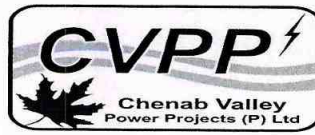




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कंपनी सचिवालय

एनएचपीसी लिमिटेड (भारत सरकार का एक उद्यम) और जेकेएसपीडीसी (जम्मू एवं कश्मीर सरकार का एक उद्यम) का एक संयुक्त उद्यम

COMPANY SECRETARIAT

CHENAB VALLEY POWER PROJECTS [P] LTD.

फोन नं/Phone No:0191-2479531

A Joint Venture of NHPC Ltd. (A Govt. of India Enterprise) & JKSPDC (A Govt. of J&K Enterprise)

Email: cs@cvppindia.com

सीआईएन / CIN: U40105JK2011PTC003321

NOTICE OF 2ND EXTRA ORDINARY GENERAL MEEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF CHENAB VALLEY POWER PROJECTS PRIVATE LIMITED WILL BE HELD ON **MONDAY, 3rd DAY OF APRIL, 2023 AT 11.30 AM** AT CVPPPL REGISTERED OFFICE, CHENAB JAL SHAKTI BHAVAN OPPOSITE SARASWATI DHAM, RAIL HEAD COMPLEX JAMMU - 180012- J&K THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), HOSTED FROM CVPPPL OFFICE, TO TRANSACT THE FOLLOWING BUSINESS:-

SPECIAL BUSINESS:

ITEM NO.1: APPROVAL TO BORROW FUNDS NOT EXCEEDING RS. 11800 CRORES (RUPEES ELEVEN THOUSAND EIGHT HUNDRED CRORES ONLY).

To borrow funds not exceeding Rs. 11800 crores and if thought fit, to pass the following resolution as a Special Resolution.

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "The Board") under section 180 (1) (c) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and any other applicable laws, rules and regulations, guidelines etc. and provisions of the Article of Association of the Company, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and/or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board may think fit, which together with the monies already borrowed by the company (apart from the temporary loans obtained from the bankers of the company in the ordinary course of the business) at any time shall not exceed in the aggregate Rupees 11800 crores (Rupees Eleven Thousand Eight Hundred Crores only) irrespective of the facts that such aggregate amount of borrowing outstanding at any one time may exceed the aggregate, for the time being, of the paid up capital, securities premium and free reserves of the Company.



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FURTHER RESOLVED THAT the Board be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

ITEM NO.2: APPROVAL TO CREATE MORTGAGE AND/OR CHARGE OVER THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY.

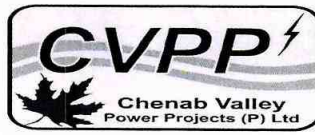
To create mortgage and/or charge over the movable and immovable properties of the Company and if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “The Board”) under Section 180 (1) (a) and other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) any other applicable laws, rules and regulations, guidelines etc. and subject to provisions of the Article of the Association of the Company, to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and/or immovable properties and/or the whole or substantially the whole of the undertaking(s) of the Company, as the case may be, both present and future and in such form and manner as the Board may deem fit in favour of Banks/Financial Institutions/Agents/Trustees etc. (herein after referred to as “Lenders”) for securing the borrowings availed/to be availed by way of Rupee/Foreign currency loans, Corporate Bonds, Tax Free bonds/ Line of Credit, Subordinate Debts from GOI etc. on such terms and conditions as may be mutually agreed with the Lenders of the Company towards security for borrowing of funds for the purpose of the business of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised and it shall always be deemed to have been so authorised to finalise and execute with the lenders the requisite agreement, documents, deeds, and writings for borrowings and/or creating the aforesaid mortgage(s) and/or charges and to do all such other



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acts, deeds and things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

By Order of the Board
For Chenab Valley Power Projects Private Limited

Place: Jammu
Date: 07.03.2023

(SUDHIR ANAND)
Company Secretary

Registered Office:

Chenab Jal Shakti Bhavan

Opposite Saraswati Dham, Rail Head Complex Jammu -180012-J&K

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. **Form of Proxy is enclosed.**
2. The instrument of proxy must be deposited at the registered office, Chenab Jal Shakti Bhavan Opposite Saraswati Dham Railhead Complex, Jammu-180012 J&K not less than 48 hours before the time fixed for holding the meeting.
3. The Register of Directors and Key Management Personnel (KMPs) and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be kept open for inspection at the time of EGM of the Company.
4. The Route Map of CVPPPL is enclosed herewith.
5. None of the Directors of the Company is in any way related to each other except in their professional / employment capacity.
6. The instructions for joining the Extra Ordinary General Meeting are as under:
 - a) The meeting will be held through Zoom Application.
 - b) Members can join the meeting either through Zoom app or through desktop/laptop.

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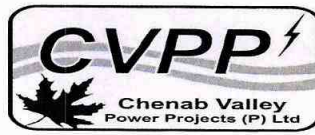
Email: cs@cvppindia.com

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- c) You will receive the link over the registered email id i.e. on which you have received the Notice of EGM for joining the meeting.
- d) In case of Android / Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
- e) Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
- f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g) The facility for joining the meeting will be kept open from 11.00 AM and will be closed at 1.00 PM. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- h) A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since, general meeting is conducting through VC, therefore, proxy cannot be appointed. However, in pursuance to Section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of participation and voting in the meeting held through VC.
- i) In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, 20/2020 dated 5th May, 2020 & 11/2022 dated 28.12.2022, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM / EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM though VC.
- j) The voting will be done by show of hands at the first instance unless chairman otherwise decides. In case the poll is decided by the chairman or demanded, the poll will be conducted immediately and all members are requested to send their assent or dissent at cs@cvppindia.com through the email ids on which they have received the notice of



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EGM during the meeting at the time of conducting of poll item no. wise.

- k) All the documents which are opened for inspection during the meeting will be available for inspection through electronic mode.
- l) In case of any query related to joining the meeting through Video Conferencing, members are requested to put their query on email id cs@cvppindia.com sufficiently in advance or call at +919419181543.

By Order of the Board

For Chenab Valley Power Projects Private Limited

Place: Jammu
Date: 07.03.2023


(SUDHIR ANAND)
Company Secretary

Registered Office

Chenab Jal Shakti Bhavan
Opposite Saraswati Dham, Rail Head Complex Jammu -180012-J&K

To,

1. All the Shareholders of Chenab Valley Power Projects Private Limited.
2. All the Directors of Chenab Valley Power Projects Private Limited.
3. Statutory Auditors.

चिनाब वैली पावर प्रोजेक्ट्स [पी] लिमिटेड

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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(3) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE.

ITEM NO. 1

At present three projects of CVPPPL with installed capacity of 2164 MW are under active construction with CCEA sanctioned cost of Rs. 16925.83 crore as under:

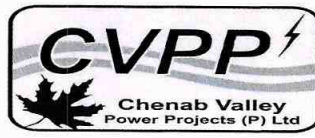
Name of the Project	Capacity (MW)	CCEA Sanctioned Cost (Rs. Crore)
PakalDul HEP	1000	8112.12
Kiru HEP	624	4287.59
Kwar HEP	540	4526.12
Total	2164	16925.83

Based on CCEA sanction, the estimated cost of the projects is Rs. 16925.83 crore which shall be funded in the debt equity ratio of 70:30 as per CERC guidelines. After deployment of Equity as per CERC norms, CAPEX of projects under construction are to be funded through loan Component. As per provisions of Companies Act 2013, these shall require approval of Borrowing Plan of the Company from Shareholders. Pursuant to the provisions of section 180 (1) (c) of Companies Act, 2013 the Board of Directors of a company cannot borrow money in excess of the amount of the Paid-up Share Capital, Free Reserves and Securities Premium without the approval of the shareholders in a General Meeting by way of special resolution.

The estimated equity contribution by promoters is Rs. 5056.33 Crore after considering the Government Grant of Rs. 69.80 crore for Kwar HEP. On the basis of CCEA sanctioned cost of Projects, total debt requirement of CVPPPL will be approx Rs. 11800.00 crores (Rupees Eleven Thousand Eight Hundred only) in next three years tentatively, which may increase further with the revision in cost estimates. The debt requirement shall be funded through Rupee/Foreign currency loans, Corporate Bonds, Tax Free bonds/ Line of Credit, Subordinate Debts from GOI etc. The tentative debt requirement of Rs. 11800 crores (Rupees Eleven Thousand Eight Hundred only) will exceed paid up share capital, free



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reserves and securities premium of the Company. In view of the above, approval of the Shareholders of the Company is being sought by way of Special Resolution(s), for authorizing the Board of Directors to borrow money from time to time, exceeding the paid up share capital of the Company, its free reserves and securities premium provided that total amount so borrowed (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not at any time exceed Rs. 11800 crores (Rupees Eleven Thousand Eight Hundred only). The Board of Directors of the Company has approved the above proposal and recommends the above proposal for approval of shareholders through Special Resolution.

The Board of Directors of the Company has approved the above proposal and recommended the above proposal in the 71st Meeting of Board of Directors of CVPPPL held on 29.01.2023 for approval of shareholders through Special resolution.

None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding interest, if any, in the Company.

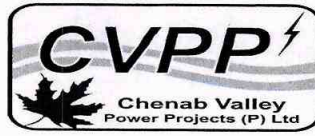
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(3) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE.

ITEM NO. 2

As per the requirements of Section 180(1)(a) of the Act, rules made there under and any other statutory and procedural formalities to be complied with in this regard, the Board of Directors of the Company, except with the consent of Shareholders of the Company by passing a Special Resolution, shall not create mortgage and/or charge on all or any of the immovable and/or movable properties of the Company, both present and future, or otherwise. Chenab Valley Power Projects Private Limited (CVPPPL) is presently engaged in active construction of 3Hydro electric Projects with installed capacity of 2164 MW. Accordingly, large portion of capital expenditure requirement of the Company has to be funded by debt by creation of security on the immovable/ movable properties of the Company. Therefore, it is proposed to authorize Board of Directors of the Company to create mortgage/ charge on immovable and/or movable properties of the Company and / or the



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whole or substantially the whole of the undertaking(s) of the Company, both present and future, for securing borrowing of funds for the purposes of business of the Company as per the requirements of Section 180(1) (a) of the Act. The Board of Directors of the Company has approved the above proposal and recommended the above proposal for approval of shareholders through Special Resolution.

The Board of Directors of the Company has approved the above proposal and recommended the above proposal in the 71st Meeting of Board of Directors of CVPPPL held on 29.01.2023 for approval of shareholders through Special resolution.

None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding interest, if any, in the Company

Yours faithfully

By Order of the Board

For Chenab Valley Power Projects Private Limited

Place: Jammu

Date: 07.03.2023

(SUDHIR ANAND)
Company Secretary

Registered Office

Chenab Jal Shakti Bhavan

Opposite Saraswati Dham, Rail Head Complex Jammu -180012-J&K

CHENAB VALLEY POWER PROJECTS [P] LIMITED

Registered Office Chenab Jal Shakti Bhavan, Opposite Saraswati Dham Railhead Complex, Jammu-180012(J&K) Tel. No.:0191-2479531; E-maild:cs@cvppindia.com

CIN:U40105JK2011PTC003321

PROXY FORM - MGT 11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered Address:	
E-maill id:	

I being the member of _____ Equity shares of Chenab Valley Power Projects [P] Limited, hereby appoint

1. Name:
2. Address:
3. Signature:

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 2nd Extra Ordinary General Meeting of the Company, to be held on **Monday, 3rd Day of April, 2023 at 11.30 AM** at CVPPPL Corporate Office, Chenab Jal Shakti Bhavan Opposite Saraswati Dham, Railhead Complex Jammu-180012 (J&K) and at any adjournment thereof in respect of such resolutions as are indicated:

Resolution for Special Business	
1	Approval to Borrow Funds not exceeding Rs. 11800 crores (Rupees Eleven Thousand Eight Hundred Crores only).
2	Approval to create mortgage and/or charge over the movable and immovable properties of the Company.

Signed this day of _____ 2023.

Affix Revenue
Stamp Re. 1/-

Signature of Member

Notes:

1. This form of proxy in order to be effective should be duly completed and deposit at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. Your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

CHENAB VALLEY POWER PROJECTS [P] LIMITED

Registered Office Chenab Jal Shakti Bhavan, Opposite Saraswati Dham Railhead Complex, Jammu-180012(J&K) Tel. No.:0191-2479531; E-maild:cs@cvppindia.com

CIN:U40105JK2011PTC003321

ATTENDANCE SLIP

2nd EXTRA ORDINARY GENERAL MEETING HELD ON MONDAY, 3RD APRIL, 2023.

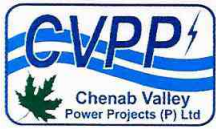
Name and Address of the Shareholder(s)	
No. of shares	

I hereby record my presence at the 2nd Extra Ordinary General Meeting of the Company, held on **Monday 3rd Day of April, 2023 at 11.30 AM** at CVPPPPL Corporate Office, Chenab Jal Shakti Bhavan Opposite Saraswati Dham Railhead Complex, Jammu-180012 (J&K).

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

Note: Please fill the Attendance Slip.



ROUTE MAP OF CVPPPL:

