BSES Yamuna Power Limited

Registered Office
Shakti Kiran Building, Karkardooma,
Delhi 110032, India
CIN – U40109DL2001PLC111525
Tel.: +91 11 4124 7111
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NOTICE OF 25th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the Members of BSES Yamuna Power Limited will be held on Wednesday, 23rd day of September, 2026, at 11:30 a.m., through Video Conferencing (VC) for transacting the following business(es):

ORDINARY BUSINESS:

25.1 To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.

25.2 To appoint a Director in place of Shri Amal Sinha (DIN: 07407776), who retires by rotation under the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

25.3 To ratify the remuneration payable to M/s. M.K. Kulshrestha & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the financial year 2026-27.

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 provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Rs. 2,66,000/- (Rupees Two Lakh Sixty-Six Thousand Only) plus out of pocket expenses of Rs. 25,000/- (Rupees Twenty-Five Thousand Only) plus Goods and Services Tax (GST), as applicable for the financial year 2026-27 to be paid to M/s. M.K. Kulshrestha & Associates, Cost Accountants (Firm Registration No. 100209), who has been appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the financial year 2026-27, be and is hereby ratified.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.4 To appoint Shri Vijay Kumar Bidhuri, IAS, as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Vijay Kumar Bidhuri, IAS (DIN: 08944321), who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from October 28, 2025, pursuant to the provisions of Section 161 of the Act 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 Act, from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.5 To appoint Shri Santosh Dattatraya Vaidya, IAS, as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Santosh Dattatraya Vaidya, IAS (DIN: 05340193), who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from March 25, 2026, pursuant to the provisions of Section 161 of the Act 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 Act, from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.6 To appoint Shri Prashant Goyal, IAS, as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Prashant Goyal, IAS (DIN: 08123752), who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from April 28, 2026, pursuant to the provisions of Section 161 of the Act 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 Act, from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.7 To appoint Shri Ashok Kumar Khurana, IAS (Retd.), as an Independent Director of the Company.

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 Sections 149, 150 and 152 read with Schedule IV and all applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Ashok Kumar Khurana, IAS (Retd.) (DIN: 00845971), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from April 28, 2026, pursuant to the provisions of Section 161 of the Act, and the Articles of Association of the Company and who is qualified for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Independent Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years with effect from April 28, 2026.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.8 To appoint Shri Rajul Agarwal as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Rajul Agarwal (DIN: 11837558), who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from July 29, 2026, pursuant to the provisions of Section 161 of the Act 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 Act, from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.9 To appoint Shri Rahul Chandra as Chief Executive Officer designated as Manager of the Company.

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 Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and as per the terms and conditions of the Agreement and any other applicable provisions of law and based on the recommendation of the Nomination and Remuneration Committee of the Board, consent of the Members be and is hereby accorded for the appointment of Shri Rahul Chandra as Chief Executive Officer designated as Manager defined u/s 2(53) of the Act and termed as Key Managerial Personnel of the Company for a period of 5 (Five) years with effective from August 27, 2026, to perform the duties as required under the Act and such other duties as may be assigned to him by the Board from time to time.

RESOLVED FURTHER THAT in accordance with the provisions of the Section 203 of 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 Rahul Chandra as Chief Executive Officer designated as Manager defined u/s 2(53) of the Act as Key Managerial Personnel to perform the duties assigned to him by the Board from time to time.

RESOLVED FURTHER THAT during the tenure of his appointment, Shri Rahul Chandra shall be entitled to a fixed remuneration of Rs. 2,50,00,000/- per annum, together with a variable pay of Rs. 25,00,000/- per annum, aggregating to a total Cost to Company (CTC) of Rs. 2,75,00,000/- per annum, along with coverage in Company's Retention Scheme as per policy and other benefits as per terms of his appointment.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year during the tenure of Shri Rahul Chandra as Chief Executive Officer designated as Manager 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(s) thereof for the time being in force) as amended from time to time.

RESOLVED FURTHER THAT the Board based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to provide annual increment / performance linked incentive payable during tenure of his appointment in accordance with the Remuneration Policy for Directors, Key Managerial Personnel, Senior & Top Management adopted by the Board, and subject to the same being in line with the limits set out under the Act, read with Schedule V thereto as amended from time to time and as approved by the members.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.10 To appoint Shri Jaidip Chatterjee as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Jaidip Chatterjee (DIN: 11186018), who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from August 27, 2026, pursuant to the provisions of Section 161 of the Act 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 Act, from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

By the order of the Board
For BSES Yamuna Power Limited

Suresh Kumar Agarwal
Company Secretary
FCS 7751

Date : August 28, 2026
Place : New Delhi

BSES
BSES Yamuna Power Limited

NOTES:

1) Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to items of Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.

2) Information in respect of the Directors/ Key Managerial Personnel of the Company seeking appointment/re-appointment as set out in item no. 25.2, 25.4, 25.5, 25.6, 25.7, 25.8, 25.9 and 25.10 as required under Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India, is annexed hereto as **Annexure "A"** of the notice of the Meeting.

3) For record purposes, the place of the meeting shall be "Ganga" Conference Hall, 2nd Floor, BSES Bhawan, Nehru Place, New Delhi – 110019.

4) The Ministry of Corporate Affairs (MCA) has vide General Circular No. 03/2025 dated September 22, 2025, allowed companies:

    i) To send the annual reports to shareholders through an email who have registered their email id with the Company/ Depositories.

    ii) To hold AGM through video conference (VC) or other audio-visual means (OAVM).

    iii) Since AGM is conducted via VC or OAVM, where physical attendance of the members has been dispensed with, there is no requirement of appointment of proxies. Hence, appointment of proxies is not allowed for this meeting.

5) A person, whose name is recorded in the Register of Members maintained by the Company as on date of meeting shall be entitled to attend the meeting.

6) Corporate members intending to make their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting on the e-mail to the Company Secretary of the Company at suresh.agarwal@reliancegroupindia.com prior to the date of the meeting.

7) Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8) All documents referred to in this Notice along with statutory records and registers/ returns including 'Register of Directors and Key Managerial Personnel and their shareholding', maintained under Section 170 of the Companies Act 2013, as required to be kept open for inspection under the Act, shall be available for inspection electronically during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this AGM. Members seeking to inspect such documents can send an email to suresh.agarwal@reliancegroupindia.com.

9) The Notice of the AGM along with the Annual Report 2025-26 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.

10) Members are requested to keep their copy of Annual Report with them during AGM.

11) Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Director(s) or Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.

12) General Instruction for accessing and participating in the 25th AGM through VC:

i) The meeting shall be conducted via "WEBEX" under which each member shall be provided with a meeting ID and Password through which the member shall be able to have access to the meeting.

ii) The CISCO software can be downloaded via https://www.webex.com/downloads.html. Members can download the software from the above link for their laptops and computer sets. However, if any member is attending from his mobile set, the software can be downloaded from play store.

iii) After downloading, each member shall enter into the application as a guest and then the application will ask the meeting ID and Password. Members may participate in the meeting by entering the following details:

Meeting ID	**:**	**2516 074 6017**
Password	**:**	**123456**

Kindly keep the Meeting ID and Password confidential. Do not share it with anyone.

iv) The Member needs to enter meeting ID in the box and it will open a new window in which the password needs to be entered and the member will be admitted in the meeting.

v) Members shall be able to login to the meeting 15 minutes before the scheduled time of the meeting. Each member after logging in shall be admitted to a virtual waiting room whereby they can wait until the host starts the meeting.

vi) After the host starts the meeting, each of the members will be requested to mute their microphones so that their voices do not interrupt the meeting. When the host takes the name, the said member will unmute himself/herself and speak. After the discussion is over, he/she shall again mute his/her microphone.

vii) It is requested to use headphones while attending the meeting so as to avoid any noise disturbance. Further, it is requested to use Wi-Fi network over cellular so as to avoid any networking problem.

viii) Every member shall respond to his/her name when the host introduces them to other members. In case any member has any query, then they can raise their hand and unmute themselves after they are requested to speak. The member asking query shall first provide his name and then ask the question.

ix) In case of any technical assistance, a member can email on suresh.agarwal@reliancegroupindia.com.

13) The Chairperson may decide to conduct voting by show of hands, unless a demand for poll is made by any member, in accordance with Section 109 of the Companies Act, 2013 and the rules made thereunder.

STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013.

SPECIAL BUSINESS

Item No. 25.3

The Board of Directors of the Company, on recommendation of the Audit Committee, at its meeting held on July 29, 2026, approved the appointment of M/s. M.K. Kulshrestha & Associates, Cost Accountants, as Cost Auditors to conduct audit of Cost Records maintained by the Company for the financial year 2026-27 at a remuneration of Rs. 2,66,000/- (Rupees Two Lakh and Sixty-Six Thousand Only) plus out of pocket expenses of Rs. 25,000/- (Rupees Twenty-Five Thousand Only) plus Goods and Services Tax (GST), as applicable for the financial year 2026-27.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration of M/s. M.K. Kulshrestha & Associates, Cost Accountants.

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. 25.3 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.3 of the accompanying notice for the approval of Members.

Item No. 25.4

Shri Vijay Kumar Bidhuri, IAS (DIN: 08944321), Nominee Director of Delhi Power Company Limited, was appointed as an Additional Director in the capacity of Non-Executive Director of the Company w.e.f. October 28, 2025 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Shri Vijay Kumar Bidhuri, IAS holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Vijay Kumar Bidhuri, IAS, for the office of Director. Shri Vijay Kumar Bidhuri, IAS is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Vijay Kumar Bidhuri, IAS are given in **Annexure "A"**.

Except Shri Vijay Kumar Bidhuri, IAS, 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. 25.4 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.4 of the accompanying notice for the approval of Members.

Item No. 25.5

Shri Santosh Dattatraya Vaidya, IAS (DIN: 05340193), Nominee Director of Delhi Power Company Limited, was appointed as an Additional Director in the capacity of Non-Executive Director of the Company w.e.f. March 25, 2026 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Shri Santosh Dattatraya Vaidya, IAS holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Santosh Dattatraya Vaidya, IAS, for the office of Director. Shri

Santosh Dattatraya Vaidya, IAS is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Santosh Dattatraya Vaidya, IAS are given in **Annexure "A"**.

Except Shri Santosh Dattatraya Vaidya, IAS, 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. 25.5 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.5 of the accompanying notice for the approval of Members.

Item No. 25.6

Shri Prashant Goyal, IAS, (DIN: 08123752), Nominee Director of Delhi Power Company Limited, was appointed as an Additional Director in the capacity of Non-Executive Director of the Company w.e.f. April 28, 2026 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Shri Prashant Goyal, IAS holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Prashant Goyal, IAS, for the office of Director. Shri Prashant Goyal, IAS is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Prashant Goyal, IAS are given in **Annexure "A"**.

Except Shri Prashant Goyal, IAS, 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. 25.6 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.6 of the accompanying notice for the approval of Members.

Item No. 25.7

Pursuant to the provisions of Sections 149, 150 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and as per the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, the Board of Directors appointed Shri Ashok Kumar Khurana, IAS (Retd.) (DIN: 00845971) as an Additional Director in the capacity of Independent Director of the Company with effect from April 28, 2026.

The Company has received a declaration from Shri Ashok Kumar Khurana, IAS (Retd.), confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act for appointment as an Independent Director of the Company. Shri Ashok Kumar Khurana, IAS (Retd.) has consented for his appointment as an Independent Director of the Company, and has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Company has also received a notice in writing under Section 160 of the Act from a member signifying its intention to propose his candidature as an Independent Director on the Board of the Company.

In accordance with the provisions of Section 161 of the Act, he holds office upto the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director for a term of 5 (Five) consecutive years with effect from April 28, 2026. During the tenure of his appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

The Board of Directors considers it in the interest of the Company to appoint him as an Independent Director on the Board of the Company.

The details of Shri Ashok Kumar Khurana, IAS (Retd.) are given in **Annexure "A"**.

Except Shri Ashok Kumar Khurana, IAS (Retd.), 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. 25.7 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.7 of the accompanying notice for the approval of Members.

Item No. 25.8

Shri Rajul Agarwal (DIN: 11837558), Nominee Director of Reliance Infrastructure Limited, was appointed as an Additional Director in the capacity of Non-Executive Director of the Company w.e.f. July 29, 2026 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provision of Section 161 of the Companies Act, 2013 ("the Act"), Shri Rajul Agarwal holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Rajul Agarwal, for the office of Director. Shri Rajul Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Rajul Agarwal are given in **Annexure "A"**.

Except Shri Rajul Agarwal, 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. 25.8 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.8 of the accompanying notice for the approval of Members.

Item No. 25.9

The Reliance Infrastructure Limited vide its letter dated August 18, 2026 nominated Shri Rahul Chandra as Chief Executive Officer designated as Manager in terms of the clause 3.5 of the Shareholders' Agreement.

Accordingly, the Board of Directors at its meeting held on August 27, 2026, has appointed Shri Rahul Chandra as Chief Executive Officer designated as Manager defined u/s 2(53) of the Companies Act, 2013 and also termed as Key Managerial Personnel of the Company for a period of 5 (Five) years w.e.f. August 27, 2026.

During the tenure of his appointment, he shall be entitled to a fixed remuneration of Rs.2,50,00,000/- per annum, together with a variable pay of Rs. 25,00,000/- per annum, aggregating to a total Cost to Company (CTC) of Rs.2,75,00,000/- per annum, along with coverage in Company's Retention Scheme as per policy and other benefits as per terms of his appointment. This has been approved by the Board based on the recommendation of the Nomination and Remuneration Committee of the Board under Section 178 of the Act.

The Board is authorized to alter and vary the terms and conditions of the said appointment and / or remuneration payable to him during the tenure of his appointment as per the Company's Policy subject to such increase being within the limits specified in the Act read with Schedule V to the Act.

The Company has entered into an agreement with Shri Rahul Chandra on August 27, 2026 which contains the terms of his appointment. The Copy of the agreement is available for inspection at the registered office of the Company in between 10:00 A.M. to 5 P.M. on all working days except Saturday till the date of ensuing Annual General Meeting.

The details of Shri Rahul Chandra are given in **Annexure "A"**.

Except Shri Rahul Chandra, none of the Directors/ Key Managerial Personnel of the Company/ their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.9 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.9 of the accompanying notice for the approval of Members.

Item No. 25.10

Shri Jaidip Chatterjee (DIN: 11186018), Nominee Director of Reliance Infrastructure Limited, was appointed as an Additional Director in the capacity of Non-Executive Director of the Company w.e.f. August 27, 2026 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provision of Section 161 of the Companies Act, 2013 ("the Act"), Shri Jaidip Chatterjee holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Jaidip Chatterjee, for the office of Director. Shri Jaidip Chatterjee is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Jaidip Chatterjee are given in **Annexure "A"**.

Except Shri Jaidip Chatterjee, 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. 25.10 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.10 of the accompanying notice for the approval of Members.

By the order of the Board
For **BSES Yamuna Power Limited**

Suresh Kumar Agarwal
Company Secretary
FCS 7751
Suresh.agarwal@reliancegroupindia.com

Date : August 28, 2026
Place : New Delhi

Annexure "A"

Details of Directors/ Key Managerial Personnel seeking Appointment/Re-appointment at the 25th Annual General Meeting:

S. No.	Particulars	Shri Amal Sinha (Re-appointment)	Shri Prashant Goyal, IAS (Appointment)	Shri Vijay Kumar Bidhuri, IAS (Appointment)	Shri Santosh Dattatraya Vaidya, IAS (Appointment)	Shri Ashok Kumar Khurana, IAS (Retd.) (Appointment)	Shri Rajul Agarwal (Appointment)	Shri Rahul Chandra (Appointment)	Shri Jaidip Chatterjee (Appointment)
1.	DIN / PAN	07407776	08123752	08944321	05340193	00845971	11837558	ABAPC9436B	11186018
2.	Date of Birth	March 09, 1963	July 25, 1967	August 29, 1979	April 14, 1974	January 24, 1950	February 02, 1975	April 14, 1971	January 09, 1976
3.	Date of appointment on the Board	July 01, 2021	April 28, 2026	October 28, 2025	March 25, 2026	April 28, 2026	July 29, 2026	August 27, 2026	August 27, 2026
4.	Qualifications	Chartered Accountant, Cost Accountant, Graduate from Shri Ram College of Commerce	I.A.S., B.E. in Electrical Engineering from REC Jaipur, an M.A. in Economics, and a Postgraduate Diploma in Public Policy and Management	I.A.S., B.Sc. Hons. In Physics (University of Delhi)	I.A.S., Under Graduation from Indian Institute of Technology, Kharagpur, Master Program in Economics from IGNOU- Delhi and in International Public Policy from the Johns Hopkins University, USA	IAS (1976- AGMUT Cadre)	B. Tech (Electrical)	Bachelor of Engineering from Bhilai Institute of Technology and MBA in Strategic Management from IIT Delhi	Post Graduate Diploma in Personnel Management and Industrial Relations from Xavier Institute of Social Service and Master of Commerce from University of Calcutta.
5.	Experience	He is having rich experience of about 38 years in power distribution, manufacturing and service sector with expertise in Power Distribution business, Regulatory/ Legal Affairs, Corporate Finance, Financial Restructuring and Fund Raising, Strategic Planning, Budgetary and Financial Controls and Audits. He has worked with L&T, Escorts Group, BSES Rajdhani Power Limited and Reliance Infrastructure	He is a senior IAS officer with over three decades of experience across sovereign finance, fiscal policy, and large-scale infrastructure investment. He has held top executive roles in the Government of India and major states, currently serving as Additional Chief Secretary, Government of NCT of Delhi. He has led sovereign budget strategy, debt management, and capital mobilisation at the national level, and driven sub-	He has held various prominent position including Commissioner & Secretary, Secretary (Revenue), J&K State, Deputy Commissioner, Deputy Secretary (Urban Development/ Municipal Administration), Delhi. He is currently serving as Secretary Urban Development with additional charge of Secretary Environment and Forests, Government of Delhi.	He has a rich experience in public service at the state, federal, and international settings. During his undergrad studies at Indian Institute of Technology at Kharagpur, he earned the Silver Medal for his academic performance. He has completed Masters programmes in Economics from IGNOU – Delhi and in International Public Policy from the Johns Hopkins University, USA.	He is a retired IAS officer of 1976 batch from Uttar Pradesh Cadre. Currently, He is working as Vice Chairman of Association of Power Producers (APP), where he has been holding this position since June 2025. Before elevation to the post of Vice Chairman, he was the Director General of APP since January 2011. During his tenure, APP has become the collective voice of the private power generators and is consulted on all important issues	He is a seasoned Power Sector professional with over 30 years of diverse experience in the electricity distribution sector, possessing extensive expertise across Business Operations (Meter-to-Cash), Regulatory Affairs, Strategy, Power Management, Energy Transition, Electrical Project Execution, Customer Service	He has 33 years of leadership experience, he brings a strong blend of technical expertise, strategic acumen and extensive experience across power generation, transmission and distribution, with a particular focus on digitalization, smart grids, sustainability, transformation and operational excellence.	He is seasoned Human Resource professional with over 25 years of diverse experience across infrastructure, financial services, consulting, ITES and manufacturing, spanning India and the Asia-Pacific region. Currently, he is associated with Reliance Infrastructure Limited as Chief – Human Resources, leading the HR and Administration function.

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		Limited. He is associated with the BSES DISCOMs since 2006, managing the financial, strategic, legal and corporate affairs of the Company.	national fiscal reforms, revenue enhancement, and expenditure rationalisation. His experience includes structuring PPPs, mobilising private capital, and delivering complex infrastructure programmes across transport, urban, energy, and industrial sectors. He has also contributed at the board level in multilateral development banking, including fiduciary oversight and portfolio management at the Asian Development Bank, with a focus on capital efficiency, risk management, and development outcomes.	He has also served as Deputy Commissioner under Secretary (Land Revenue Management & District Administration/ District Administration, Champhai (Mizoram).	He transitioned from the IPS to the IAS in 1998 and then served in varied assignments in Arunachal Pradesh, Goa, Delhi, Andaman & Nicobar Islands, and Jammu and Kashmir. After his district postings, he contributed to policy formulation in education and social welfare sectors in Goa. While serving in the water utility and the municipal council in Delhi, he gained rich experience project development in infrastructure. As the staff officer to CM – Delhi, he supported judicious decision-making and coordination of flagship initiatives. During his stint in the Prime Minister's Office, he contributed to policy formulation and project monitoring in the energy and infrastructure sectors. He was instrumental in rolling out the rooftop solar program of Renewable Energy Ministry. During his current assignment	impacting the power sector. During his service period, he has had wide ranging experience of over 30 years in Power, Finance and Economic policy across institutions – Government of India (DEA), State Government, PSUs, World Bank, DFID (UK) and Private Sector. During his three years deputation with the World Bank, he was involved with the first phase of reform in the Power Sector. As the Country Head (Energy), DFID, he steered the power reform process in Andhra Pradesh, Madhya Pradesh and mitigation measures in Orissa. Before taking over as DG, APP, he was Additional Secretary in Ministry of Power. Before that, he was the Principal Secretary (Power), Govt. of Uttar Pradesh and Chairman, U.P. Power Corporation Ltd.	Excellence, and other technical and commercial functions. He has a proven track record of leading large-scale business operations, driving policy and regulatory initiatives, managing complex stakeholder relationships, and spearheading digital transformation across the distribution value chain. His experience includes leading cross-functional teams, enhancing operational efficiency, strengthening regulatory compliance, improving customer experience, and implementing innovative business solutions that deliver sustainable growth and operational excellence.	His academic and professional experience reflects a strong combination of technical depth, strategic leadership and expertise in driving technology-led transformation in the power sector. Shri Chandra has held senior leadership roles across reputed organisations including Bajaj Energy, Gridspertise India, Reliance Infrastructure, Tata Motors and Escorts. He brings deep expertise in power distribution utilities, Advanced Metering Infrastructure (AMI), smart grid solutions, digitalization and business transformation. He is known for his ability to translate strategic vision	In his previous assignments, he has served as Chief HR at SREI (erstwhile SREI BNP PARIBAS), and held senior HR leadership roles with Accenture, Moody's and Standard Chartered Bank, including regional and global assignments in Singapore. He has significant expertise in business partnering, mergers and acquisitions, HR integration, talent management, organisational development, change management and leadership development. He continues to collaborate with regional and global HR teams to design people-centric practices that support business objectives and create a thriving workplace. He was recognised among The Great Indian

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					in Jammu and Kashmir, he focuses on public finance and fiscal policies for enhancing efficiency and development impact. He has received the national award for his work in the disability sector and the Election Commission's certificate for his work in Delhi.			into business outcomes, foster a culture of innovation and collaboration, and lead organisations through complex transformation with a strong focus on customer value and operational excellence.	DEI Leaders (2024) for his contribution to Diversity, Equity and Inclusion.
6.	Terms and Conditions of appointment / re-appointment along with details of remuneration and last drawn remuneration, if applicable.	Non-Executive Director Remuneration – NA (as he has forgone his entitlement of sitting fees for attending the Board and its Committee Meetings).	Non-Executive Director Remuneration - He shall be paid sitting fees for attending the Board Meetings.	Non-Executive Director Remuneration – He shall be paid sitting fees for attending the Board Meetings.	Non-Executive Director Remuneration – He shall be paid sitting fees for attending the Board Meetings.	Non-Executive Director Remuneration – He shall be paid sitting fees for attending the Board Meetings.	Non-Executive Director Remuneration – NA (as he has forgone his entitlement of sitting fees for attending the Board and its Committee Meetings).	Chief Executive Officer designated as Manager Remuneration – The details of the remuneration are given in the resolution.	Non-Executive Director Remuneration – NA (as he has forgone his entitlement of sitting fees for attending the Board and its Committee Meetings).
7.	Shareholding in the Company.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
8.	Relationships with the Other Directors, Manager and other KMP(s).	None	None	None	None	None	None	None	None
9.	No. of Board Meetings attended during the financial year 2025-26 and other Directorships, Chairmanships,	No. of Board Meetings attended: **Eight (08)** **A) Directorship:** BSES Rajdhani Power Limited	No. of Board Meetings attended: **Nil** **A) Directorship:** i) Delhi State Industrial and Infrastructure Development	No. of Board Meetings attended: Four **(04)** **A) Directorship:** i) Delhi Tourism and Transportation Development	No. of Board Meetings attended: **Nil** **A) Directorship:** i) Shahjahanabad Re Development Corporation	No. of Board Meetings attended: **Nil** **A) Directorship:** i) Azoth Biotech Private Limited	No. of Board Meetings attended: **Nil** **A) Directorship: Nil** **B) Committee**	**NA**	No. of Board Meetings attended: **Nil** **C) Directorship: Nil** **D) Committee**

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	Committee Memberships	**B) Committee Chairmanship: NIL** **C) Committee Membership:** BSES Rajdhani Power Limited: (i) Audit Committee (ii) Corporate Social Responsibility Committee (iii) Investment Committee	Corporation Limited ii) Delhi State Civil Supplies Corporation Limited iii) BSES Rajdhani Power Limited iv) TATA Power Delhi Distribution Limited **B) Committee Chairmanship: NIL** **C) Committee Membership: NIL**	Corporation Limited ii) Delhi Metro Rail Corporation Limited iii) BSES Rajdhani Power Limited iv) Tata Power Delhi Distribution Limited v) Shahjahanabad Redevelopment Corporation vi) Geospatial Delhi Limited **D) Committee Chairmanship: Nil** **E) Committee Membership: Nil**	ii) Jammu and Kashmir Infrastructure Development Finance Corporation P Limited iii) Delhi State Civil Supplies Corporation Limited iv) Delhi Metro Rail Corporation Limited v) Delhi Integrated Mukti Modal Transit System Limited vi) BSES Rajdhani Power Limited vii) Delhi Tourism and Transportation Development Corporation Limited viii) Geospatial Delhi Limited ix) Tata Power Delhi Distribution Limited x) Delhi State Industrial and Infrastructure Development Corporation Ltd **B) Committee Chairmanship: Nil** **C) Committee Membership: Nil**	ii) GMR Agra Smart Meters Limited iii) GMR Kashi Smart Meters Limited iv) BSES Rajdhani Power Limited **B) Committee Chairmanship: Nil** **C) Committee Membership: Nil**	**Chairmanship: Nil** **C) Committee Membership: Nil**		**Chairmanship: Nil** **C) Committee Membership: Nil**