

NICDC NEEMRANA SOLAR POWER LIMITED

(formerly known as DMICDC Neemrana Solar Power Company Limited)

CIN: U40300DL2014PLC266439

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the Members of NICDC Neemrana Solar Power Limited will be held on Wednesday, the 25th day of September, 2024 at 02:30 P.M. at the registered office of the Company situated at 8th Floor, Tower 1, Jeevan Bharti Building, 124 Connaught Place, New Delhi - 110001 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Financial Statements as at 31st March, 2024 and the reports of the Board of Directors and the Auditors thereon and the comments of the Comptroller and Auditor General of India for the period ended on that date.
2. To appoint a Director in place of Shri Ajay Sharma (DIN: 08271957), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment and to consider, and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Shri Ajay Sharma (DIN: 08271957), Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

3. To fix the remuneration of Statutory Auditor(s) of the Company appointed by the office of the Comptroller & Auditor General of India (C&AG) for the FY 2024-25 and to consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, the appointment of Statutory Auditors as may appointed by the office of the Comptroller & Auditor General of India (C&AG) for the financial year 2024-25 be and is hereby approved/taken note of.”

“RESOLVED FURTHER THAT Managing Director of the Company be and is hereby authorized to fix the terms and conditions including the determination of the audit fee payable to the Statutory Auditors as recommended by the office of the C&AG.”

SPECIAL BUSINESS:

4. To regularise the appointment of Shri Rajeev Sharma (DIN: 10455471) as Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution:

“RESOLVED THAT Shri Rajeev Sharma (DIN: 10455471), who was appointed as an Additional Director with effect from 05th January, 2024 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of forthcoming Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**For and on behalf of the Board
NICDC Neemrana Solar Power Limited**

Sd/-

**(Surya Prakash)
Company Secretary
Membership No. A32917
Address: B-64, 01st Floor,
East Nathu Colony, Delhi - 110093
M. No. A32917**

Date: 03rd September, 2024

Place: New Delhi

NOTES:

1. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of him/her and such proxies need not be a member of the Company. The instrument of proxy in order to be effective should be duly stamped, completed, signed and must be deposited at least 48 hours before the time for holding the aforesaid meeting.
2. A person shall act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total Share Capital of the Company carrying voting rights. Member holding more than 10 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 proxy for any other member.
3. Proxy Form(s) and certified copy of the Board Resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company.
4. A Body Corporate, being a member, shall be deemed to be personally present only if it is represented in accordance with Section 113 of the Companies Act, 2013.
5. In conformity with the provisions of section 102(1) of the Companies Act, 2013, the Explanatory Statement setting out all the material facts relating to the aforesaid business is annexed herewith and form part of the notice.
6. Details of Director seeking appointment at the ensuing Meeting are provided in the "Annexure-A" to the notice.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013: -

ITEM NO. 4

National Industrial Corridor Development Corporation Limited (NICDC Ltd), the holding Company, vide its letter dated 28th December, 2023 had nominated Shri Rajeev Sharma as a Director on the Board of NICDC Neemrana Solar power Company Limited in place of Shri Srikanth Kommu.

Accordingly, as per Section 161 (1) of the Companies Act, 2013, the Board of Directors of the Company has appointed Shri Rajeev Sharma as an Additional Director on the Board of the Company with effect from 05th January, 2024 and as per Section 160 of the Companies Act, 2013 also recommended his appointment as Director to the Shareholders of the Company.

The resolution seeks the approval of the members for regularizing the appointment of Shri Rajeev Sharma as Director on the Board of the Company.

Information pursuant to Secretarial Standard-2 on General Meeting is attached as Annexure to the Notice.

No Director, Key Managerial Personnel or their relatives, except Shri Rajeev Sharma to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members.

**BY ORDER OF THE BOARD
For NICDC Neemrana Solar Power Limited**

Sd/-

**(Surya Prakash)
Company Secretary
Membership No. A32917
Address: B-64, 01st Floor,
East Nathu Colony
Delhi - 110093**

Date: 03rd September, 2024

Place: New Delhi

**BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT AT THE
09TH ANNUAL GENERAL MEETING**

Pursuant to Clause 1.2.5 of Secretarial Standard on General Meetings issued by
Institute of Company Secretaries of India

Name	Shri Rajeev Sharma (DIN: 10455471)
Age	51 Years
Qualification	Shri Rajeev Sharma did his MBA in Operation Management and Bachelors in Civil Engineering and Building & Quantity Surveying. He also holds PMP Certification from PMI (U.S.A).
Experience	Shri Rajeev Sharma is a qualified Technical, Project Management, Contract Management & Operation Expert with 31 years of proven experience in construction and contract management for transportation, urban infrastructure high end residential, Commercial, Institutional & Industrial structures along with hotels and hospital projects in India and Gulf Region. During the initial part of his career, He worked with Govt. Contractors/ consultants in the Residential sector and thereafter moved on to core construction sector, working with contractors on both pure construction, EPC & BOT projects.
Terms and Conditions of appointment or re-appointment	Appointment as per Section 160 of the Companies Act, 2013.
Remuneration last drawn (including sitting fees)	-
Remuneration proposed to be paid	-
Date of first appointment on the Board	05 th January, 2024
Shareholding in the Company as on date	Nil
Relationship with other Directors/KMP	No inter se related to any Director of the Company
Number of meeting of the Board attended during the financial year	Not applicable
Directorships of other Boards	<ol style="list-style-type: none"> 1. DMIC Vikram Udyogpuri Limited- Additional Director 2. NICDIT Krishnapatnam Industrial City Development Limited- Additional Director 3. Maharashtra Industrial Township Limited- Additional Director 4. CBIC Tumakuru Industrial Township Limited - Additional Director
Membership/ Chairmanship of Committees of other Boards as on date	Nil

Attendance Slip

CIN	:	U40300DL2014PLC266439
Name of the Company	:	NICDC Neemrana Solar Power Limited
Registered Office	:	08 th Floor, Tower-I, Jeevan Bharti Building, 124, Connaught Place, New Delhi - 110001

I/We hereby record my/our presence at the 10th Annual General Meeting of the Company on 25th September, 2024 at the Registered Office of the Company situated at 8th Floor, Tower 1, Jeevan Bharti Building, Connaught Place, New Delhi -110001.

.....
Member's Folio

.....
Member's/Proxy Name

.....
Member's/Proxy
Signature

Proxy Form

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	:	U40300DL2014PLC266439
Name of the Company	:	NICDC Neemrana Solar Power Limited
Registered Office	:	08 th Floor, Tower-I, Jeevan Bharti Building, 124, Connaught Place, New Delhi - 110001

Name of the members(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/Client Id	:	
DP ID	:	

I/We, being the members(s) of _____ shares of the above name 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 Annual General Meeting of the company to be held on Wednesday, the 25th day of September, 2024 at the registered office of the Company situated at 8th Floor, Tower 1, Jeevan Bharti Building, Connaught Place, New Delhi - 110001 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below: -

Resolution No.

- 1.....
- 2.....
- 3.....
- 4.....

Signed this.....day of.....2024

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.