



एसजेवीएन लिमिटेड

SJVN Limited

(A Joint Venture of GOI & GOHP)

A Mini Ratna & Schedule "A" Company

SJVN/CS/93/2015- 3636-37

Date: 16/10/2015

NSE Symbol: SJVN-EQ

BOLT SCRIP ID: SJVN,
SCRIP CODE: 533206

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex,
Bandra East, Mumbai-400051, India.

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001, India.

Sub: Proceedings/ Minutes of 27th Annual General Meeting of SJVN Limited

Sir

In compliance with **Clause 31** of Listing agreement we forward herewith a copy of proceedings/ minutes of the 27th Annual General Meeting of the Members of SJVN Limited held on 22nd September 2015, Tuesday at Hotel Peterhoff, Chaura Maidan, Shimla – 171004, Himachal Pradesh.

This is for your kind information and record please.

Thanking you,

Yours faithfully,



(Soumendra Das)
Company Secretary

ENCL: AS ABOVE

SJVN LIMITED

MINUTES OF 27th ANNUAL GENERAL MEETING

DATE	:	22ND SEPTEMBER 2015
TIME OF COMMENCEMENT	:	1500 HRS.
TIME OF CONCLUSION	:	1540 HRS
VENUE	:	HOTEL PETERHOFF CHAURA MAIDAN SHIMLA SHIMLA, H.P.

PRESENT- DIRECTORS

- | | | |
|----|------------------------|---------------------------------------|
| 1. | Shri R.N.Misra | ...In Chair |
| 2. | Shri A.S.Bindra | |
| 3. | Shri N.L.Sharma | |
| 4. | Shri R K Bansal | |
| 5. | Shri. Arun Kumar Verma | (also Chairperson of Audit Committee) |
| 6. | Shri. S.K.B.S. Negi | |

PRESENT – GOVERNMENT NOMINEES

- | | | |
|----|--------------------|---|
| 1. | Smt. Meera Shekhar | Dy. Secretary (H), MoP
Nominee of President of India |
| 2. | Shri S.K.B.S.Negi | Additional Chief Secretary (MPP & Power)
Nominee of the Governor of H.P. |

PRESENT – IN ATTENDANCE

- | | | |
|----|----------------------------|---|
| 1. | Shri Soumendra Das | Company Secretary |
| 2. | Shri Suresh Soni | Statutory Auditor
M/s. Soni Gulati & Co., Chartered Accountants |
| 3. | Shri Santosh Kumar Pradhan | Scrutinizer
Practicing Company Secretary |
| 4. | Ms. Surbhi Bansal | Representative of Secretarial Auditor
M/s. SGS Associates, Company Secretaries |

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Soumendra Das
Company Secretary
SJVN Limited, Himfed Building
New Shimla - 171009

PRESENT – OTHER SHARE HOLDERS

A total of 59 Members in person and 2 Member in proxy (representing 3,29,05,701 no. of shares) were present at the meeting. These included the Nominees of the Government of India and the Government of Himachal Pradesh.

The Meeting commenced at 15:00 HRS. With the permission of the Chair, the Company Secretary welcomed the Directors and Members and introduced the Chairman of the Audit Committee, Statutory Auditors, Secretarial Auditors and Scrutinizers present in the Meeting. It was also informed that Ms. Meera Shekhar – Nominee of President of India and Shri S.K.B.S.Negi - Nominee of the Governor of Himachal Pradesh were present in the Meeting.

The Chairman after perusal of Attendance Report furnished by M/s MCS Ltd, Registrars & Transfer Agent, New Delhi, declared the presence of the quorum and with the concurrence of the members the Notice of the 27th Annual General Meeting together with the Financial Statements and Directors' Report were taken as read.

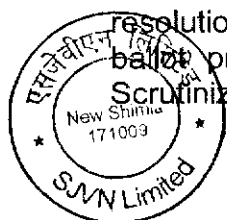
The Chairman informed the Members that the Register of Directors & Key Managerial Personnel and their shareholding and other necessary statutory records were available and open for inspection.

Thereafter the Chairman addressed the gathering and the Address of the Chairman was circulated to all the Members present in the meeting. In his address, inter alia, the Chairman informed the Members of Operational & Financial highlights for FY 2014-15 and for the 1st Quarter of FY 2015-16, Progress of Projects, Diversification, Future Plans, Business Outlook, Corporate Social Responsibility and Corporate Governance etc.

Thereafter the Company Secretary read out the Independent Auditor's Report, Comments of the Comptroller and Auditor General of India, Qualifications in the Secretarial Audit Report and Management's Reply thereon.

The Company Secretary stated that the Company had provided remote electronic voting (e-voting) facility to the members entitled to cast their vote at the Annual General Meeting as per the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced on 19th September, 2015 at 09.00 A.M. and ended on 21st September, 2015 at 5.00 P.M. Shri Santosh Kumar Pradhan, Practising Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting, Ballot and poll process conducted at the Meeting.

In terms of Clause 35B of the Listing Agreement, it was obligatory to provide similar voting rights to the members present in person and proxies at the Annual General Meeting to vote in proportion to the shares held by them. Hence poll was ordered on all the items set out in the notice. As per directions of the Chairman, the Company Secretary briefed the members about the objectives and implications of the resolutions to be passed as set out in the Notice and then put them to vote by the ballot process. Mr. Santosh Kumar Pradhan, Practising Company Secretary & Scrutinizer conducted the Poll which included distribution of Polling Papers, showing



empty Ballot Box, locking of Ballot Box in the presence of the members and proxies. After the votes were polled by all the participating members and Proxies, the Scrutinizer took custody of the Ballot Box. The Chairman announced that the combined result of remote e-voting and poll process will be put on the Company's website, within the statutory time frame as prescribed by the Companies Act, 2013.

The Chairman in his concluding remarks thanked all the members for their support and assured all the investors for better returns in the times to come. The Chairman announced the formal closure of the meeting at 15:40 HRS.

The Scrutinizer submitted his consolidated report on remote E-voting and Poll process on 23rd September, 2015 and as per the same the resolutions as set out in the Notice stands duly approved by the members with requisite majority and a brief summary of the same are recorded hereunder as part of the proceedings of 27th Annual General Meeting held on 22nd September, 2015.

The resolutions passed by the Members, briefly related to:-

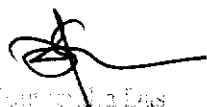
ORDINARY BUSINESS:

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31 st March, 2015 including the Balance Sheet and statement of Profit & Loss Account for the financial year ended as on that date together with the Reports of Board of Directors and Auditors thereon.
Type of Resolution	Ordinary
Proposed by	Smt. Meera Shekhar, Nominee of the President of India
Seconded by	Sh. S.K.B.S. Negi, Nominee of the Governor of Himachal Pradesh

Particulars	Number of Votes		
	Remote e-Voting	Physical	Total
Total Received	74	57	131
Voted in favour	70	*56	126
Voted against	4	Nil	4
Invalid Vote	Nil	1	1

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 Sanjay Lal Das
 Company Secretary
 SJVN Limited, Himted Building
 New Shimla - 171009

Particulars	Number of votes contained in votes			Percentage of Total
	Remote e-Voting	Physical	Total	
Total Valid votes Received	3773596483	83595	3773680078	100
Voted in favour	3773576138	*83575	3773659713	99.99
Voted against	20345	Nil	20345	0.01
Invalid Vote [#]	Nil	400	400	N.A

* Reflects shareholder who has not completely exercised his voting right.

Invalid Votes not counted for computing Total and Percentage of votes.

The following resolution was therefore passed by the requisite majority:

“RESOLVED THAT, the Audited Financial Statements for the year ended on 31st March 2015 together with the Reports of Board of Directors’ and Auditors thereon be and are hereby received and adopted.”

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To confirm interim dividend of Rs.0.63 per Share and declare Final Dividend for the financial year 2014-15.
Type of Resolution	Ordinary
Proposed by	Sh. Nand Lal Sharma
Seconded by	Sh. Rakesh Kumar Bansal

Particulars	Number of Votes		
	Remote e-Voting	Physical	Total
Total Received	74	57	131
Voted in favour	70	*56	126
Voted against	4	Nil	4
Invalid Vote	Nil	1	1

Particulars	Number of votes contained in votes			Percentage of Total
	Remote e-Voting	Physical	Total	
Total Valid votes Received	3773596483	83595	3773680078	100
Voted in favour	3773576138	*83575	3773659713	99.99
Voted against	20345	Nil	20345	0.01
Invalid Vote [#]	Nil	400	400	N.A

* Reflects shareholder who has not completely exercised his voting right.

Invalid Votes not counted for computing Total and Percentage of votes.

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The following resolution was therefore passed by the requisite majority:

"RESOLVED THAT the Interim Dividend @ Rs. 0.63 per share, amounting to Rs. 260.607 Crore plus dividend tax as applicable for the Financial Year 2014-15 as declared by the Board of Directors on 05th February, 2015 be and is hereby confirmed."

"RESOLVED THAT, approval for payment of dividend @ Rs. 0.42 per share, amounting to Rs. 173.74 Crores plus dividend tax as applicable for the Financial Year 2014-15 be and is hereby accorded."

III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint a Director in place of Shri Amarjit Singh Bindra [DIN 03358160], who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary
Proposed by	Sh. Amit Kumar Mukherjee
Seconded by	Sh. Sunil Chaudhary

Particulars	Number of Votes		
	Remote e-Voting	Physical	Total
Total Received	74	57	131
Voted in favour	44	*56	100
Voted against	30	Nil	30
Invalid Vote	Nil	1	1

Particulars	Number of votes contained in votes			Percentage of Total
	Remote e-Voting	Physical	Total	
Total Valid votes Received	3773596483	83595	3773680078	100
Voted in favour	3754231815	*83575	3754315390	99.49
Voted against	19364668	Nil	19364668	0.51
Invalid Vote [#]	N.A	400	400	N.A

* Reflects shareholder who has not completely exercised his voting right.

Invalid Votes not counted for computing Total and Percentage of votes

The following resolution was therefore passed by the requisite majority:

"RESOLVED THAT, Shri Amarjit Singh Bindra [DIN: 03358160], who retires in accordance with the provisions of the Companies Act 2013 be and offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

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IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To appoint a Director in place of Shri Nand Lal Sharma [DIN 03495554], who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary
Proposed by	Sh. Pawan Varma
Seconded by	Sh. Pramod Rana

Particulars	Number of Votes		
	Remote e-Voting	Physical	Total
Total Received	74	57	131
Voted in favour	44	*56	100
Voted against	30	Nil	30
Invalid Vote	Nil	1	1

Particulars	Number of votes contained in votes			Percentage of Total
	Remote e-Voting	Physical	Total	
Total Valid votes Received	3773596483	83595	3773680078	100
Voted in favour	3754231815	*83575	3754315390	99.49
Voted against	19364668	Nil	19364668	0.51
Invalid Vote[#]	N.A	400	400	N.A

* Reflects shareholder who has not completely exercised his voting right.

Invalid Votes not counted for computing Total and Percentage of votes

The following resolution was therefore passed by the requisite majority:

"RESOLVED THAT, Shri Nand Lal Sharma [DIN: 03495554], who retires in accordance with the provisions of the Companies Act 2013 be and offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

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Soumenra Das
Company Secretary
SJVN Limited, Himfed Building
New Shimla - 171009

V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	To fix remuneration of Statutory Auditors for the financial year 2014-15.
Type of Resolution	Ordinary
Proposed by	Sh. Surendra Lal Sharma
Seconded by	Sh. Sunil Gupta

Particulars	Number of Votes		
	Remote e-Voting	Physical	Total
Total Received	74	57	131
Voted in favour	66	*56	122
Voted against	8	Nil	8
Invalid Vote	Nil	1	1

Particulars	Number of votes contained in votes			Percentage of Total
	Remote e-Voting	Physical	Total	
Total Valid votes Received	3773596483	83595	3773680078	100
Voted in favour	3773574039	*83575	3773657614	99.99
Voted against	22444	N.A	22444	0.01
Invalid Vote [#]	N.A	400	400	N.A

* Reflects shareholder who has not completely exercised his voting right.

Invalid Votes not counted for computing Total and Percentage of votes

The following resolution was therefore passed by the requisite majority:

"RESOLVED THAT, approval of the members be and is hereby accorded to fix the remuneration of Statutory Auditors appointed by the Comptroller & Auditor General of India at Rs. 9,00,000/- per annum plus Service Tax plus Reimbursement of Expenses for the financial year 2014-15 and onwards , as recommended by the Audit Committee and board."



Soumenra Das
Company Secretary
SJVN Limited, Himfed Building
New Shimla - 171009

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Special Business:

VI. Resolution No. 6:-

Agenda No.	6
Subject matter of resolution	Ratification of remuneration of Cost Auditor for financial year 2015-16.
Type of Resolution	Ordinary
Proposed by	Sh. Anand Mohan Jha
Seconded by	Sh. Mohil Chaturvedi

Particulars	Number of Votes		
	Remote e-Voting	Physical	Total
Total Received	74	57	131
Voted in favour	66	*56	122
Voted against	8	Nil	8
Invalid Vote	Nil	1	1

Particulars	Number of votes contained in votes			Percentage of Total
	Remote e-Voting	Physical	Total	
Total Valid votes Received	3773596483	83595	3773680078	100
Voted in favour	3773574039	*83575	3773657614	99.99
Voted against	22444	N.A	22444	0.01
Invalid Vote [#]	N.A	400	400	N.A

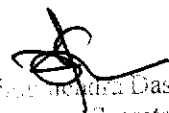
* Reflects shareholder who has not completely exercised his voting right.

Invalid Votes not counted for computing Total and Percentage of votes

The following resolution was therefore passed by the requisite majority:

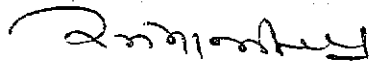
"RESOLVED THAT, pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration of Rs. 1,50,000/- plus Service Tax as applicable plus Out of pocket expenses incurred in connection with the cost audit to be paid to M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi, Cost Auditors of the Company for the financial year 2015-16, as approved by the Board of Directors of the Company, be and is hereby ratified."

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Sandeep Das
Company Secretary
SJVN Limited, Himfed Building
New Shimla - 171009

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

Place: Shimla
Date: 5th October 2015


(Ramesh Narain Misra)
Chairman & Managing Director
DIN: 03109225

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Soumya Das
Company Secretary
SJVN Limited, Himfed Building
New Shimla - 171009