

Hinduja National Power Corporation Limited

Regd. Off: C/o. Gulf Oil Corporation Limited, Post Bag No.1,
Kukatpally, Sanathnagar I.E., Hyderabad – 500 018
CIN: U40109TG1994PLC017199

NOTICE

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the Company will be held on Friday, 18th day of December, 2020, at 4:00 P.M. to transact the following business.

Due to COVID19 and national lockdown situation in the country, the meeting will be held through videoconference and Members are requested to join the meeting by video conference through “Zoom” application. The Meeting shall be deemed to be held at the corporate office at Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai – 4000 018 in terms of MCA Circular No 14/ 2020 dated 8-4-2020, Circular No 17 / 2020 dated 13-4-2020 and Circular No 20 / 2020 dated 5-5-2020 read with the Clarifications / Guidance on Secretarial Standards on Meetings of Boards (SS-1) and General Meetings (SS-2) by ICSI dated 15-4-2020.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2020, the Statement of Profit and Loss and Cash Flow Statement along with all notes to financial statements for the year ended on that date and the Reports of the Directors’ and Auditors’ thereon.
2. To appoint a Director in place of Mr. K Sridharan (DIN: 00051976), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS

3. Re-appointment of Mrs. Kanchan Chitale as Independent Director

To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act; Mrs.Kanchan Chitale (DIN: 00007267), Independent Director of the Company who has given her consent for re-appointment and submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and who is eligible for reappointment and based on her performance evaluation, in accordance with the recommendation of the Nomination & Remuneration Committee Mrs. Kanchan Chitale be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 years with effect from January 30, 2020 up to January 29, 2025 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or the Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

4. **Approval / Ratification of Cost Auditors’ Remuneration for the Financial Year 2020-21**

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the members hereby approve/ratify the remuneration of Rs.1,00,000/- (Rupees One Lakh only) excluding applicable taxes and out of pocket expenses at actuals, for the financial year ended March 31, 2021 to Ms.Shraddha C Mahadik, Cost Accountant (Firm Registration No: 002400), who was appointed as the Cost Auditor to conduct the audit of cost records maintained by the Company for the financial year ended March 31, 2021.”

By Order of the Board,
For **Hinduja National Power Corporation Limited**

Place : Mumbai
Date : 11-12-2020

Prasenjit Guha
Vice President- Legal & Company Secretary

<u>Corporate Office:</u> Hinduja House, 171, Dr.Annie Besant Road, Worli, Mumbai – 4000 018.	<u>Registered Office:</u> C/o. Gulf Oil Corporation Limited, Post Bag No.1, Kukatpally, Sanathnagar I.E., Hyderabad – 500 018. CIN: U40109AP1994PLC017199
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NOTES:

1. In terms of the Circular nos 14/ 2020 dated 8-4-2020; Circular No 17 / 2020 dated 13-4-2020; Circular No 20 / 2020 dated 5-5-2020 and the Clarifications / Guidance of ICSI on SS-1 / SS-2 dated 15-4-2020 the meeting is being held through video conference through zoom application. The login details for the meeting are as under :

<https://zoom.us/j/93091582240?pwd=MXJJUTVQMjNzdExpN2VjVUlaUnJ1UT09>

Zoom Meeting ID: 930 9158 2240
Password: 391714

2. The meeting will be deemed to have been held at the corporate office at Hinduja House, 171, Dr.Annie Besant Road, Worli, Mumbai – 4000 018.

3. Members attending by video shall be construed to be present in person for the purpose of ascertaining the quorum.
4. The members attending the meeting shall vote on a show of hands and each member shall have one vote unless a poll is demanded.
5. Proxies shall not be applicable for the general meeting held through video conferencing.
6. Proxy Form and Attendance Slip are not applicable for this meeting.
7. The notice of the Twenty Sixth Annual General Meeting will be sent to those members whose names appear on the register of members as on 11-12-2020
8. Corporate members are requested to send a duly certified copy of the board resolution/ power of attorney authorizing their representative to attend and vote at the Annual General Meeting.
9. Members having any questions on accounts are requested to send their queries in advance to the Company through e-mail to the following e-mail ids: prasenjit.hnp@hindujagroup.com or venugopal.hnp@hindujagroup.com to enable the Company to collate the relevant information.

ANNEXURE TO THE NOTICE

(Explanatory statement under section 102 of Companies Act, 2013)

Item No: 3

Mrs. Kanchan Chitale (DIN: 00007267) was appointed as an Independent Non-Executive Director of the Company at the Board Meeting held on January 30, 2015 in accordance with the recommendations of the NRC at their meeting held on same day, and approved by the members at the AGM of the Company held on September 24, 2015 for a period of five consecutive years commencing from January 30, 2015 to January 29, 2020.

The Nomination and Remuneration Committee at its meeting held on 9-1-2020 after taking in to account the performance evaluation of Mrs. Chitale and have recommended to the Board, for re-appointment of Mrs Chitale for a further term of 5 (Five) years. The Board at its meeting held on 13-1-2020 considered that her continued association would be of immense benefit to the Company and re-appointed Mrs. Chitale as an Independent Director for second term of 5 (Five) years with effect from January 30, 2020 to January 29, 2025, subject to approval of members by a special resolution. Her office will not be subject to liable to retire by rotation.

The Company had received a declaration from Mrs. Kanchan Uday Chitale confirming that she meets the criteria of independence as prescribed under Section 149 (6) of the Act. The Company had also received a consent from Mrs. Kanchan Uday Chitale to act as a Director.

Mrs. Kanchan Uday Chitale is a graduate in B.Com from Mumbai University; and a Fellow Member of the Institute of Chartered Accountants of India and is a chartered accountant in practice for over three (3) decades. She specialises in internal audit and management audit of large infrastructure company. She had pursued Executive Management Programme at Indian Institute of Management, Ahmedabad and course of Lead Assessor of Quality Systems for ISO 9000. She worked with SICOM for 8 years in varied functions including Project Assessment/ Appraisal, legal, accounting, company secretarial function and operations of State Government Corporation, MOPEC while on deputation from SICOM. She also handled overseas project assignment in Baghdad (Iraq). She had been a Member of IIM-A Alumni Association, various industry associations and chambers of commerce, Member and Ex-VP of association of Women Industrialists of Maharashtra, Member of Leading organisations including ICAI and BCA Society. She is business advisor to SME Enterprises, foreign JV entities and large infrastructure companies. She is Associate Director in M/s. M P Chitale & Co., Chartered Accountants having extensive experience in Internal Audit, Management Audit of corporate enterprises, specialised audits and other assignments of Commercial Banks, Financial Institutions and large infrastructure companies.

In terms of proviso to sec. 160 introduced by Companies (Amendment) Act, 2017 w.e.f. 9-2-2018, the requirement for deposit of amount of Rs.1 lakh for a director seeking appointment other than a retiring director will not be applicable to HNPCL being a Specified Public Company in case of appointment of (i) an Independent Director or (ii) Director recommended by NRC or Board of Directors of the Company.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mrs. Kanchan Uday Chitale as an Independent Director, for the approval by the shareholders of the Company by passing a special resolution.

Except Mrs. Kanchan Uday Chitale, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relative is concerned or interested, financially or otherwise in the resolution set out in the Item No. 3.

Item No: 4

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company had appointed Ms. Shraddha C Mahadik, Cost Accountant (Firm Registration No: 002400) as the Cost Auditor of the Company for the Financial Year 2019-20. The Board of Directors of the Company at its meeting held on 21-8-2020 has approved the re-appointment of Ms. Shraddha C Mahadik, Cost Accountant (Firm Registration No: 002400) as the Cost Auditor of the Company for the Financial Year 2020-21 at a remuneration of Rs.1,00,000/- (Rupees One Lakh only) plus applicable taxes and out of pocket expenses that may be incurred.

As per the specified rules, the remuneration payable to the cost auditor is required to be ratified by the members of the Company in a general meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution. The Board recommends the resolution set forth for the approval / ratification of the Members.

By Order of the Board,
For **Hinduja National Power Corporation Limited**



Prasenjit Guha
Vice President- Legal & Company Secretary

Place : Mumbai
Date : 11-12-2020

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