

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of CLP India Private Limited will be held on Friday, 27 August 2021, at 10:00 a.m. at the Corporate Office of the Company 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 2021 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 2021 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 2021 and the Report 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 2021 and the Report 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 2022, 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, the remuneration of INR 120,000 (and applicable 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 2022, 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 3524

CIN No.: U40100GJ1992PTC018284

A Member of the CLP Group

3. To consider and approve the re-appointment of Mr. Rajiv Ranjan Mishra (DIN: 00131207) as the Managing Director of the Company for a term of two years from 01 October 2021 to 30 September 2023, 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 Sections 196, 203 and all other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Rajiv Ranjan Mishra (DIN: 00131207) as the Managing Director of the Company for a period of two years from 01 October 2021 to 30 September 2023;

RESOLVED FURTHER THAT the current remuneration payable to Mr. Mishra in respect of the financial year 2021-22 is set out below, with liberty to the Board of Directors to alter the same in such manner as may be mutually agreed between the Directors of the Company and Mr. Mishra, at any time, during the tenure of his appointment:

Particulars	Amount in INR
Basic	25,576,792
House Rent Allowance	12,788,396
Incentive	31,970,990
Retiral benefits	10,070,862
Total Gross Earnings	80,407,040

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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.”

4. To consider and approve the change of name of the Company and consequential alteration to the Memorandum of Association and Articles of Association of the Company, and in this regard, 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 4, 5, 13, 14 and 15 of the Companies Act, 2013 (the “Act”), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), subject to the approval of the Central Government and / or any other statutory or regulatory authority(ies) as may be necessary, consent of the Members of the Company, be and is hereby accorded for change of name of the Company from “CLP India Private Limited” to “Apraava Energy Private Limited”

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RESOLVED FURTHER THAT consequent to the aforementioned change of name of the Company, the extant Clause 1 (Name Clause) of the Memorandum of Association, be deleted and substituted with the following modified Clause 1, as under:

1. The name of the Company is Apraava Energy Private Limited.

RESOLVED FURTHER THAT the Memorandum of Association and the Articles of Association of the Company, in so far as they relate to the name of the Company, be amended and that the name "CLP India Private Limited" wherever appearing, be deleted and substituted with the name "Apraava Energy Private Limited";

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise, sign, execute, amend and file necessary applications, forms, deeds, documents and writings, as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

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

Mitesh
Bhupendra
Trivedi

Digitally signed by Mitesh
Bhupendra Trivedi
Date: 2021.08.04 13:48:22
+05'30'

Mitesh Trivedi
Company Secretary
Membership No. A11921

Date: 29 July 2021

Place: Mumbai

Registered Office:
6th Floor, Chanakya
Off. Ashram Road
Ahmedabad 380 009

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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 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.
3. The Company has received written consents in accordance with the requirements of proviso to Section 96(2) to hold the AGM 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.
4. Pursuant to Article 11.4(b) of the Articles of Association of the Company, unless otherwise decided by the Company, at every general meeting of the shareholders, all questions arising at the said meeting are required to be decided by way of a poll in accordance with the provisions of the Companies Act, 2013 (the “Act”). If the shareholders waive their right as aforesaid, the voting on all matters arising at the said meeting will be done by way of a show of hands.
5. Pursuant to Article 11.1 of the Articles of Association of the Company, a statement setting out the material facts concerning the item of special business pursuant to Section 102 of the Companies Act, 2013 is not applicable to the Company, however the same is enclosed for the information of the shareholders
6. Additional information pursuant to Secretarial Standard on General Meetings (“SS-2”) i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other requisite details, in respect of Mr. Mishra, seeking re-appointment at the AGM, is annexed to this Notice.
7. All documents referred to in the Notice and 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 AGM. Such documents shall also be available for inspection at the venue till the conclusion of the AGM.
8. 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.

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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 AGM is also annexed to this Notice, alongwith a Proxy Form and Attendance Slip.

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ANNEXURE TO THE NOTICE

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

Item No. 2

The Board of Directors (the “Board”) 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 2022.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (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. The Board at its Meeting held on 22 July 2021 has approved a remuneration of INR 120,000 (exclusive of taxes and out-of-pocket expenses) for the financial year ending 31 March 2022. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending 31 March 2022.

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 this Notice.

Item No. 3

The current term of Mr. Rajiv Ranjan Mishra as the Managing Director expires on 30 September 2021. The Board, at its Meeting held on 22 July 2021, has approved the re-appointment of Mr. Mishra as the Managing Director of the Company for a period of another two years from 01 October 2021 to 30 September 2023.

The proposed remuneration of Mr. Mishra, for FY 2021-22, is set out below:

Particulars	Amount in INR
Basic	25,576,792
House Rent Allowance	12,788,396
Incentive	31,970,990
Retiral benefits	10,070,862
Total Gross Earnings	80,407,040

The annual increments will be decided by the Nomination and Remuneration Committee of CLP Holdings Limited, Hong Kong, the ultimate holding company or the Board of the Company, depending on Mr. Mishra’s performance, profitability of the Company and other relevant factors.

The Board, accordingly, recommends Mr. Mishra's re-appointment on the terms and conditions mentioned above to the shareholders for their approval and commends the aforesaid Resolution set out at Item No. 3 of the Notice as an Ordinary resolution for approval by the Members.

Except Mr. 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. 3 of this Notice.

Item No. 4

Approval for change of name of the Company from "CLP India Private Limited" to "Apraava Energy Private Limited" and consequent amendments to the Memorandum of Association and the Articles of Association of the Company

CLP India is a joint venture between CLP Holdings group, one of the largest investor-owned power businesses in Asia and Caisse de dépôt et placement du Québec (CDPQ), one of Canada's leading institutional fund managers. CDPQ is a strategic investor in the Company, with 40% equity shareholding. CLP India is thus one of the largest foreign investors in the Indian power sector engaged in the business of power generation. With a view to improve the various stakeholder perceptions about the Company, the shareholders and the Management have undertaken an extensive re-branding exercise. Amongst its key milestones is the change of the name of the Company.

Accordingly, the Board, after some deliberations at its Meeting held on 30 November 2020, and thereafter, pursuant to its Circular Resolution BCR 11/2020-21 passed on 12 March 2021, approved the filing of a name availability and reservation application with the Ministry of Corporate Affairs ("MCA"), Office of the Registrar of Companies ("ROC"), Central Registration Centre ("CRC"), for the name 'Apraava Energy Private Limited'. The word 'Apraava' signifies that we harness the power of all four elements viz. Agni, Prithvi, Ambu and Vayu, to create a perfect equilibrium, a balance of resources and work towards a singular purpose.

In accordance with the provisions of the Companies Act, 2013 (the "Act"), the Reserve Unique Name ("RUN") service on MCA grants availability for use of name for a period of 60 days at a time. Therefore, the Company has filed applications for reservation of the proposed name through RUN in March, May and July 2021 and received approvals from the MCA in response to each of those applications stating no objection for name change from "CLP India Private Limited" to "Apraava Energy Private Limited" ("Proposed name") within a period of 60 days from the respective date of such approvals. Pursuant to the latest approval vide letter dated 21 July 2021, CRC has conveyed it's no objection for the availability of the Proposed name and has reserved it for a period of 60 days from the date of the said letter i.e., upto 19 September 2021.

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Pursuant to Section 13 of the Act, a company may alter the provisions of its Memorandum of Association ("MoA"), including its name, if it has been reserved by the MCA, after obtaining approval of its Members, by way of a Special Resolution. The extant MoA is proposed to be altered, especially Clause 1 viz., the Name Clause, to give effect to the proposed change of name from "CLP India Private Limited" to "Apraava Energy Private Limited", wherever applicable. The Board is requested to note that the name change would not result in any change in the business of the Company and that the extant objects pursued as per the extant MoA will remain unchanged. Likewise, under Section 14, the Articles of Association ("AoA"), can be amended by obtaining approval of the Members by way of a Special Resolution. The extant AoA is proposed to be altered to give effect to the proposed change of name from "CLP India Private Limited" to "Apraava Energy Private Limited", wherever applicable.

In terms of the applicable provisions of the Act and Rules made thereunder, therefore, the consent of the Members of the Company is sought for the change of name of the Company from "CLP India Private Limited" to "Apraava Energy Private Limited" and consequential amendments to the MoA and AoA. The Board thus commends the aforesaid Resolution set out at Item No. 4 of this Notice as a Special Resolution for approval by the Members of the Company.

None of the Directors of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

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

Mitesh
Bhupendra
Trivedi

Digitally signed by
Mitesh Bhupendra
Trivedi
Date: 2021.08.04
13:48:59 +05'30'

Mitesh Trivedi
Company Secretary
Membership No. A11921

Date: 29 July 2021
Place: Mumbai

Registered Office:
6th Floor, Chanakya
Off Ashram Road
Ahmedabad 380 009

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CIN No.: U40100GJ1992PTC018284

Other details of Mr. Rajiv Ranjan Mishra seeking re-appointment, are as under:

Sr. No.	Particulars	Mr. Rajiv Ranjan Mishra																								
1.	Age	55 years																								
2.	Qualification	• Bachelor’s degree in Chemical Engineering (first class distinction) from BIT, Sindri. • Master’s in business administration from the Indian Institute of Management, Lucknow. • Advanced Management Program Graduate from the Harvard Business School, Boston.																								
3.	Experience	Over 27 years of experience																								
4.	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 27 August 2021, read with the explanatory statement thereto, Mr. Rajiv Ranjan Mishra is proposed to be re-appointed as the Managing Director for a term of two years from 01 October 2021 to 30 September 2023. Last drawn remuneration (for FY 2020-21): <table><tr><th>Particulars</th><th>Amount in INR</th></tr><tr><td>Basic</td><td>25,075,280</td></tr><tr><td>House Rent Allowance</td><td>12,537,640</td></tr><tr><td>Incentive</td><td>31,344,100</td></tr><tr><td>Retiral benefits</td><td>9,873,392</td></tr><tr><td>Total Gross Earnings</td><td>78,830,412</td></tr></table> Remuneration proposed to be paid (for FY 2021-22): <table><tr><th>Particulars</th><th>Amount in INR</th></tr><tr><td>Basic</td><td>25,576,792</td></tr><tr><td>House Rent Allowance</td><td>12,788,396</td></tr><tr><td>Incentive</td><td>31,970,990</td></tr><tr><td>Retiral benefits</td><td>10,070,862</td></tr><tr><td>Total Gross Earnings</td><td>80,407,040</td></tr></table>	Particulars	Amount in INR	Basic	25,075,280	House Rent Allowance	12,537,640	Incentive	31,344,100	Retiral benefits	9,873,392	Total Gross Earnings	78,830,412	Particulars	Amount in INR	Basic	25,576,792	House Rent Allowance	12,788,396	Incentive	31,970,990	Retiral benefits	10,070,862	Total Gross Earnings	80,407,040
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Total Gross Earnings	80,407,040																									

Sr. No.	Particulars	Mr. Rajiv Ranjan Mishra						
5.	Date of first appointment	30 September 2015 (as the Managing Director)						
6.	Shareholding in Company	Nil						
7.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None						
8.	Number of Meetings of the Board attended during the year	Mr. Rajiv Ranjan Mishra has attended all the four meetings held during FY 2020-21.						
9.	Other Directorships / Membership / Chairmanship of Committees of other Boards (other than those of CLP India Private Limited) *	<u>Directorships:</u> • CLP Wind Farms (India) Private Limited; and • Jhajjar Power Limited. <u>Committee Memberships:</u> <table><tr><th>Name of the Company</th><th>Name of the Committee</th></tr><tr><td>CLP Wind Farms (India) Private Limited</td><td>i. Corporate Social Responsibility Committee (Chairman) ii. Funding & Treasury Committee (Chairman)</td></tr><tr><td>Jhajjar Power Limited</td><td>i. Project Committee ii. Funding & Treasury Committee (Chairman) iii. Corporate Social Responsibility Committee (Chairman)</td></tr></table>	Name of the Company	Name of the Committee	CLP Wind Farms (India) Private Limited	i. Corporate Social Responsibility Committee (Chairman) ii. Funding & Treasury Committee (Chairman)	Jhajjar Power Limited	i. Project Committee ii. Funding & Treasury Committee (Chairman) iii. Corporate Social Responsibility Committee (Chairman)
Name of the Company	Name of the Committee							
CLP Wind Farms (India) Private Limited	i. Corporate Social Responsibility Committee (Chairman) ii. Funding & Treasury Committee (Chairman)							
Jhajjar Power Limited	i. Project Committee ii. Funding & Treasury Committee (Chairman) iii. Corporate Social Responsibility Committee (Chairman)							

* Directorship includes Directorships of Public and Private Companies and Committee membership includes only Board constituted Committees.



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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 380 009

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 29th Annual General Meeting of the Company, to be held on Friday, 27 August 2021, at 10:00 a.m. in Conference room 'Universe', 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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CIN No.: U40100GJ1992PTC018284

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Sr. No.	Resolutions	For	Against
1	To receive, consider and adopt: a. the standalone audited financial statements of the Company for the financial year ended 31 March 2021 and the Reports of the Board of Directors and Auditors thereon b. the consolidated audited financial statements of the Company for the financial year ended 31 March 2021 and the Reports of the Auditors thereon		
2	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2022.		
3	To consider and approve the re-appointment of Mr. Rajiv Ranjan Mishra (DIN: 00131207) as the Managing Director of the Company for a term of two years from 01 October 2021 to 30 September 2023.		
4	To consider and approve the change of name of the Company and consequential alteration to the Memorandum of Association and Articles of Association of the Company.		

Signed this ____ day of _____ 2021

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

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.

ATTENDANCE SLIP

29th Annual General Meeting of CLP India Private Limited
held on Friday, 27 August 2021

Registered Folio/DP & Client ID No.	:
Name of Shareholder / Authorised Representative	:
Name of Joint holder(s), if any	:
Registered Address	:
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 29th Annual General Meeting of the Company being held on Friday, 27 August 2021, at 10:00 a.m., in Conference room 'Universe', 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, India.

Signature of First holder/Proxy/Authorized Representative

Signature of joint holder(s), if any

Place:

Date:

CLP India Private Limited

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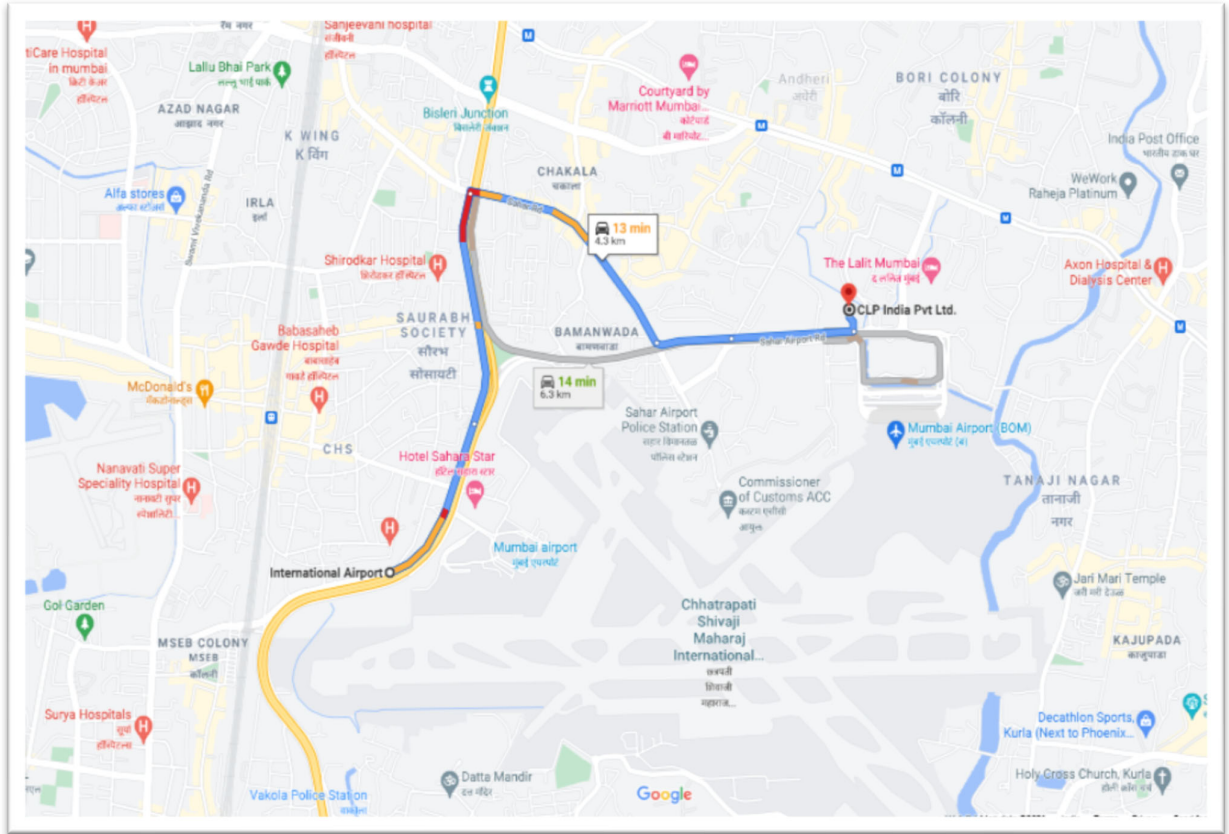
CIN No.: U40100GJ1992PTC018284

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ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI



CLP India Private Limited

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