



INDIA UNIPER POWER SERVICES PRIVATE LIMITED

CIN – U74999WB2016PTC216929

Registered Office: Plot No. X1-2 & 3, Block- EP , Sector-V, Salt Lake City, Kolkata - 700 091

T: +91 33 6609 4300 / 08 / 09 / 10, **F:** +91 33 2357 2452

Email: iupspl.secretarial@iup-services.com; Website: www.iup-services.com

NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting (AGM) of the Shareholders of **INDIA UNIPER POWER SERVICES PRIVATE LIMITED** will be held on Monday, 7th September, 2020 at 3.00 p.m.(IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the period ended 31st March, 2020 including the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Raghav Raj Kanoria (holding DIN - 07296482), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders of the Company be and is hereby accorded to appoint M/s. S. S. Kothari Mehta & Co., Chartered Accountants,(FRN 000756N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2025 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, plus applicable taxes and re-imburement of out-of-pocket expenses (if any);

RESOLVED FURTHER THAT the Directors or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds or things as may deem fit and necessary to give effect to this resolution.”

Special Business:

4. **Omnibus Approval of Related Party Transactions:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Schedule II of the Joint Venture and Shareholders’ Agreement between India Power Corporation Limited and Uniper Kraftwerke GmbH, omnibus approval of the Shareholders be and is hereby accorded to the Company for all such contracts, agreements or



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transactions entered or proposed to be entered by the Company with its Related Parties for the period 1st July, 2020 to 30th June, 2021 for an amount of Rs.50 Crores;

RESOLVED FURTHER THAT *the Related Party Transactions entered into by the Company pursuant to the omnibus approval granted as referred to in the above resolution shall be reviewed by the Board annually or at any regular interval as may be required;*

RESOLVED FURTHER THAT *the Directors or the Company Secretary of the Company hereby severally authorised to do all such acts, deeds or things as may deem fit and necessary to give effect to this resolution.”*

Date: 13.08.2020

Place : Kolkata

**By Order of the Board
For India Uniper Power Services Private Limited**

**Priyanka Surana
Company Secretary**

NOTES:

1. The AGM is convened through VC/OAVM in compliance with the General Circular No.20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs on ‘Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)’ read with General Circular No.14/2020 dated 8th April, 2020 and General Circular No.17/2020 dated 13th April, 2020 on ‘Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19’. The deemed venue of the AGM shall be the Registered Office of the Company.
2. The AGM is to be convened through Zoom Video Conferencing. Procedure to join the meeting is provided hereunder:
 - i. Copy / paste the following link in the address bar which will automatically guide you to the Meeting page :
<https://zoom.us/j/94663295897?pwd=QXl3ODJQZ2JsTjNkSHpYaWdFWXdGdz09> or
 - ii. In case you already have installed Zoom in your system or mobile device, you can join the Meeting with **the Meeting ID: 946 6329 5897 and Password: 317890.**
3. The facility for joining the AGM shall be open 15 minutes before the scheduled time and shall not be closed till the expiry of 15 minutes after the scheduled time.



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4. As per Companies Act, 2013, a Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his behalf. As this AGM is to be convened through VC/OAVM pursuant to the above mentioned MCA Circulars where physical attendance of Shareholders has been dispensed with, therefore facility relating to appointment of proxy by Shareholders shall not be available for this AGM. Hence, Proxy Form is not annexed to the Notice of this AGM.
5. Since the AGM will be held through VC/OAVM, the Attendance Slip and Route Map is not annexed to the Notice of this AGM.
6. Corporate Shareholders intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
7. Shareholders may contact at 033 66094300, in case any assistance is required regarding the use of the technology before or during the AGM.
8. During the AGM, where a poll is required on any item, the Shareholders shall cast their vote on the resolutions only by sending email through their registered email addresses. The said email casting vote shall only be sent at 'iupspl.secretarial@iup-services.com'.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Business to be transacted at the AGM is annexed hereto.
10. The Shareholders are requested to update any change in their contact address and e-mail address for receiving all communications from the Company, electronically.
11. All documents referred to in the Notice and Explanatory Statement shall be available electronically for inspection by the Shareholders from the date of circulation of this Notice up to the date of AGM, i.e. 7th September, 2020. Shareholders seeking to inspect such documents can send an email to 'iupspl.secretarial@iup-services.com'. The Statutory Registers shall be available for inspection electronically by the Shareholders during the AGM.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Item No. 4

Pursuant to Joint Venture and Shareholders' Agreement between India Power Corporation Limited and Uniper Kraftwerke GmbH, entering of transaction with Related Party has to be approved by the Shareholders of the Company. Considering that the Company may enter into transaction with its related parties, it is required to set limit in terms of amount of the transaction which the Company can enter with the related parties. Therefore, the Shareholders are requested to grant omnibus approval for all such contracts, agreements or transactions entered or proposed to be entered by the Company with its Related Parties for the period 1st July, 2020 to 30th June, 2021 for an amount of Rs.50 Crores.

The Related Party Transactions entered into by the Company pursuant to the omnibus approval granted shall be reviewed by the Board annually or at any regular interval as may be required.



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The Shareholders are informed that the meaning of Related Parties will be drawn in terms of the Section 2(76) and 2(77) of the Companies Act, 2013 and the Rules made thereunder including any amendment or modification thereto from time to time.

Accordingly, the Board of Directors recommend the Resolution as set out at Item No. 4 to be passed as an Ordinary Resolution by the Shareholders.

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

The KMP (Company Secretary) is only interested to the amount of remuneration drawn in professional capacity as per the appointment letter.

Date: 13.08.2020

Place : Kolkata

**By Order of the Board
For India Uniper Power Services Private Limited**

A handwritten signature in black ink, appearing to read "Priyanka Surana", with a horizontal line underneath.

**Priyanka Surana
Company Secretary**