

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting 01/2019-20 of CLP India Private Limited will be held on Friday, 22 November 2019, at 4.00 p.m., in Conference Room 'Universe', 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, Maharashtra, India, to transact the following businesses:

SPECIAL BUSINESS:

1. To consider and approve the appointment of Mr. David Christopher Smales (DIN: 08607857) 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 of the Company be and is hereby accorded to appoint Mr. David Christopher Smales (DIN: 08607857) as a Director of the Company with immediate effect;*

***RESOLVED FURTHER THAT** Mr. Smales shall be a Non-Executive Director of the Company and shall not be charged with any executive responsibilities on a day-to-day basis;*

***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."*

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



Mitesh Trivedi
Company Secretary
ACS 11921

Date: 19 November 2019

Place: Mumbai

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

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

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 instrument appointing proxy to be effective must be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before commencement of the Extra Ordinary General Meeting of the Company.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A statement setting out the material facts the special business pursuant to Section 102 of the Companies Act, 2013 is enclosed.
5. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, are open for inspection at the Registered Office and Corporate Office of the Company on all working days up to the date of the Extra Ordinary General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the Extra Ordinary General Meeting.
6. A route map to the venue of the Extra - Ordinary General Meeting is also annexed to this Notice, along with Proxy Form and Attendance Slip.

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EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 1

Mr. Derek Parkin resigned as a Director of CLP India Private Limited ("the Company") with effect from 30 September 2019. 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, CLPH is entitled to appoint six (6) representatives on the Board of the Company, including the nomination of the Managing Director. Out of the said 6 representatives, CLPH has currently nominated four (4) representatives on the Board of the Company, including Mr. Rajiv Mishra, Managing Director and is entitled to appoint two more representatives. The Company is in receipt of a notice from CLPH expressing its intention to nominate Mr. David Christopher Smales (DIN: 08607857) as its nominee on the Board of the Company in place of Mr. Parkin.

A brief profile of Mr. Smales is, as under:

Mr. David Smales has been appointed as the Chief Operating Officer of CLPH with effect from 1 October 2019. Prior to his joining CLPH in the capacity of COO, Mr. Smales was the CEO of Energy Queensland. He has held senior management roles in energy companies including Origin in Australia and Drax Power and Centrica in the United Kingdom. Mr. Smales has a degree in Mechanical Engineering from Sheffield Hallam University at Sheffield, England and an MBA from University of Warwick at Warwickshire, England.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association adopted by the Company, appointment of Director requires approval of Members. The Board has considered the candidature of Mr. Smales in the Board Meeting held on 19 November 2019 and has recommended his appointment as a Director of the Company. The appointment of Mr. Smales shall be effective upon approval by the Members in the Extra Ordinary General Meeting. Mr. Smales 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. 1 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. 1 of the Notice.

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



Mitesh Trivedi
Company Secretary
ACS 11921

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

Sr No.	Particulars	Details
1.	Name	Mr. David Christopher Smales
2.	Age	52
3.	Qualification	Mechanical Engineer from Sheffield Hallam University at Sheffield, England and an MBA from University of Warwick at Warwickshire, England
4.	Experience	Held senior management roles in energy companies including Origin in Australia and Drax Power and Centrica in the United Kingdom.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Mr. David Christopher Smales is proposed to be appointed as a Non-Executive Director. Last drawn remuneration as a Director: Nil Remuneration proposed to be paid as a Director: Nil
	Date of first appointment	Not Applicable, since being appointed for first time.
	Shareholding in Company	Nil
	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None
	Number of Meetings of the Board attended during the year	Not Applicable
	Other Directorships / Membership / Chairmanship of Committees of other Boards	CLP Business Management Limited CLP Guangxi Fangchenggang Power Company Limited CLP Innovation Enterprises Limited CLP Power Asia Limited CLP Power International Limited CLP Research Institute Limited CLP Sichuan (Jiangbian) Power Company Limited CLP Smart Solutions Limited CLP Technical Services Limited

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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 Extra - Ordinary General Meeting of the company, to be held on the Friday, 22 November 2019 at 04:00 p.m. in Conference Room 'Universe', 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400099, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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Sr. No.	Resolutions	For	Against
1	To consider and approve the appointment of Mr. David Christopher Smales (DIN: 08607857) as a Director of the Company		

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.

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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 Extra - Ordinary General Meeting of the Company on Friday, 22 November 2019, at 04:00 p.m. in Conference Room 'Universe', 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

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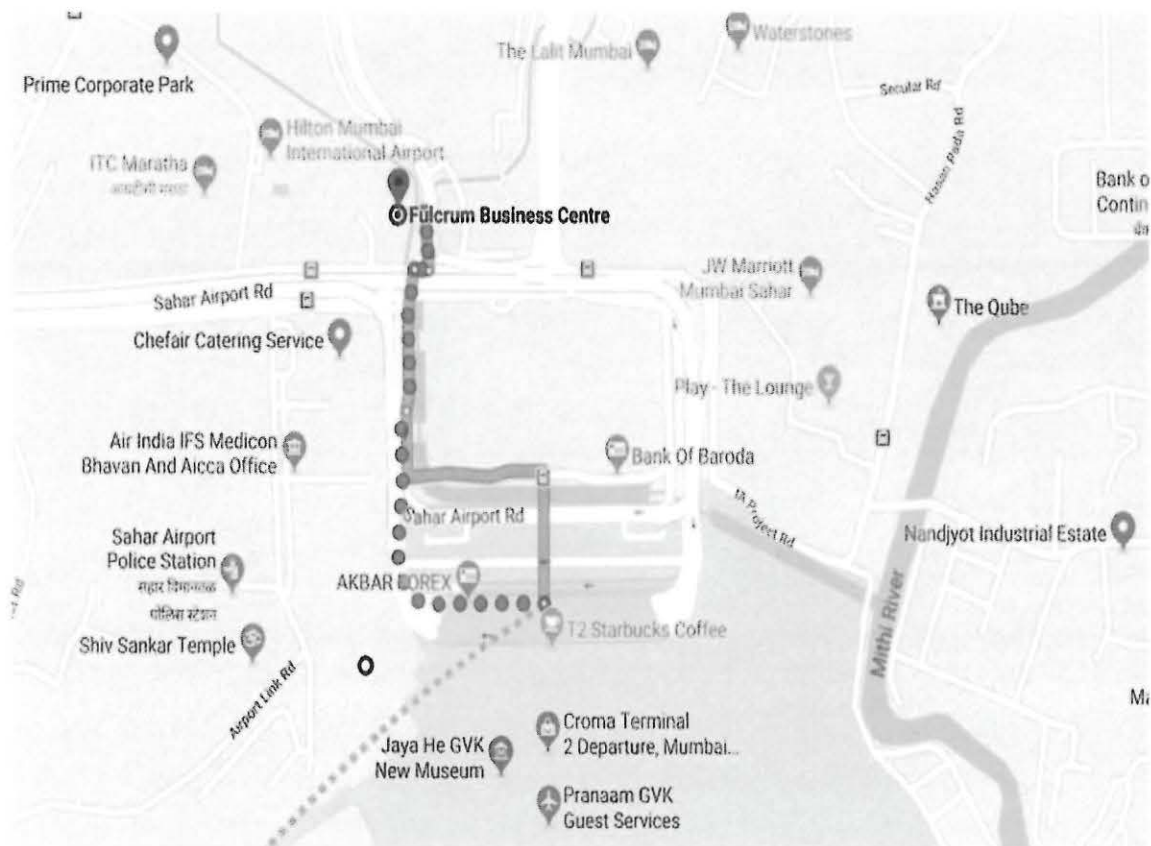
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ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI



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