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NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting of BSES Yamuna Power Limited will be held on Thursday, 29th day of September 2016 at 4:45 P.M., on a shorter notice, at Conference Hall, 2nd Floor, BSES Bhawan, Nehru Place, New Delhi-110019 for transacting the following business: -

ORDINARY BUSINESS:

- 15.1 To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended March 31, 2016 and the Balance Sheet as on that date and reports of the Board of Directors and Auditors thereon.
- 15.2 To appoint a director in place of Shri Lalit Jalan (DIN 00270338), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
- 15.3 To appoint director in place of Shri Gopal K. Saxena (DIN 00760036), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
- 15.4 **Ratification of appointment of 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 provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the members hereby ratifies the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants [ICAI Firm Registration No. 103523W], as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 16th Annual General Meeting to be held in the year 2017 at such remuneration as may be mutually agreed upon between the management and the Auditors."

SPECIAL BUSINESS:

- 15.5 **Appointment of M/s Jitender, Navneet & Company as Cost Auditors of the Company and ratification of their remuneration for the financial year 2016-17.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, the appointment of M/s Jitender, Navneet & Company, Cost Accountants for the FY 2016-17 at a remuneration of Rs. 2,36,250/- plus out of expenses of Rs. 25,000/-

plus service tax, as applicable, as recommended by Audit Committee and approved by Board of Directors, be and is hereby ratified and confirmed.”

15.6 Appointment of Shri Amal Sinha as a nominee of Reliance Infrastructure Limited.

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

“RESOLVED THAT Shri Amal Sinha (DIN 07407776), who was appointed as an Additional Director of the Company with effect from 18.01.2016 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, who holds office up to 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.”

15.7 Appointment of Shri Prem R. Kumar as Manager under Section 2(53) of the Companies Act, 2013 and designated as Chief Executive Officer of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Central Government, if necessary, the members hereby accorded to the appointment and terms of remuneration of Shri Prem R. Kumar as “Manager” u/s 2(53), designated as Chief Executive Officer of the Company for a period of 2 years w.e.f. 01.02.2016 upon the terms and conditions set out in the explanatory statement annexed to the Notice convening this meeting as per the recommendation of the Board of Directors

RESOLVED FURTHER THAT in accordance with the provisions of Sections 203 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the consent of the members be and is hereby accorded to the appointment of Shri Prem R. Kumar (Manager u/s 2(53) designated as CEO) as the “Key Managerial Personnel” to perform the duties assigned to him by the Board from time to time.

RESOLVED FURTHER THAT during the tenure of the above re-appointment, Shri Prem R. Kumar shall be paid remuneration not exceeding Rs. 75 lacs per annum consisting of salary, allowances and other perquisites stated below, in addition to Performance Linked Incentive not exceeding Rs. 15 Lacs per annum during the tenure of his appointment.

RESOLVED FURTHER THAT the remuneration of Rs.75 lacs per annum shall, inter alia, include Company owned accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, reimbursement of expenses or allowance for gas, electricity, water furnishing and repairs, medical reimbursement, leave travel concession for self and family including dependents, club fees, medical insurance and other perquisites within the overall ceiling mentioned above, which shall be evaluated

wherever applicable as per the provision of the Income-tax Act, 1961 and rules made there under, as applicable.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year during the tenure of re-appointment of Shri Prem R. Kumar as Manager u/s 2(53) designated as CEO of the Company, the remuneration payable to him shall be within the limits prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time.

15.8 Amendment in the Articles of Association.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, as amended from time to time, the existing Article 94(1) of Articles of Association of the Company be deleted and in place thereof, the following Article be substituted.

94 (1) Subject to the provisions of the Companies Act, 2013 and rules made there under, every non-executive director shall be paid a fee for each meeting of the board or a committee thereof attended by him, such sum as may be determined by the board but not exceeding the sum as may be prescribed by the Companies Act, 2013 or any amendment thereof from time to time."

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


Suresh Kumar Agarwal
Company Secretary

Place : New Delhi
Date : 09.09.2016

NOTES:

- 1) Information in respect of the Directors of the Company seeking appointment/re-appointment as set out in item no 15.2 15.3 and 15.6 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) During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
- 4) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed.
- 5) 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.
- 6) 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.
- 7) The Notice of the AGM alongwith the Annual Report 2015-16 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.
- 8) 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.
- 9) Members are requested to bring their copy of Annual Report with them at the Annual General Meeting.
- 10) Route-map to the venue of the Meeting is provided at the end of the Notice.
- 11) Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Director(s) at least 7 days in advance of the meeting so that the information called for can be made available at the Meeting.

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.15.5

The Board of Directors of the Company, on recommendation of the Audit Committee, at its meeting held on May 11, 2016 considered and approved the appointment 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 2016-17 at a remuneration of Rs.2,36,250/- plus out of expenses of Rs. 25,000/- plus service tax, as applicable.

Accordingly, consent of the members is sought for their approval as set out at Item No. 15.5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution

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

Item No. 15.6

Shri Amal Sinha, nominee of Reliance Infrastructure Limited was appointed as an Additional Director of the Company with effect from 18.01.2016 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 Amal Sinha for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Amal Sinha as a Director.

Except Shri Amal Sinha, 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. 15.6 of the Notice. The Board recommends the resolution for approval of the members as Ordinary Resolution.

Shri Amal Sinha is not related to any other Director of the Company.

Brief Profile of Shri Amal Sinha

Name	Amal Sinha
Date of Birth	09.03.1963
Residential Address	230, Pocket B, Sukhdev Vihar, New Delhi 110025.
Qualification	B. Com - Hons. from Shri Ram College of Commerce (1983) Chartered Accountant (CA) 1986 Cost Accountant (ICWA) 1988
Domain experience	Shri Amal Sinha is a Chartered Accountant and Cost Accountant with more than 30 years of experience in manufacturing and service sector with expertise in areas of: <ul style="list-style-type: none">- Corporate finance functions- Strategy Planning- Budgetary and financial control- Various audits- Regulatory affairs- Power distribution business- Indian Accounting Standards.
Professional Experience	L&T Group (1989 – 1990): Start up plant manufacturing continuous electrodes and sintered tools overseeing finance, stores and administration. Escorts Ltd. (1990 - 2005): Head of Finance for manufacturing plants of Tractors followed by Telecommunication Equipments, Railway equipments and corporate finance & control functions for the company and for other business verticals at the group level covering businesses of Motorcycles, Cellular, Hospital and Financial services. BSES Rajdhani Power Limited (2006 - 2016): Started as head of company business process re-engineering group followed by the position of CFO overseeing functional areas of Finance & Accounts.

Item No. 15.7

Shri Prem R. Kumar was appointed as Manager under Section 2(24) of the Companies Act, 1956 for a period of two years effective from February 1, 2014 by ordinary resolution at the Board Meeting with the consent of the Shareholders at Annual General Meeting held on September 29, 2014 pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

He also satisfied the conditions as laid down in the Part-I of Schedule V of the Companies Act, 2013.

Performance review of Shri Prem R Kumar has been found satisfactory as per KRA's / targets set by the organization in his previous term.

After considering the above and such other factors that, he is Electrical Engineer from National Institute of Nagpur and holds Masters in Business Administration (MBA) from F.M.S. New Delhi and his rich experience of more than 29 years in power industry as well as his involvement in the operations of the Company over a long period of time; it would be in the interest of Company to continue the employment of Shri Prem R Kumar as Manager of the Company.

Further it was proposed to re-appoint Shri Prem R Kumar as "Manager" u/s 2(53) and designated as "Chief Executive Officer" under category of "Key Managerial Personnel" for further period of two years from February 01, 2016 as approved by the Board of Directors in meeting held on January 18, 2016.

The remuneration payable to and the terms of appointment of Shri Prem R Kumar during the tenure of his appointment for a period of two years will comprise salary, allowances and the following perquisites and the aggregate monetary value of such salary, allowances and perquisites being limited to Rs. 75 lacs per annum and performance linked Incentive not exceeding Rs.15 lacs per annum.

The aforesaid employment may be terminated by either party (Company or the Manager (CEO)) by giving three months prior notice of termination in writing to the other.

The association of Shri Prem R Kumar with the Company is likely to improve the operational as well as overall performance of the Company.

Our Directors, therefore, recommend the resolution for your approval.

None of the Directors of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 15.7 of the Notice.

Item No. 15.8

Article 94 (1) of the Articles of Association of the Company provide for payment of sitting fee of Rs.9,000 to Directors including Managing Director for attending the Meeting of the Board of Directors or Committee thereof.

The Board of Directors in its meeting held on May 11, 2016 considered the matter and felt the need to revise the sitting fee in order to adequately remunerate the Directors for the time devoted by the Directors and the responsibilities cast upon the directors by the Companies Act, 2013. Accordingly, subject to the approval of the members of the Company, a resolution was passed thereby enhancing the sitting fee to Rs.25,000 from

the present sitting fee of Rs. 9,000 for attending the meeting of the Board of Directors or Committee thereof.

Further, the Board of Directors in its meeting held on September 09, 2016 has recommended to the members to amend the Article No. 94(1) of Article of Association to make a provision for alteration of sitting fee.

All the Directors of the Company are respectively interested in the said resolution to the extent of sitting fee payable to them.

The Board recommends the Resolution for approval of the members as a Special Resolution.

DETAILS OF SEEKING APPOINTMENT/ REAPPOINTMENT AT THE 15TH ANNUAL GENERAL MEETING

S. No.	Particulars	Shri Amal Sinha	Shri Lalit Jalan	Shri Gopal K. Saxena
1.	DIN	07407776	00270338	00760036
2.	Date of Birth/Age	09/03/1963	23/09/1956	17/11/1950
3.	Date of appointment on the Board	18/01/2016	04/10/2005	01/02/2014
4.	Qualifications	B. Com - Hons., Chartered Accountant, Cost Accountant	B. Tech, MBA Finance	Graduate Indian Institute of Technology (IIT)
5.	Experience	He has about more than 30 years of experience in manufacturing and service sector with expertise in areas of:- Corporate finance functions Strategy Planning Budgetary and financial control Various audits Regulatory affairs Power distribution business Indian Accounting Standards	He has vast experience in the field of diverse business interests across Finance, Infrastructure, Power, Telecom, Healthcare, Manufacturing, Transport & Roads, Metro, Airports, Cement, Natural resources & Entertainment Sectors.	He has over 4 decades of rich experience at apex positions in various companies of repute like AOC-Babcock DCM Group. Essar Group and Reliance ADA Group he is widely involved and has been a member of various Indian and International Association and Forums
6.	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)
7.	Shareholding in the Company	Nil	Nil	Nil
8.	Relationships with the Other Directors, manager and other KMP(s)	Not applicable	Not applicable	Not applicable
9.	No. of Meetings attended and other Directorships, Memberships,/Chairmanship of Committees of the Board	Two Board Meetings and Directorships 1. NIL	Five Board Meetings and Directorships 1. BSES Rajdhani power	Five Board Meetings and Directorships 1. BSES Rajdhani Power Limited

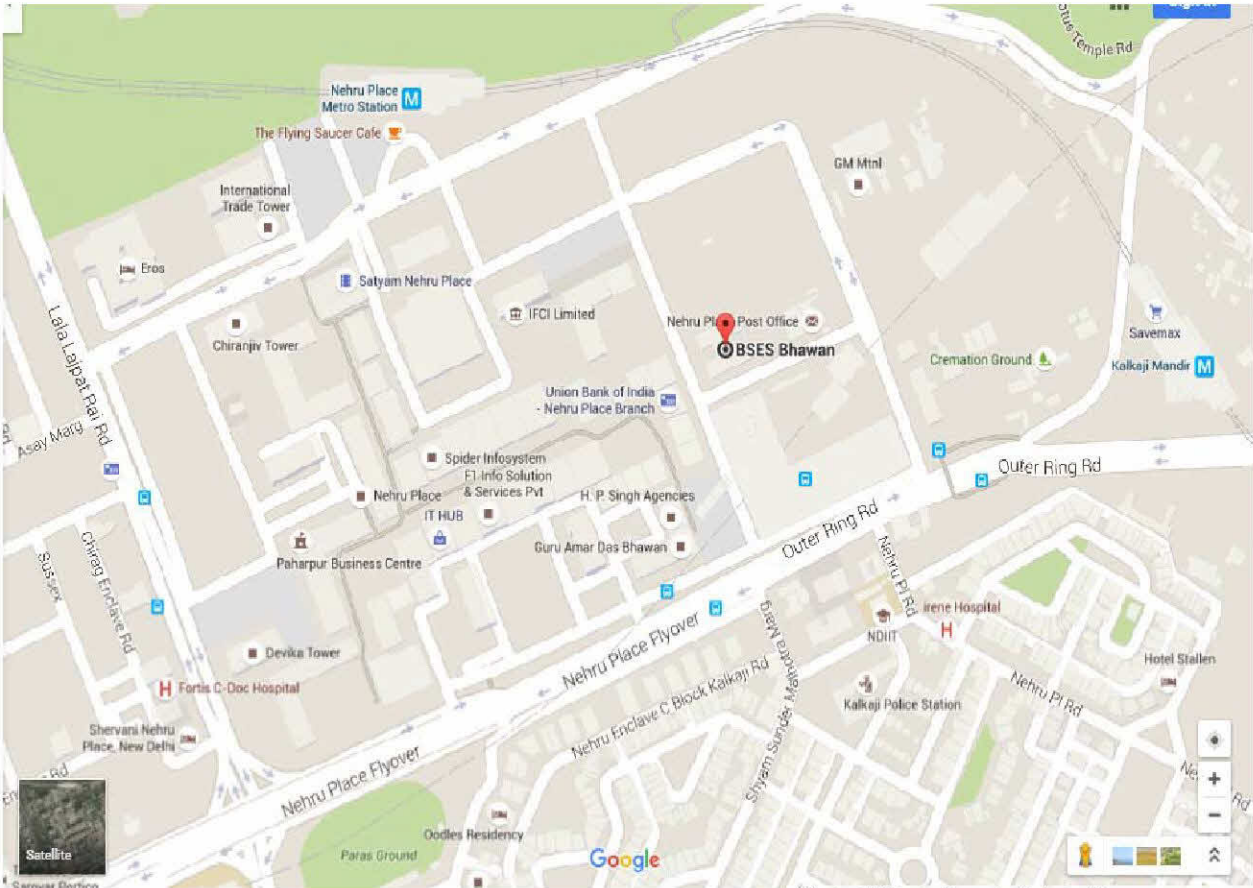
			Limited 2. Jaybee Mercantiles Pvt. Ltd. 3. Data Ware Pvt. Ltd. 4. Integrated Bureau and Maintenance Pvt. Ltd. 5. Reliance Power Transmission Ltd. 6. Jalan Brothers Pvt. Ltd. 7. Jalan Infosystem Pvt. Ltd. 8. Data Management Centre Pvt. Ltd. 9. Reliance Defence Systems Pvt. Ltd. 10. Reliance Defence Technologies Pvt. Ltd. 11. Reliance Defence and Aerospace Pvt. Ltd. 12. Reliance Defence Ltd. 13. Reliance SED Ltd.	2. West Bengal State Electricity Distribution Company Limited
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By the order of the Board
For **BSES YAMUNA POWER LIMITED**


Suresh Kumar Agarwal

Place: New Delhi
Date : 09.09.2016

Route Map to reach 15th AGM Meeting Venue



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 :,

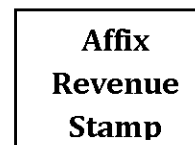
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the .Annual general meeting of the Company, to be held on the 29th day of September 2016 at 4:45 p.m. at Conference Hall, 2nd Floor, BSES Bhawan, Nehru Place, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

- | Item No. | Agenda Item |
|----------|---|
| 15.1 | To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended March 31, 2016 and the Balance Sheet as on that date and Reports of the Board of Directors and Auditors thereon. |
| 15.2 | To appoint director in place of Shri Lalit Jalan (DIN 00270338) Director who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment. |
| 15.3 | To appoint director in place of Shri Gopal K. Saxena (DIN 00760036) Director who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment. |
| 15.4 | Ratification of appointment M/s Haribhakti & Co., LLP as Statutory Auditor of the Company. |
| 15.5 | Appointment of M/s Jitender, Navneet & Company as Cost Auditors of the Company and ratification of their remuneration for the financial year 2016-17. |
| 15.6 | Appointment of Shri Amal Sinha as a nominee of Reliance Infrastructure Limited. |
| 15.7 | Appointment of Shri Prem R Kumar as Manager under Section 2(53) of the Companies Act, 2013 and designated as Chief Executive Officer of the Company. |
| 15.8 | Amendment in the Articles of Association of the Company. |

Signed this..... day of..... 2016.

.....
Signature of shareholder

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



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.