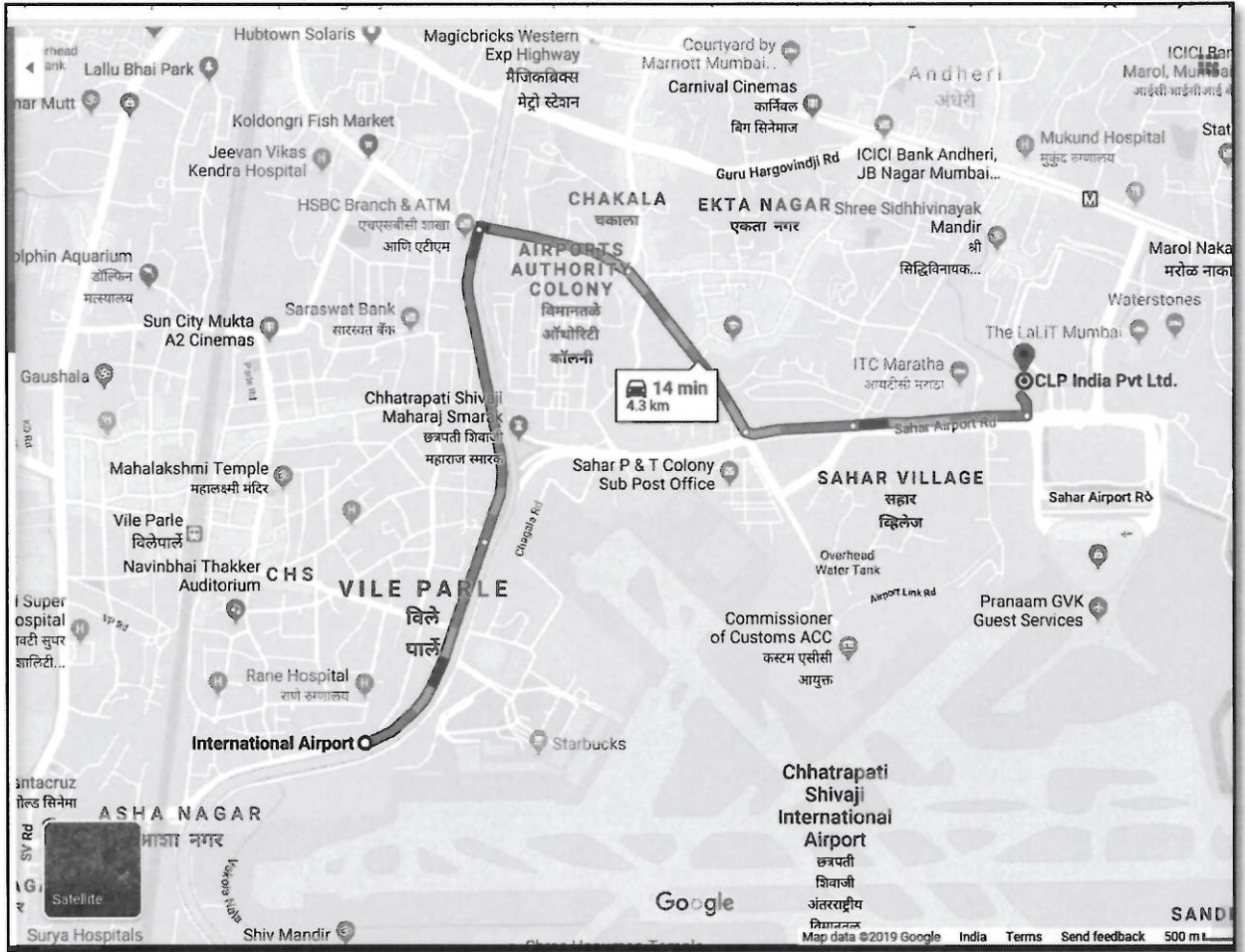
Place:

Date:

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting

ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI



CLP India Private Limited

Corporate Office: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai – 400 099, India

T: +91 22 6758 8888 F: +91 22 6758 8811/8833 W: www.clpgroup.com, www.clpindia.in

Registered Office: 6th Floor, Chanakya, Off Ashram Road, Ahmedabad 380 009 T: +91 79 2658 5969 F: +91 79 2658 3254

CIN No. : U40100GJ1992PTC018284

A Member of CLP Group