

SITAPURAM POWER LIMITED

Registered Office: Sitapuram, Dondapadu Village, Mallareddy Gudem Mandal
(Chinthala Palem), Suryapet District, Telangana

NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of Sitapuram Power Limited will be held on Wednesday, the 16th day May 2018 at 3.00 p.m at the Registered Office of the Company situated at Sitapuram, Dondapadu Village, Mallareddy Gudem Mandal (Chinthala Palem), District-Suryapet, Telangana to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company consisting of Balance Sheet as at 31 December 2017, the Profit and Loss Account and Cash Flow Statement for the year ended on that date including significant accounting policies, notes forming parts of the financial statements together with the Reports of the Board of Directors and Auditors' thereon for the Financial year ended 31 December 2017.
2. To appoint a Director in place of Mr. Jamshed Naval Cooper (DIN: 01527371) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration.

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modifications or re-enactment thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, having Registration No. 101049W/E300004 be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting ("AGM") till the conclusion of 18th AGM to be held in the calendar year 2023 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

By the Order of the Board of Directors



S. Sundaram
Managing Director

Date: 08.02.2018
Place: Gurugram

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The proxy form should be deposited at the Registered Office of the Company at Sitapuram, Dondapadu Village, Mallareddy Gudem Mandal, Suryapet District, Telangana, not less than 48 hours before the commencement of the meeting.
3. Corporate Members intending to send their Authorised Representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representatives to attend and vote at the meeting.
4. Members / Proxies should bring their attendance slip sent herewith duly filled in for attending the meeting. Members are requested to notify any change in their address / residential status immediately to the Registered Office / Corporate Office of the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013 will be available for inspection at the AGM.
6. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act 2013 will be available for inspection at the AGM.

Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following explanatory statements, as required by Section 102 of the Companies Act, 2013 set out all material in respect of the business under Item No. 2 of the accompanying Notice dated 08 February 2018.

Item No. 2:

Brief resume of Mr. Jamshed Naval Cooper, who is proposed to be re-appointed as Director, is given below:

Mr. Jamshed N. Cooper (holding DIN 01527371), aged 61 years, is a science graduate with Post-Graduation in management specializing in marketing from the Institute of Management Studies, Indore University. During his professional career of almost three and a half decades, he has gained rich experience spanning over 32 years in the cement industry alone. He has also worked for consumer durable industry in the past.

Prior to joining HeidelbergCement Group, Mr. Cooper served with ACC Limited (now a Holcim Group Co.) for 22 years. During his tenure at ACC, he also worked for its joint ventures namely, Float Glass and Bridgestone. Before joining ACC, Mr. Cooper had a stint with Godrej & Boyce Manufacturing Co. Ltd. a consumer durable company.

Traversing his professional career, Mr. Cooper has gained experience in Corporate Management, Cost Leadership, Strategy Building, Brand Management, Logistics, Channel Management, Rural Marketing, Feasibility Studies & Project Implementation, Human Resource Management, IT Systems and Procurement. During his illustrious career, he pioneered the 25 kg cement packing and launched bulk cement for the first time in India. One of his achievements has been managing and minimizing the risks arising out of spurious look-alike brands.

He is also the Managing Director of HeidelbergCement India Limited and Zuari Cement Limited and Chairman of Gulbarga Cement Limited.

Except Mr. Cooper, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolution.

By the Order of the Board of Directors



S. Sundaram
Managing Director

Date: 08.02.2018
Place: Gurugram