

Registered Office

Shakti Kiran Building, Karkardooma,
Delhi 110032, India
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NOTICE OF 18th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting of BSES Yamuna Power Limited will be held on Monday, 26th day of August, 2019 at 1:00 P.M. at Conference Hall, 2nd Floor, BSES Bhawan, Nehru Place, New Delhi - 110019 for transacting the following business:

ORDINARY BUSINESS

- 18.1 To receive, consider and adopt the audited statement of Profit and Loss for the financial year ended March 31, 2019 and the Balance Sheet as on that date and reports of the Board of Directors and Auditors thereon.
- 18.2 To appoint a Director in place of Shri Virendra Singh Verma (DIN 07843461), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- 18.3 **To ratify the remuneration payable to M/s. Jitender, Navneet & Co., appointed as Cost Auditors of the Company for the financial year 2019-20.**

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 and the Companies (Audit and Auditors) Rules, 2014, M/s. Jitender, Navneet & Co., Cost Accountants (Firm Registration No.000119), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the financial year 2019-20, be paid a 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 2019-20.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts deeds and things as may be required to give effect to the aforesaid resolution.”

- 18.4 **To appoint Shri Suresh Madihally Rangachar (DIN 00020887) 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 Shri Suresh Madihally Rangachar (DIN 00020887), who was appointed as an Additional Director of the Company with effect from April 10, 2019 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies

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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 the 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 such acts and take all such steps as may be necessary, proper expedient to give effect to this resolution.”

18.5 To appoint Shri Punit Narendra Garg (DIN 00004407) 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** Shri Punit Narendra Garg (DIN 00004407), who was appointed as an Additional Director of the Company with effect from April 10, 2019 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 the 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 such acts and take all such steps as may be necessary, proper expedient to give effect to this resolution.”

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



Suresh Kumar Agarwal
Company Secretary

Date : April 30, 2019
Place : New Delhi

NOTES:

- 1) Information in respect of the Director of the Company seeking appointment/re-appointment as set out in item no. 18.2, 18.4 and 18.5 of the notice at this Annual General Meeting is annexed hereto as **Annexure "A"**.
- 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 do 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 herewith.
- 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 Annual General Meeting along with the Annual Report 2018-19 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) Proxy Form and Route-map to the venue of the meeting are provided at the end of the Annual Report.
- 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.

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 item No.18.3, 18.4 and 18.5 in the accompanying Notice.

Item No.18.3

The Board of Directors of the Company, on recommendation of the Audit Committee, at its meeting (adjourned) held on April 30, 2019 considered and approved the re-appointment of M/s. Jitender, Navneet & Co., Cost Accountant, as Cost Auditors to conduct audit of Cost Records maintained by the Company for the financial year 2019-20 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 GST, as applicable.

Accordingly, consent of the members is sought for ratification of the remuneration of M/s. Jitender, Navneet & Co., Cost Accountants, as set out at Item No.18.3 of the Notice.

None of the Directors or Key Managerial Personnel or their relatives, is in any way, concerned or interested, financially or otherwise, in this Resolution.

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

Item No.18.4

Shri Suresh Madihally Rangachar (DIN 00020887), nominated by Reliance Infrastructure Limited was appointed as an Additional Director of the Company with effect from April 10, 2019 who holds office up to the date of this Annual General Meeting. He is eligible for appointment as Director of the Company in terms of the provisions of Companies Act, 2013. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose the candidature of Shri Suresh Madihally Rangachar for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Suresh Madihally Rangachar as a Director.

The details of Shri Suresh Madihally Rangachar are given in **Annexure "A"**.

Except Shri Suresh Madihally Rangachar, 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.18.4 of the Notice.

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

Item No.18.5

Shri Punit Narendra Garg (DIN 00004407), nominated by Reliance Infrastructure Limited was appointed as an Additional Director of the Company with effect from April 10, 2019 who holds office up to the date of this Annual General Meeting. He is eligible for appointment as Director of the Company in terms of the provisions of Companies Act, 2013. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose the candidature of Shri Punit Narendra Garg for the office



of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Punit Narendra Garg as a Director.

The details of Shri Punit Narendra Garg are given in **Annexure "A"**.

Except Shri Punit Narendra Garg, 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.18.5 of the Notice.

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

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


Suresh Kumar Agarwal
Company Secretary

Date : April 30, 2019
Place : New Delhi

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 18TH ANNUAL GENERAL MEETING

S. No.	Particulars	Shri Virendra Singh Verma (Re-appointment)	Shri Suresh Madihally Rangachar (Appointment)	Shri Punit Narendra Garg (Appointment)
1.	DIN	07843461	00020887	00004407
2.	Date of Birth	02.01.1950	14.05.1964	26.01.1965
3.	Date of appointment on the Board	20.07.2017	10.04.2019	10.04.2019
4.	Qualifications	B.Sc. (Agra University), B.E. (Mech.) Hons. (IIT Roorkee), M.E (Mech.) (App. Thermo Sc) Hons. (IIT Roorkee), FIE (INDIA)	Master degree in Computer Science	Engineer
5.	Experience	An Ex-Chairman of CERC having 44 Years of Professional Experience in Power Sector Administration & Management, Electricity Regulation, Generation, Transmission & Distribution, Design & Engineering of Thermal & Hydro power stations, Energy Efficiency, Grid Operation, Training, Human Resource Management, Electricity Policy & Plans and CEA Regulations, Techno-Economics, optimization studies etc. and has worked in different capacities in the various organisations such as Central Electricity Regulatory Commission (CERC), Central Electricity Authority(CEA), Bureau of Energy Efficiency (BEE) & Regional Electricity Board (now Regional Power Committee).	Having 26 years experience out of which 13 years is with Reliance Communications limited. He has varied experience in the field of Strategy, Deployment and Operations of Technology in Network and Information Technology. He was associated with companies like Mantra Communications, IgT and Hughes Network Systems.	Having rich experience of over 33 years in telecom and IT sectors. He is associated with Reliance Infrastructure Group (Reliance Group) over the past 18 years and has held various senior leadership positions including as CEO of Global Enterprise Business. He has led the Reliance Group in various acquisitions including FLAG Telecom, VANCO, YIPES and successfully integrated these businesses.
6.	Terms and Conditions of reappointment along with details of remuneration and last drawn remuneration, if applicable.	Non Executive Director (No remuneration)	Non Executive Director (No remuneration)	Non Executive Director (No remuneration)

7.	Shareholding in the Company.	Nil	Nil	Nil
8.	Relationships with the Other Directors, Manager and other KMP(s).	None	None	None
9.	No. of Board Meetings attended during the financial year 2018-19 and other Directorships, Memberships / Chairmanship of Committees of the Board.	<p>No. of Board Meetings attended : Four (4)</p> <p>Directorships</p> <ol style="list-style-type: none"> 1. India Rural Energy And Power Private Limited 2. Bhandar Power Limited 3. BSES Rajdhani Power Limited 4. South Asian Energy Exchange Limited 5. Essar Power Transmission Company Limited 	<p>No. of Board Meeting attended: NA</p> <p>Directorships</p> <ol style="list-style-type: none"> 1. Reliance Communications Limited 2. Reliance Infratel Limited 3. BSES Rajdhani Power Limited 	<p>No. of Board Meeting attended: NA</p> <p>Directorships</p> <ol style="list-style-type: none"> 1. Reliance Communications Limited 2. Reliance Infrastructure Limited 3. BSES Rajdhani Power Limited 4. Warf Telecom International Private Limited - Maldives

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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 : U40109DL2001PLC111525
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 share(s) 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 on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Monday, 26th day of August, 2019

(Handwritten mark)

at 1:00 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

- 18.1** To receive, consider and adopt the audited statement of Profit and Loss for the financial year ended March 31, 2019 and the Balance Sheet as on that date and reports of the Board of Directors and Auditors thereon.
- 18.2** To appoint a Director in place of Shri Virendra Singh Verma (DIN 07843461), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- 18.3** To ratify the remuneration payable to M/s. Jitender, Navneet & Co., appointed as Cost Auditors of the Company for the financial year 2019-20.
- 18.4** To appoint Shri Suresh Madihally Rangachar (DIN 00020887) as a Director of the Company.
- 18.5** To appoint Shri Punit Narendra Garg (DIN 00004407) as a Director of the Company.

Signed this..... day of..... 2019.

.....
Signature of shareholder

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

Affix
Revenue
Stamp
₹ 1

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.

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Route Map to reach 18th Annual General Meeting Venue

