

BSES Yamuna Power Limited  
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Delhi 110 032, India  
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**NOTICE OF 14TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 14<sup>th</sup> Annual General Meeting of the BSES Yamuna Power Limited will be held on Monday, 28<sup>th</sup> day of September 2015 at 11:30 a.m. at Conference Hall, 2nd Floor, BSES Bhawan, Nehru Place, New Delhi-110019 for transacting the following business: -

**ORDINARY BUSINESS:**

14.1 To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as on that date and Reports of the Board of Directors and Auditors thereon.

14.2 To appoint a director in place of Shri Rana Ranjit Rai (DIN 01625853), Director who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

**14.3 Appointment of M/s Haribhakti & Co., LLP as Statutory Auditor of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution: -

"RESOLVED THAT pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s Haribhakti & Co. LLP, Chartered Accountants [ICAI Firm Registration No. 103523W], be and is hereby appointed as Statutory Auditors of the Company for a term of three years from April 01, 2015 to March 31, 2018 and to hold office until the conclusion of the 17<sup>th</sup> Annual General Meeting to be held in year 2018 on such fee as may be mutually agreed upon between the management and the Auditors.

RESOLVED FURTHER THAT appointment of the statutory auditor and their fee shall be subject to the ratification at each annual general meeting held after forthcoming annual general meeting.

RESOLVED FURTHER THAT Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts deeds and things as may be required to give effect to the aforesaid resolution."

**SPECIAL BUSINESS**

**14.4 Appointment of M/s Jitender, Navneet & Company as Cost Auditors of the Company and ratification of their remuneration for the financial year ending 31<sup>st</sup> March, 2016.**

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 all other applicable provision of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as recommended by the Audit Committee and Board of Directors, appointment of M/s Jitender, Navneet & Company, Cost Accountants be and is hereby approved by the members as Cost Auditors for the FY 2015-16 at a remuneration of Rs. 2,25,000 plus out of expenses of Rs. 25,000/- plus service tax, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**14.5 Appointment of Shri Mahendra Singh Mehta as a nominee of Reliance Infrastructure Limited**

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

“RESOLVED THAT Shri Mahendra Singh Mehta (DIN 00019566), who was appointed as an Additional Director of the Company with effect from 26.03.2015 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**14.6 Appointment of Shri Sanjeev Singh as a nominee of Delhi Power Company Limited**

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

“RESOLVED THAT Shri Sanjeev Singh (DIN 06963785), who was appointed as an Additional Director of the Company with effect from 24.07.2015 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**14.7 Appointment of Shri Sudhir Mohan Varma as a nominee of Delhi Power Company Limited**

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

"RESOLVED THAT Shri Sudhir Mohan Varma (DIN 02954917), who was appointed as an Additional Director of the Company with effect from 24.07.2015 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**14.8 Appointment of Shri Prem Prakash as a nominee of Delhi Power Company Limited**

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

"RESOLVED THAT Shri Prem Prakash (DIN 07222695), who was appointed as an Additional Director of the Company with effect from 24.07.2015 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**14.9 Appointment of Shri Surinder Singh Kohli under category Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and Section 152 read with schedule IV and all applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Surinder Singh Kohli (DIN 00169907) who was appointed as Additional (Independent) Director of the Company by the Board of Directors w.e.f 28.07.2015 and who holds office upto

the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of 14<sup>th</sup> Annual General Meeting for a term upto the conclusion of 19<sup>th</sup> Annual General Meeting of the Company in the calendar year 2020 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT Shri Surinder Singh Kohli will also act as lead Independent director on the Board of the Company.

RESOLVED FURTHER THAT Chief Executive Officer and Company Secretary of the Company be and are hereby authorized severally to file the necessary form(s), in relation to the appointment of Shri Surinder Singh Kohli as an Independent Director, with the Registrar of Companies, NCT of Delhi and Haryana, to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**14.10 Appointment of Ms. Ryna Zaiwalla Karani under category Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and Section 152 read with schedule IV and all applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Ryna Zaiwalla Karani (DIN 00116930) who was appointed as Additional (Independent) Director of the Company by the Board of Directors w.e.f 28.07.2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent (Woman) Director of the Company to hold office for five consecutive years from the date of 14<sup>th</sup> Annual General Meeting for a term upto the conclusion of 19<sup>th</sup> Annual General Meeting of the Company in the calendar year 2020 and she will not be liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer and Company Secretary of the Company be and are hereby authorized severally to file the necessary form(s), in relation to the appointment of Ms. Ryna Zaiwalla Karani as an Independent Director, with the Registrar of Companies, NCT of Delhi and Haryana, to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**14.11 Appointment of Shri Ajit Keshav Ranade under category Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and Section 152 read with schedule IV and all applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Ajit Keshav Ranade (DIN 00918651) who was appointed as Additional (Independent) Director of the Company by the Board of Directors w.e.f 28.07.2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of 14<sup>th</sup> Annual General Meeting for a term upto the conclusion of 19<sup>th</sup> Annual General Meeting of the Company in the calendar year 2020 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer and Company Secretary of the Company be and are hereby authorized severally to file the necessary form(s), in relation to the appointment of Shri Ajit Keshav Ranade as an Independent Director, with the Registrar of Companies, NCT of Delhi and Haryana, to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**14.12 Appointment of Shri Anjani Kumar Sharma under category Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and Section 152 read with schedule IV and all applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Anjani Kumar Sharma (DIN 01180722) who was appointed as Additional (Independent) Director of the Company by the Board of Directors w.e.f 28.07.2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of 14<sup>th</sup> Annual General Meeting for a term upto the conclusion of 19<sup>th</sup> Annual General Meeting of the Company in the calendar year 2020 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer and Company Secretary of the Company be and are hereby authorized severally to file the necessary form(s), in relation to the appointment of Shri Anjani Kumar Sharma as an Independent Director, with the Registrar of Companies, NCT of Delhi and Haryana, to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**14.13 Approval for Investment of Surplus funds of the Company & post facto approval for short term Investment made by the Company**

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

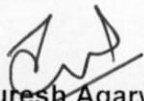
"RESOLVED THAT short term investments of Rs. 90 Crores made from April, 2014 to July, 2014, for which post facto approval is sought, be and are hereby approved.

RESOLVED FURTHER THAT as per the provisions of Sec. 179 of the Companies Act, 2013 read with the Companies (Meeting of Board & its Power) Rules, 2014 and subject to the terms and conditions of the Shareholder Agreement dated 27<sup>th</sup> June, 2002 executed between M/s BSES Limited, M/s Delhi Power Company Limited & M/s Central-East Delhi Electricity Distribution Company Limited (including any modification or re-enactment thereof), as recommended by the Board, approval of the members be and is hereby accorded to invest funds of the Company, exceeding Rs. 50 million, in short terms funds including fixed deposits or other short term instruments thereof.

RESOLVED FURTHER THAT Chief Executive Officer and Chief Financial Officer of the Company be and are hereby authorized severally & jointly to invest the surplus funds of the Company in any of the specified securities."

RESOLVED FURTHER THAT that all the steps taken by the management in the interest of the company in this regard till date be and are hereby ratified"

By the order of the Board  
For **BSES YAMUNA POWER LIMITED**

  
(Suresh Agarwal)  
Company Secretary

Place : Delhi  
Date : 01.09.2015

**NOTES:**

- (1) Information in respect of the Directors of the Company seeking appointment/re-appointment as set out in item no 14.2, 14.5 to 14.12 at this Annual General Meeting is annexed hereto.
- (2) **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. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY FILLED, STAMPED, SIGNED AND COMPLETED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

An instrument of Proxy shall be valid only if it is properly stamped as per the applicable law. Undated Proxies and Proxies which does not state the name of Proxy shall be considered invalid.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- (3) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- (4) The relevant documents/records are available for inspection by the shareholders at the Registered Office of the Company at any time during the working hours till the date of Annual General Meeting.
- (5) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 and the Rules made thereunder with regard to the special business set above is annexed hereto.
- (6) The Notice of the AGM alongwith the Annual Report 2014-15 is being sent by electronic mode to Members entitled to receive such e-mail as per records of the Company or as provided by the depository.
- (7) Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- (8) Members are requested to bring their copy of Annual Report with them at the Annual General Meeting.
- (9) Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Director(s) at least 10 days in advance of the meeting so that the information called for can be made available at the Meeting.
- (10) Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective DPs.

**ANNEXURE TO NOTICE**

**Explanatory Statement in terms of Section 102 of the Companies Act, 2013**

**SPECIAL BUSINESS**

As required under Section 102 of the Companies Act, 2013, the following explanatory statement set out the material facts relating to the business mentioned in the accompanying Notice.

**Item No. 14.4**

The Board, on the recommendation of the Audit Committee, has considered and recommended the appointment and fixing the remuneration of M/s. Jitender, Navneet & Company, Cost Accountant, as Cost Auditors to conduct audit of Cost Records maintained by the Company for the Financial Year 2015-16.

Accordingly, consent of the members is sought for their approval as set out at Item No. 14.4 of the Notice for the appointment of M/s. Jitender, Navneet & Company as Cost Auditors of the Company for the Financial Year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.4 of the Notice.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

**Item No. 14.5**

Shri Mahendra Singh Mehta, nominee of Reliance Infrastructure Limited was appointed as an additional Director of the Company with effect from 26.03.2015 who holds office up to the date of this Annual General Meeting and is eligible for appointment as Director as provided under the Act. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying their intention to propose the candidature of Shri Mahendra Singh Mehta for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Mahendra Singh Mehta as a Director.

**Brief Profile of Shri Mahendra Singh Mehta**

He has over 4 decades of rich experience at apex positions in various companies of repute like ACC-Babcock, DCM Group, Essar Group and Reliance ADA Group. He is widely travelled and has been a member of various Indian and International Association and Forums.



He has worked in diversified industry segments in core and infrastructure industries including power, engineering, electronics, and telecommunications and has vast experience in managing large businesses / operations.

Except Shri Mahendra Singh Mehta, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.5 of the Notice.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

**Item No. 14.6**

Shri Sanjeev Singh, nominee director of DPCL was appointed as an additional Director of the Company with effect from 24.07.2015 who holds office up to the date of this Annual General Meeting and is eligible for appointment as Director as provided under the Act. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying their intention to propose the candidature of Shri Sanjeev Singh for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Sanjeev Singh as a Director.

**Brief Profile of Shri Sanjeev Singh**

Shri Sanjeev Singh has joined Delhi Transco Limited as Managing Director. Before joining Delhi Transco Limited, Shri Sanjeev Singh was with Power Grid Corporation of India Limited as Executive Director and was in-charge of Operational Services. An alumnus of Moti Lal Nehru National Institute of Technology, Allahabad where he did his BE (Electrical) in 1981, Shri Singh has vast experience of working in the power sector. He started his career in 1982 with National Hydroelectric Power Corporation Limited. During his career spanning 32 years as an Electrical Engineer Shri Sanjeev Singh has worked with NHPC, NTPC and POWER GRID in different capacities.

Except Shri Sanjeev Singh, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.6 of the Notice.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

**Item No. 14.7**

Shri Sudhir Mohan Varma, nominee director of DPCL was appointed as an additional Director of the Company with effect from 24.07.2015 who holds office up to the date of this Annual General Meeting and is eligible for appointment as Director as provided under the Act. The Company has received notice under Section 160 of the

Companies Act, 2013 from a member signifying their intention to propose the candidature of Shri Sudhir Mohan Varma for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Sudhir Mohan Varma as a Director.

**Brief Profile of Shri Sudhir Mohan Varma**

Shri Sudhir Mohan Varma passed out from Mount St. Mary's in the year 1971 and is a graduate from Delhi University. He is a Fellow Chartered Accountant and among the first few Certified Internal Auditors in the country. He has been in professional practice since 1980 under S.M.Varma & CO., Chartered Accountants. He has working exposure with International Companies, the Media and NGOs among others and is considered an expert in many areas of professional practice.

He is a past president of the Institute of Internal Auditors – Delhi Chapter and is currently a member of its Board of Governors. He is also Chairman of the Education and Training Committee. He was a member of the study group formed by The Institute of Chartered Accountants of India to draft guidelines for members on audits of NGO's. He has contributed to various committees of the Institute of Internal Auditors and The Institute of Chartered Accountants of India and chaired many a sessions at various conferences. He is a regular contributor of papers at workshops and conferences.

Except Shri Sudhir Mohan Varma, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.7 of the Notice.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

**Item No. 14.8**

Shri Prem Prakash, nominee director of DPCL was appointed as an additional Director of the Company with effect from 24.07.2015 who holds office up to the date of this Annual General Meeting and is eligible for appointment as Director as provided under the Act. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying their intention to propose the candidature of Shri Prem Prakash for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Prem Prakash as a Director.

**Brief Profile of Shri Prem Prakash**

Shri Prem Prakash (56) is a B.Tech, M.E, MBA, he has taken over as Director (Operations) Delhi Transco Limited. Prior to this Shri Prem Prakash was General Manager (Technical) since 1st September 2011 in the Company.

Born on 5th April 1959 Shri Prem Prakash did his B. Tech (Electrical) from Indian Institute of Technology (IIT) Delhi in 1983, MBA from Faculty of Management Studies, University of Delhi and Master of Engineering (Electrical) from Delhi College of Engineering.

Shri Prem Prakash started his career with Oil and Natural Gas Corporation in 1983 and moved to erstwhile Delhi Electricity Supply Undertaking (DESU) in 1986 as Assistant Executive Engineer. He has worked in various capacities in DESU, Delhi Vidyut Board and Delhi Transco Limited. He has a vast experience of around 30 years in Delhi power sector and has worked in all its major segments viz. Distribution, Generation and Transmission. Shri Prem Prakash has also worked with Power Finance Corporation.

Besides, Shri Prem Prakash has also been General Manager with Delhi Power Company Limited, the holding company of Delhi Government for power sector entities.

In DTL he has headed Operations and Maintenance, Commercial and Regulatory Affairs, Projects, Construction and Planning wings of the company

Except Shri Prem Prakash, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.8 of the Notice.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

#### **Item No. 14.9**

Shri Surinder Singh Kohli was appointed as an Additional (Independent) Director of the Company w.e.f 28.07.2015 who holds office up to the date of this Annual General Meeting and is eligible for appointment as Director as provided under the Act. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying their intention to propose the candidature of Shri Surinder Singh Kohli for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Surinder Singh Kohli as a Director.

#### **Brief Profile of Shri Surinder Singh Kohli**

Shri Surinder Singh Kohli, 70, was the Chairman and Managing Director of India Infrastructure Finance Company Limited (IIFCL), a wholly owned company of the Government of India, engaged in promotion and development of infrastructure till April 2010. Under his leadership, IIFCL commenced its operations and carved a niche for itself in financing infrastructure projects. The support of IIFCL helped in speedier achievement of financial closure of infrastructure projects in sectors like highways, airports, seaports, power, etc. IIFCL was conferred with the "Most Admired Infrastructure Financier 2010" by KPMG-Infrastructure Today. Shri Surinder Singh Kohli has long experience as a banker, spanning over 40 years having held positions

of Chairman and Managing Director of Punjab and Sind Bank, Small Industries Development Bank of India (SIDBI) and Punjab National Bank (PNB). PNB is one of the largest public sector banks in India. During his chairmanship of PNB, he undertook total transformation of the bank.

Except Shri Surinder Singh Kohli, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.9 of the Notice.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

**Item No. 14.10**

Ms. Ryna Zaiwalla Karani was appointed as an Additional (Independent) Director of the Company w.e.f 28.07.2015 who holds office up to the date of this Annual General Meeting and is eligible for appointment as Director as provided under the Act. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying their intention to propose the candidature of Ms. Ryna Zaiwalla Karani for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Ms. Ryna Zaiwalla Karani as a Director.

**Brief Profile of Ms. Ryna Zaiwalla Karani**

Ms. Ryna Zaiwalla Karani, 48, is a partner of the ALMT Legal, Advocates and Solicitors and part of the Firm's corporate and commercial team. She has been practicing as a lawyer since 1994 and is enrolled as Advocate with the Bar Council of Maharashtra & Goa. Prior to joining ALMT Legal in November 2006, Ryna was a partner at another law firm in Mumbai. Ryna's practice includes advising on mergers and acquisitions, joint ventures, private equity and investment funds on a full range of corporate transactions including cross border transactions. She has advised and assisted a number of foreign clients in establishing a presence in India through incorporations of companies and/or establishment of branch/liaison offices.

Except Ms. Ryna Zaiwalla Karani, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.10 of the Notice.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

**Item No. 14.11**

Shri Ajit Keshav Ranade was appointed as an Additional (Independent) Director of the Company w.e.f 28.07.2015 who holds office up to the date of this Annual General Meeting and is eligible for appointment as Director as provided under the Act. The

Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying their intention to propose the candidature of Shri Ajit Keshav Ranade for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Ajit Keshav Ranade as a Director.

**Brief Profile of Shri Ajit Keshav Ranade**

Shri Ajit Keshav Ranade is an economist, political analyst based out of Mumbai, India. He is a PhD in Economics from Brown University. He is a B.Tech in Electrical Engineering from Indian Institute of Technology, Bombay. He is an alumnus of Indian Institute of Management, Ahmedabad. He had been Professor ICRIER, New Delhi and Assistant Professor at IGIDR, Mumbai.

He is the Chief Economist of the Aditya Birla Group, an Indian multinational conglomerate. He also served as Chief Economist at ABN AMRO Bank. He serves as a Director on the Board of Hindalco Almix Aerospace Limited, a joint venture company of Hindalco and Almix Inc. of USA between 2007 to 2011. He was Government of India's nominee as Independent Director of Multi Commodity Exchange of India Ltd., from September 22, 2007 to April 1, 2010. He has served on various committees of the Reserve Bank of India, including the Committee on Fuller Capital Account Convertibility and the committee to review FEMA for Individuals. He is a member of the National Executive Committee of FICCI and Economic Policy Council of CII. He chairs the Research Advisory Panel of the Indian Institute of Banking and Finance. He is a member of the Board of Governors of the of Indian Institute of Technology, Bombay. He is columnist with Mumbai Mirror. He also writes at First Post, Business Standard, IBNLive and The Economist Times. He has authored several books, namely Life Insurance in India: Emerging Issues, Three Questions about Insurance Liberalisation, Maharashtra's EGS: Regional Patterns, Scope for Reforms and Replication. He is a co founder and trustee of Association for Democratic Reforms which is an Indian civil society group vying for transparency in the politics of India. He was awarded as Distinguished Alumnus of Indian Institute of Technology, Bombay in 2009.

Except Shri Ajit Keshav Ranade, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.11 of the Notice.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

**Item No. 14.12**

Shri Anjani Kumar Sharma was appointed as an Additional (Independent) Director of the Company w.e.f 28.07.2015 who holds office up to the date of this Annual General Meeting and is eligible for appointment as Director as provided under the Act. The Company has received notice under Section 160 of the Companies Act, 2013 from a

member signifying their intention to propose the candidature of Shri Anjani Kumar Sharma for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Anjani Kumar Sharma as a Director.

**Brief Profile of Shri Anjani Kumar Sharma**

Shri Anjani Kumar Sharma is a Chartered Accountant. A Chartered Accountant by profession with strong experience in audit, tax, and advisory of Corporate and NPO's Shri Anjani Kumar Sharma has worked with numerous Corporate in various capacities. A partner with Bhawani Sharma & Co. Chartered Accountants (34 year old CA firm), he also has a rich experience in Audit and Taxation. The clients handled vary from PSU's like Assam Electricity Board to Punjab National Bank.

He is also the member of the Task force for NPO Committee of ICAI. He is the National convener of FCRA (Foreign Contribution Regulation Act) issues (CCONPO-ICAI) and has been nominated as an expert by ICAI to partner with the Ministry of Home Affairs-FCRA department to help them with their outreach programs.

Except Shri Anjani Kumar Sharma, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.12 of the Notice.

The Board commends the Resolution for approval of the members as an Ordinary Resolution.

**Item No. 14.13**

From April, 2014 to July, 2014, the Company has invested funds totalling to Rs.90 Crores in Short Terms Deposits / Fixed Deposits with various Banks, details being as follows:

FDR Investment Detail from April-14 to July 2014

<u>Purpose of FDR</u>	<u>Name of bank</u>	<u>Date of Investment</u>	<u>Amount of FDR (Amount in Cr.)</u>	<u>Tenure of FD</u>
Regular Investment	ICICI Bank	23.05.2014	20.00	7 Days
Regular Investment	Axis Bank	23.05.2014	20.00	7 Days
Regular Investment	Axis Bank	15.07.2014	18.00	7 Days
Regular Investment	Axis Bank	17.07.2014	32.00	7 Days

Further, it is also envisaged that the funds of the Company shall be required to be invested on a day-to-day basis with various banks/financial institutions in short term funds /FD's so as not to keep funds idle and obtain possible interest benefits.

Moreover, it is proposed that the funds already invested by the Company from April, 2014 to July, 2014 needs to be approved by the shareholders of the Company and all the steps taken by the management in the interest of the Company in this regard till date needs to be ratified.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.13 of the Notice.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

DETAILS OF SEEKING APPOINTMENT/REAPPOINTMENT AT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING

Particulars	Shri Mahendra Singh Mehta	Shri Rana Ranjit Rai	Shri Sanjeev Singh	Shri Sudhir Mohan Varma	Shri Prem Prakash	Shri Surinder Singh Kohli	Ms. Ryna Zaiwalla Karani	Shri Ajit Keshav Ranade	Shri Anjani Kumar Sharma
DIN	00019566	01625853	06963785	02954917	07222695	00169907	00116930	00918651	01180722
Date of Birth/Age	09.12.1955	09.08.1950	17.11.1960	30.07.1955	05.04.1959	10.04.1945	09.09.1967	24.04.1961	22.10.1981
Date of appointment on the Board	26.03.2015	05.11.2012	24.07.2015	24.07.2015	24.07.2015	28.07.2015	28.07.2015	28.07.2015	28.07.2015
Qualifications	MBA (IIM) B.E. MBM Engineering College.	Graduate in Science, LL.B	BE (Electrical)	CA	B.Tech (Electrical) IIT Delhi  MBA (FMS)  M.E (Electrical) DCE	B.Sc. (Mechanical Engineering), Diploma in Industrial Finance	B.A. (University of Bombay) - 1991 LLB.(University of Bombay) - 1994	PhD in Economics from Brown University B.Tech -Electrical Engineering from IIT, Bombay	CA
Experience	Metals and mining sector executive with over 33 years of experience in general management, marketing, business operations and strategy.	Wide business experience of Small, Medium and large Scale Industries.	Wide experience across various business Industries.	Wide business experience across a variety of Industries.	30 years long experience across Power Sector.	40 years long experience with bankers and in the field of Finance.	Wide legal experience across a variety of Industries.	Wide business experience across a variety.	Business experience with various Industries.
Terms and Conditions of appointment/reappointment along with remuneration details of remuneration and last drawn remuneration, if applicable	Non Executive Director (Sitting Fees Only)	Non Executive Director (Sitting Fees Only)	Non Executive Director  (Sitting Fees Only)	Non Executive Director  (Sitting Fees Only)	Non Executive Director  (Sitting Fees Only)	Non Executive Director  (Sitting Fees Only)	Non Executive Director  (Sitting Fees Only)	Non Executive Director  (Sitting Fees Only)	Non Executive Director  (Sitting Fees Only)
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Relationships with the Other Directors, manager and other KMP(s)	Not applicable.	Not applicable	Not applicable.	Not applicable.	Not applicable.	Not applicable.	Not applicable.	Not applicable.	Not applicable.
No. of Meetings	Three Board	Eight Board							



attended and other Directorships, Memberships./Chairmanship of Committees of the Board	meeting and <b>Directorships</b> 1. BSES Rajdhani Power Limited 2. Reliance Aerostructure Limited 3. Reliance Unmanned Systems Limited 4. Reliance Propulsion Systems Limited 5. Reliance Helicopters Limited 6. Reliance Naval Systems Limited 7. Reliance SED Limited	Meeting and <b>Directorships</b> 1. Reliance Infrastructure Limited 2. BSES Rajdhani Power Limited	One Board meeting and <b>Directorships</b> 1. Delhi Transco Ltd. 2. Indraprastha Power Generation Company Ltd. 3. Pragati Power Corporation Ltd. 4. Yamuna Coal Company Pvt. Ltd. 5. BSES Rajdhani Power Limited 6. Tata Power Delhi Distribution Limited	One Board meeting and <b>Directorships</b> 1. Amson Interconnect Pvt. Ltd. 2. BSES Rajdhani Power Limited	One Board meeting and <b>Directorships</b> 1. Delhi Transco Ltd. 2. BSES Rajdhani Power Limited	One Board meeting and <b>Directorships</b> Annexure 1	Nil and <b>Directorships</b> Annexure 2	One Board meeting and <b>Directorships</b> 1. BSES Rajdhani Power Limited	One Board meeting and <b>Directorships</b> 1. Capitals Merchant Pvt. Ltd. 2. Southern Accountability and Governance Alliance Pvt. Ltd. 3. BSES Rajdhani Power Limited
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**Annexure 1 (Shri Surinder Singh Kohli)**

S. No.	Name of the Company in which Directorships are held
1.	Asian Hotels (West) Ltd
2.	PTC India Financial Services Ltd
3.	IL & FS Financial Services Ltd
4.	ACB (India) Ltd
5.	Seamec Ltd
6.	Reliance Infrastructure Ltd
7.	IDFC Ltd
8.	SV Creditline Pvt Ltd
9.	BSES Rajdhani Power Limited

**Committee positions held in other Companies:-**

S. No.	Name of Company	Name of the Committee	Designation (Members/Chairman)
1	Asian Hotels (West) Ltd	Audit Committee.	Member
2	PTC India Financial Services Ltd	Risk Management Committee.	Chairman
		Audit Committee.	Member
		Asset Liability Management Committee	Member
		Nomination and Remuneration Committee.	Member
		AICO	Member
3	IL & FS Financial Services Ltd	Audit Committee	Chairman
		Risk Management Committee.	Chairman
		Nomination and Remuneration Committee.	Chairman
		CSR Committee	Member
4	ACB (India) Ltd	Audit Committee.	Chairman
		Nomination and Remuneration Committee.	Chairman
5	Seamec Ltd	Audit Committee.	Member
		Nomination and Remuneration Committee.	Member
		Risk Management Committee.	Member
6	Reliance Infrastructure Ltd	Audit Committee.	Chairman
		Nomination and Remuneration Committee	Member
		Employee Stock Option Scheme Compensation Committee.	Member
		Risk management Committee	Member
7	IDFC Ltd	Credit Committee	Member
8	BSES Rajdhani Power Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee.	Member
		CSR Committee.	Chairman
		Investment Committee	Member

**Annexure 2 (Ms. Ryna Zaiwalla Karani)**

S. No.	Name of the Company in which Directorships are held
1.	Reliance Infrastructure Ltd.
2.	Mumbai Metro One Pvt. Ltd.
3.	Addivant India Pvt. Ltd.
4.	BSES Rajdhani Power Limited

**Committee positions held in other companies:-**

S. No.	Name of Company	Name of the Committee	Designation (Members/Chairman)
1	Reliance Infrastructure Limited	Audit Committee	Member
		Environment Health And Safety Committee	Member
		Employee Stock Option Scheme Compensation Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
2	Mumbai Metro One Pvt. Ltd.	Audit Committee	Member
3.	BSES Rajdhani Power Limited	Audit Committee	Member

**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 : U74899DL2001PLC111525  
Name of the company : BSES Yamuna Power Limited  
Registered office : Shakti Kiran Building, Karkardooma Delhi - 110032

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

I/We, being the member (s) of ..... shares of the above named 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 : .....,

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 the ..... day  
of..... at..... a.m. / p.m. at.....(place) and at any adjournment thereof  
in respect of such resolutions as are indicated below:

- | <b>Item No.</b> | <b>Agenda Item</b>  |
|-----------------|---|
| 14.1            | To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31 <sup>st</sup> March, 2015 and the Balance Sheet as on that date and Reports of the Board of Directors and Auditors thereon. |
| 14.2            | To appoint a director in place of Shri Rana Ranjit Rai, Director who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.  |
| 14.3            | Appointment of M/s Haribhakti & Co.,LLP as Statutory Auditor of the Company   |
| 14.4            | Appointment of M/s Jitender, Navneet & Company as Cost Auditors of the Company and ratification of their remuneration for the financial year ending 31st March, 2016.   |
| 14.5            | Appointment of Shri Mahendra Singh Mehta as a nominee of Reliance Infrastructure Limited.   |
| 14.6            | Appointment of Shri Sanjeev Singh as a nominee of Delhi Power Company Limited   |
| 14.7            | Appointment of Shri Sudhir Mohan Varma as a nominee of Delhi Power Company Limited  |
| 14.8            | Appointment of Shri Prem Prakash as a nominee of Delhi Power Company Limited  |
| 14.9            | Appointment of Shri Surinder Singh Kohli under category Independent Director of the Company.  |
| 14.10           | Appointment of Ms. Ryna Zaiwalla Karani under category Independent Director of the Company.   |
| 14.11           | Appointment of Shri Ajit Keshav Ranade under category Independent Director of the Company.  |
| 14.12           | Appointment of Shri Anjani Kumar Sharma under category Independent Director of the Company.   |
| 14.13           | Approval for Investment of Surplus funds of the Company & post facto approval for short term Investment made by the Company.  |

Signed this..... day of..... 2015.

.....  
Signature of shareholder

.....  
Signature of Proxy holder(s)

<b>Affix Revenue Stamp</b>
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**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.**

ROUTE MAP FOR 14TH ANNUAL GENERAL MEETING  
TO BE HELD ON 28.09.2015 AT BSES BHAWAN,  
NEHRU PLACE, NEW DELHI-110019.



**BSES**

BSES Yamuna Power Limited